

Phu Nhuan Jewelry Joint Stock Company

170E Phan Dang Luu, ward 3, Phu Nhuan Dist., Tel: 08.39951703 – 08.39951706



PHU NHUAN JEWELRY JOINT STOCK COMPANY

**CHARTER
OF
PHU NHUAN JEWELRY JOINT STOCK COMPANY**

Ho Chi Minh City, 21 April 2018

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Pursuant to:

- Law on Enterprise approved by the 13th National Assembly of the Socialist Republic of Vietnam, the 8th meeting session on 26 November 2014 which is valid for implementation from 01 July 2015.
- Securities Law approved by the 11th National Assembly of the Socialist Republic of Vietnam, the 9th meeting session on 29 June 2006 which is valid for implementation from 01 January 2007.

We, the shareholders of the Phu Nhuan Jewelry Joint Stock Company, agree to approve the content and commit to implement the regulations of this Charter. This Charter is the legal basis for all activities of Phu Nhuan Jewelry Joint Stock Company.

CHAPTER I

GENERAL REGULATIONS

ARTICLE 1: GENERAL PRINCIPLES

1. This Charter does not repeat the regulation of Vietnam law applied to Joint Stock Company, the shareholders of the Company, Board of Directors, Supervisory Board, General Director, Board of Managers, employees, and Union, excluding the exceptions mentioned in this Charter. Vietnam law is always applied whether they are referred to in this Charter or not.
2. If some regulations of the law related to the operation of the Company that have not been mentioned in this Charter or if some new regulations of the law different from the clauses of this Charter, such regulations of law shall be obviously applied and they govern the operations of the Company. The amendment of the corresponding clauses of this Charter shall be carried out by the General Meeting of Shareholders whenever convenient.
3. In addition, this Charter shall not repeat a phrase used in the documents of Vietnam “as stipulated by Vietnam law” because everyone must always comply and implement the Vietnam law in all activities.

ARTICLE 2: DEFINITIONS

1. In this Charter, the following terms shall be understood as follows:
 - “Law on Enterprise” is the Law on Enterprise No. 68/2014/QH13, dated on 26 November 2014;
 - “Law on Securities” is the Law on Securities No.70/2006/QH11, dated on 26 June 2006, Amendment and Supplement to Securities Law No. 62/2010/QH12, dated on 24 November 2010.

- “The Company” is Phu Nhuan Jewelry Joint Stock Company.
 - “Date of establishment” is January 2nd, 2004.
 - “Charter” or “ Corporate Charter” is the Charter of Phu Nhuan Jewelry Joint Stock Company.
 - “Regulations on corporate governance” is the regulations on corporate governance of Phu Nhuan Jewelry Joint Stock Company.
 - “Capital contribution” is the transfer of assets into the Company to become the joint owners of the Company. Contributed assets can be Vietnam dong and freely convertible foreign currency contributed by the shareholders to form the capital of the Company;
 - “Charter capital” is the capital contributed by all shareholders and as stipulated in Article 14 of this Charter;
 - “Shareholder” is an organization or an individual named in the Company’s Registry of shareholders as the owner of the shares;
 - “Major shareholder” is the shareholder defined in clause 9, Article 6 on Securities Law
 - “Shares” means the Company’s charter capital divided into several equal portions called shares with face value of 10,000 VND.
 - “Director” is defined as the member of the Board of Directors, and/or member of the Board of Managers;
 - “Executive” means General Director, Operating Manager, Manager of Department, Chief Accountant, and similar titles decided by the Board of Directors;
 - “Related parties” means an individual or an organization stipulated in clause 17, Article 4, Law on Enterprise and Clause 34, Article 6 on Securities Law.
 - “Non-executive director” is a member of a company’s Board of Directors who is not part of the executive team.
 - “Independent director” is the member of the Board of Director who is defined in Clause 2, Article 151, Law on Enterprise.
2. In this Charter, the references to one or some other regulations or documents shall include the amendments or documents replacing them.
 3. The headings of chapters, articles of this Charter are used to for easy understanding without affecting the content of this Charter.
 4. If the words or terms that are defined in the Law on Enterprise are not contradictory to the subject or context, they shall have the similar meaning as in this Charter.

ARTICLE 3: COMPANY’S NAME AND LOGO

1. Company’s name: Phu Nhuan Jewelry Joint Stock Company

2. Transaction name: Phu Nhuan Jewelry Joint Stock Company
3. Abbreviated name: PNJ Company
4. The logo:



ARTICLE 4: COMPANY’S HEAD OFFICE

1. Head Office:
 - Address: 170E Phan Dang Luu street, ward 3, Phu Nhuan district, HCM City
 - Tel.: 08. 39951703 – 08. 39951706
 - Fax: 08. 39951702
 - Email: pnj@pnj.com.vn
 - Website: www.pnj.com.vn
2. The Company has Departments, Stores, Branches, Stations, Factory, and Representative Offices located in and out of the Country directly under control of the Company, decided by the Board of Directors and the regulations of law for carrying out the production and business activities.

ARTICLE 5: OPERATION FORM AND STATUS

1. The company was established from the equitization of the Party economic enterprise, Phu Nhuan Jewelry Company directly under the Finance Management Board of HCM City Committee of the Party, on the basis of capital contribution voluntariness of the shareholders; it is organized and operates under the Law on Enterprise.
2. Phu Nhuan Jewelry Joint Stock Company:
 - Is owned by the shareholders.
 - Has full legal status as stipulated by the law of Vietnam.
 - Has its own stamp and may open account at the State Treasury, at domestic and foreign banks as stipulated by law.
 - Has Charter of organization and operation of the Company.

- Takes responsibility for the limited finance for the debts within the scope of the charter capital.
- Takes responsibility for all business activities, is allowed for independent economic accounting and financial autonomy.
- Has its own balance sheet, establishes the funds as stipulated by the Law on Enterprise and Resolution of the General Meeting of Shareholders.

ARTICLE 6: OBJECTIVES AND SCOPE OF PRODUCTION AND BUSINESS ACTIVITIES

1. The objectives of the Company:

- Develop and maintain PNJ brand that is one of the leading brands of Vietnam jewelry industry, participate in the world market.
- Expand and develop synchronously other strong operation fields to create a foundation for table, long lasting and solid development.
- Maximize profit, ensure the legal rights of employees, and fulfill obligations to the State.

2. The scope of the production and business activities:

Codes of business lines	Business lines
	Enterprises must strictly comply with the provisions of the legislation on land, construction, fire prevention and fighting, environmental protection, other current law provisions and business conditions applicable to conditional business lines
2420	Producing non-ferrous metal and precious metal Detail: Producing non-ferrous metal, precious metal, and gold bar.
2592	Mechanical manufacturing; processing, and coating metal Detail: manufacturing gold, silver, precious stone, imitation jewelry, and other details
1322	Producing of garments (except apparel) (Excluding bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods)

1323	<p>Producing rugs, blanket</p> <p>(Excluding bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods)</p>
1410	<p>Sewing garment (except garment made of fur and leather)</p> <p>(Excluding bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods)</p>
1512	<p>Producing suitcase, bag, and similar products. Producing saddle, cushion</p> <p>(Excluding bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods)</p>
1520	<p>Producing shoes</p> <p>(Excluding bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods)</p>
1709	<p>Producing products from paper and carton paper that are not categorized (except recycling at the office)</p>
4662	<p>Wholesale of metals and metal ores.</p> <p>Detail: Wholesale of gold, silver, precious metals, precious stones and semi-precious stones. Trading of gold bars</p>
4669	<p>Other wholesales that have not been categorized</p> <p>Detail: + Wholesale handicrafts. + Export, import gold jewelry, gold and silver handicrafts, other precious metals, diamond, precious stones, semi-precious stones, gold bar, gold material in form of leaves, powdered wire, blocks, bars, seeds, pieces. Export and import of jewelery, imitation jewelery and related details</p>
4722	<p>Retail of food at specialized stores (According to Decision No. 64/2009/QĐ-UB and Decision No. 79/2009/QĐ-UB of the City</p>

	People's Committee on the planning of agricultural products and food in Ho Chi Minh City) (4722).
4761	Retail of books, newspapers, magazines, stationery at specialized stores
4771	<p>Retail of garment, footwear, leather goods and leatherette goods at specialized stores.</p> <p>Detail: Retail of suitcase, briefcase, bag, wallet, other leather goods and leatherette goods. Retail of cup pad, towel, paper package, cloth bag, pillowcase, towel, footwear. Retail of blanket, cushion, bed sheet, curtain, sheet, pillow and other bedding, garments, clothes. Retail of footwear. Retail of leather goods and leatherette goods. Retail of leather and leatherette tourism goods. Retail of other clothing like gloves, scarf, socks, tie, belt</p>
5610	<p>Restaurant and mobile food & drink services.</p> <p>Detail: Trading restaurants, wine, beer, beverage and food services</p>
3211	<p>Production of jewelry and related parts.</p> <p>Details: Production of gold jewelry and fine arts. Processing of gold jewelry and fine arts. Production of jewelry from precious metals or basic metals plated with precious metals or precious stones or semi-precious stones, or synthetic metals and precious or semi-precious stones or other metals; Production of parts in gold, silver, precious metals or basic metals plated precious metals such as food, textiles, dishes, cups, hygiene items, office parts, the parts used in religion. Production of technical parts or testing part in precious metals (except tools or similar parts): crucibles, spatulas, metal anode testing of metal; precious metal watches; cuffs, watch ropes, cigarette boxes</p>
3212	Production of jewelry imitation goods and related parts
4632	Wholesale of food (not operate at head office)
4641	Wholesale of fabrics, readymade garments, footwear

4649	<p>Wholesale of other household appliances.</p> <p>Detail: Wholesale of jewelry in gold, silver, and precious metals. Wholesale of suitcase, briefcase, bag, wallet, other leather goods and leatherette goods. Wholesale of watch, eyeglasses. Retail of leather, leatherette and other material tourism goods. Wholesale of fashion accessories. Trade of postcards and other publications. Wholesale of soap, candle, essential oils, cinnamon products, horn products (excluding products from precious and rare animals), the sculpture products</p>
4773 (Chính)	<p>Retail of other new goods at specialized stores.</p> <p>Detail: Retail of gold, silver, precious metals, precious and semi-precious stones, jewelry. Retail of souvenirs, knitting goods, handicraft goods. Retail watches, eyeglasses. Retail of gold, silver, precious metals, materials. Trading of gold jewelry and fine arts. Export and import of gold jewelry, fine arts. Trade of gold bars</p>
8299	<p>Other customer services that have not been categorized</p> <p>Detail: E-commerce</p>
8532	<p>Vocational education.</p> <p>Vocational training</p>
9000	<p>Activities of composition, arts and entertainment</p> <p>(except the art performance at the head office)</p>
9631	<p>Haircut, hair styling, hair wash.</p> <p>Detail: Haircut, hair styling, hair wash, facial care (except services causes bleeding)</p>
6492	<p>Other credit issuance activities.</p> <p>Detail: Pawn service</p>

6499	Other financial services (excluding insurance and social insurance). Detail: Currency exchange agent, service of receiving and payment of foreign currencies
6810	Trade of real estate, land use right of the owner, user or lease. Detail: Trading real estate
7120	Technical testing and analysis. Detail: Service of testing diamond and gemstones. Service of testing gold, silver, other precious metals, semi-precious stones
	And other business lines that are not prohibited by law

ARTICLE 7: TERM OF OPERATION

1. The term of operation of the Company is 50 years from the date presented in the Decision on changing from Party economic enterprise to Joint Stock Company of the competent authorities. The termination before the term or extension of the operation time of the Company is decided by the General Meeting of Shareholders basing on the regulations in the Law on Enterprise and it must be approved by the competent authorities.

ARTICLE 8: RIGHTS AND OBLIGATIONS OF THE COMPANY

1. Rights:

- 1.1 Freedom to do business in the industries not prohibited by law;

- 1.2 Free to construct and operate the model of business; to take initiative in selecting industries, business, location, model of business; to take initiative in adjusting size of business.
- 1.3 Choosing model, method of raising, allocating, and using capital;
- 1.4 Actively finding the market, customers, and signing the contracts;
- 1.5 Trading, exporting, importing;
- 1.6 Recruiting, hiring, and employing employees in accordance with business demand;
- 1.7 Actively applying science and technology in order to improve the business results and competitive capacities
- 1.8 Owning, using, making decisions on assets of the Company;
- 1.9 Refusing request on supplying resources not in accordance with the law;
- 1.10 Lodging complains and denunciations in accordance with the provisions of the legislation on complaints and denunciations;
- 1.11 Participating in legal proceedings in accordance with the provisions of law;
- 1.12 Other rights in accordance with the relevant law.

2. Obligations:

- 2.1. Satisfying the conditions for doing business in the line of business subject to conditional investment in accordance with the Law on Investment. Ensuring the maintenance of such business and investment conditions throughout the course of business operations
- 2.2. Organizing the accounting activities to make and submit financial reports honestly, accurately, and on time according to the provisions of law on accounting and statistics;
- 2.3. Filing, paying taxes, and performing other financial obligations in accordance with the law;
- 2.4. Ensuring the legitimate rights and interests of labors according to the provisions of the Law on Labor. Not to discriminate against and infringe upon the honor and dignity of the labors in the enterprise; not to use forced labor and child labor; Supporting and creating favorable conditions for laborers to participate in training to raise their professional qualifications and skills; Applying social insurance, unemployment insurance, health insurance, and other insurance for labors according to the provisions of law
- 2.5. Ensuring and taking responsibilities for the quality of goods and services in accordance with the standards prescribed by law or registered promulgated standards;

- 2.6. Completely and promptly fulfilling the obligations on enterprise registration, registration of changes in enterprise registration contents. Publishing the information on establishment, operation, and reports. Completing other obligations under the provisions of relevant law.
- 2.7. Taking responsibility for the truthfulness and accuracy of the information declared in the enterprise registration and the reports; In case of finding out the information that has been declared or reported was not accurate or incomplete, these information must be amended, supplemented in timely manner.
- 2.8. Complying with the provisions of law on national defense, national security, social security, gender equality, environment and resource protection, historically cultural relics and scenic beauty protection.
- 2.9. Performing the obligations on business ethics in order to ensure the legitimate rights and interests of customers and consumers.

ARTICLE 9: LEGAL REPRESENTATIVE OF THE COMPANY

1. The legal representative of the company is an individual representing for the Company to implement the rights and obligations arising from the transactions of the Company, representing the Company as the plaintiff, the defendant, who has the related rights and obligations to the arbitration, the Court and other rights and obligations as stipulated by law.
2. The company has 02 legal representatives that are Chairwoman of the Board of Director and General Director with the personal information as follows:

Full name : Cao Thi Ngoc Dung

Gender : Female

Date of birth : October 08th, 1957

Nationality : Vietnam

Ethnicity : Vietnam

ID Card no. : 020588193

Permanent residence: 497 Hoang Sa, Ward 8, District 3, Ho Chi Minh City

Current residence: 497 Hoang Sa, Ward 8, District 3, Ho Chi Minh City

Title : Chairwoman of the Board of Directors

Full name : Le Tri Thong

Gender : Male

Date of birth : May 23rd, 1979

Nationality : Vietnam

Ethnicity : Kinh

ID Card no.: 023122910

Permanent residence: 22 Nguyen Dinh Chinh Street, Ward 15, Phu Nhuan District, Ho Chi Minh City

Current residence: 13 23rd Street, Ward Binh An, District 2, Ho Chi Minh City

Title : General Director

3. The responsibilities of each legal representative shall be determined according to the regulations of this Charter, the internal management regulations of the Company and the resolutions and documents issued by the Board of Directors.
4. The Company ensures that the legal representatives of the Company are residing in Vietnam. If all legal representatives of the Company are absent from Vietnam, the legal representatives must authorize in written to other people to implement the rights and obligations of the legal representative before leaving Vietnam. The legal representatives of the Company are still responsible for the implementation of their authorized rights and obligations.
5. If the term of authorization is expired in accordance with the clause 4 of this Article, not any legal representatives of the Company returns to Vietnam, and there is no other authorization, the authorized person still continues to implement the rights and obligations of the legal representative of the Company within the authorization scopes until the Board of Directors make any decisions.

ARTICLE 10: RESPONSIBILITIES OF THE LEGAL REPRESENTATIVE OF THE COMPANY

1. The legal representative of the Company has the following responsibilities:
 - 1.1. Implement the assigned rights and obligations in such an honest, diligent, and best way to ensure the legal interests of the Company;
 - 1.2. Be loyal to the interests of the Company; not use the information, know-how, business opportunities of the Company, not abuse his position, title and use the assets of the company for personal benefits or for the benefits of other organizations and individuals;
 - 1.3. Notify timely, fully and accurately to the Company on such representative and his related party that owns or has shares, contributed capital governing at other companies.
2. The legal representative of the company is personally liable for damages caused to the Company due to the violation of obligations stipulated in clause 1 of this Article.

ARTICLE 11: STAMP

1. The company has one stamp. The Board of Directors decides on the form and content of the stamp of the Company. The content of the stamp must show the following information:
 - a. Name of the Company
 - b. Tax code.
2. Before use, the company notifies the stamp sample to the business registration agency for publicizing on the national information portal about business registration.
3. Board of Directors, General Director manage, use and keep the stamp as stipulated in the Charter of the Company and the internal management regulation of the Company.
4. The stamp is used in cases stipulated by law or the transaction parties with agreement on the use of stamp.

ARTICLE 12: PRINCIPLES OF ORGANIZATION, MANAGEMENT AND OPERATION OF THE COMPANY

1. The company operates on the principles of voluntariness, equality, democracy, respects the law and Company's Charter.
2. The shareholders of the joint stock company contribute capital, share profits and bear losses corresponding to the contributed capital and are liable for the debts of the Company within the contributed capital to the Company.
3. The highest decision-making body of the Company is the General Meeting of Shareholders.
4. The General Meeting of Shareholders elects the Board of Directors for managing the Company, elects the Supervisory Committee for internal control of all business activities, management activities, and operation activities of the Company.
5. The operation managers of the Company are in charge by the General Director appointed and dismissed by the Board of Directors.

ARTICLE 13: ORGANIZATION OF THE VIETNAMESE COMMUNIST PARTY AND OTHER ORGANIZATIONS

1. The Organization of the Vietnamese Communist Party, Trade Union, and Youth Union in the Company operate under the Constitution and the law of the Socialist Republic of Vietnam, in accordance with the Law on Enterprise and Charter of such organization.
2. The Company respects and creates favorable conditions for the above mentioned organizations to operate with right functions, missions and the charter of their organization and suitable to the actual production – business situation of the Company.

CHAPTER II

CAPITAL – SHARE – STOCK – SHAREHOLDERS

SECTION 1. BUSINESS CAPITAL

ARTICLE 14: CHARTER CAPITAL

1. The charter capital is contributed in Vietnam dong, foreign currencies or in kind, and is accounted to a unified unit that is Vietnam dong (VND).
2. On the approval date of this Charter, the charter capital of the Company is VND 1,081,020,340,000 (One trillion, eighty-one billion, twenty million, three hundred forty thousand Vietnam dong).
3. The Company is not allowed to use the charter capital for dividend payment or divide assets of the Company to Shareholders in any forms. Excepting the case of charter capital reduction as stipulated by the Law on Enterprise.

ARTICLE 15: INCREASE, DECREASE OF CHARTER CAPITAL

1. The Company can increase or decrease the charter capital as approved by the General Meeting of Shareholders and in accordance with the regulations of the law to meet the business demand by:
 - 1.1. Additional issuance of stocks or acquire issued shares as stipulated in this Charter and it is approved by the competent authorities;
 - 1.2. Re-invest a part or the whole of undistributed profit;
 - 1.3. Transfer the accumulated reserve funds into charter capital.
2. The Company changes its charter capital if the Company acquires issued shares as stipulated in Article 129 and Article 130 of the Law on Enterprise. The shares acquired as stipulated in Article 129 and Article 130 of the Law on Enterprise are considered as unsold shares as stipulated in Clause 4, Article 111 of the Law on Enterprise. The Company must carry out procedures to adjust the decrease of charter capital corresponding to the total face value of the shares acquired by the Company within 10 days from the completion date of the share acquisition, except otherwise stipulated by the securities law.
3. The additionally issued shares must be fully updated in the Registry of Shareholders and Certificate of share ownership.

ARTICLE 16: OTHER MOBILIZED CAPITAL

1. The Company has the right to mobilize other capital apart from the charter capital for production and business by:

- 1.1. Borrowing from domestic and foreign financial and credit institutions;
- 1.2. Issuing bonds, convertible bonds and other types of bonds as stipulated by law and the Charter of the Company;
- 1.3. Borrowing from domestic and foreign individuals;
- 1.4. Borrowing from foreign organizations and individuals as stipulated by law.
2. The company must ensure the full and timely payment of the principal and interest and fulfill other financial obligations.

ARTICLE 17: SHARE

1. The charter capital of the Company is divided into equal parts, called shares. The face value of each share is 10,000 VND (Ten thousand VND)
2. All shares of the Company at the approval time of this Charter are common shares.
3. The common shares newly offered for sale must be preferentially offered to the existing shareholders with the rate corresponding to their ownership rate of common shares in the Company, except otherwise decided by the General Meeting of Shareholders. The remaining number of shares not registered shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to others under the conditions and ways considered to be suitable by the Board of Directors, but such shares must not be sold with more favorable conditions than that of offered to the existing shareholders, unless otherwise accepted by the General Meeting of Shareholders or for case of that the shares are sold through the Exchange Securities under auctions.
4. The Company may issue common shares with preferential price to employees of the Company. The Company's trade union can use the trade union fund to buy these shares when the employees of the Company violate the conditions stipulated by the Company when issuing these shares.
5. The Board of Directors shall decide the time, method and offering price of shares. The offering price cannot be lower than the market price at the time of offering or value recorded in the share books at the nearest time, except the following cases:
 - 5.1. The shares offered to all shareholders is according to their rate of existing shares at the Company;
 - 5.2. Shares offered to the brokers or guarantors. In this case, the specific discount amount or discount rate must be approved by the shareholders representing at least 65% of the total number of shares with voting right at the meeting and 51% of the total number of shares with voting right in written form;
 - 5.3. Other cases are approved by the General Meeting of Shareholders or the Board of Directors is authorized for making decision.

6. The Company can acquire the shares issued by the Company as stipulated in this Charter and the current law. The common shares acquired by the Company are considered as treasury shares and the Board of Directors may offer by ways suitable to the regulations of this Charter and the securities law.
7. The Company may issue other types of securities approved by the General Meeting of Shareholders and it must be in accordance with the regulations of the securities law.
8. The Company may issue other preferred shares after there is approval of the General Meeting of Shareholders and it must be in accordance with the regulations of the securities law.
9. The Company may issue registered shares and limit the transfer conditions to shares of the Company's employees and the strategic shareholders as proposed by the Board of Directors and approved by the General Meeting of Shareholders.

ARTICLE 18: STOCKS AND OTHER SECURITIES CERTIFICATES

1. Stock is the certificate issued by the company or book entry confirming the ownership of one or some shares in the Company.
2. The shareholders of the Company are issued the stock certificates corresponding to the number of shares and type of shares that they own.
3. The stock certificates must be signed by the legal representative and sealed by the Company's stamp. The stock certificates must clearly state the quantity and type of shares held by the shareholder, full name of the holder and other information stipulated by the Law on Enterprise.
4. After the shareholders pay money for buying shares of the Company, their names shall be entered in the Registry of Shareholders, and they shall receive one or some stocks for all of their shares.
5. Within 30 days from the day of fully submitting the complete document requesting to transfer the share ownership as stipulated by the Company or within two months, or can be longer as stipulated by the issuance terms, from the date of full payment for the shares as stipulated in the plan of share issuance of the Company, the owner of the shares shall be issued the stock certificate. The owner of shares does not have to pay the printing cost of the stock certificate or any other expenses.
6. If stock is faded, torn, damaged, erased or lost, it can be changed for the new one if submitting all necessary evidences as required by the Board of Directors and paying all related costs to the Company.
7. The Company issues shares in form certificate of share ownership.
8. Bond certificate or other securities certificates of the Company, except Offer Letter, temporary certificates and similar documents, shall be issued with stamp and sample

signature of the legal representative of the Company, except otherwise stipulated by the issuance terms and conditions.

ARTICLE 19: TRANSFER OF SHARES

1. All shares can be freely transferred unless otherwise stipulated by Charter and the law. All shares listed on the Stock Exchange shall be transferred according to the regulations of the State Securities Commission of Vietnam and Stock Exchange.
2. For the transferred shares, after the right and sufficient information as stipulated is entered in the Registry of Shareholders, the transferee of shares shall become shareholder of the Company from that time.
3. Shares that have not been fully paid shall not be transferred and they do not have the related rights like right for receiving dividend, right to receive the issued stocks to increase the share capital from the owner's equity, the right to buy offered new stocks.

ARTICLE 20: RECALL OF SHARES

1. If the shareholders do not fully and timely pay for the stock purchase, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount together with interest on that amount and the arising costs due to the late payment to the Company as stipulated.
2. The notice on payment mentioned above must specify the new term for payment, at least seven days from the date of notice, place of payment and the notice must specify that if the shareholders fail to make the payment as required, the number of shares that have not been paid shall be withdrawn.
3. The Board of Directors has the right to withdraw the unpaid shares if the requirements in the notice mentioned above are not met.
4. The withdrawn shares are considered as the shares with offering right. The Board of Directors may directly or authorize another person to sell, re-distribute or settle for the owner whose shares are withdrawn or other persons according to the conditions and ways considered to be suitable by the Board of Directors.
5. The shareholders holding the withdrawn shares must give up the shareholder status to such shares, but they have to pay all related costs and interest with the rate at the time of withdrawal as decided by the Board of Directors from the withdrawal date to the payment date. The Board of Directors has full right to make decision on enforcement of the payment of all value of stocks at the time of withdrawal.
6. The notice on withdrawal shall be sent to the holder of withdrawn shares before the time of withdrawal. The withdrawal still remains its validity even in the event of having any error or negligence in sending notice.

ARTICLE 21: INHERITANCE OF SHARES

1. The shares of the Company are inherited according to the regulations of the law and this Charter.
2. The Company recognizes that the following people having the right to own a part or the whole of shares of the decedent:
 - The only heir as stipulated by law.
 - Many heirs as stipulated by law. In this case, they must appoint the only representative by notarized authorization procedure. The Company does not solve the disputes between the heirs as stipulated by law.
3. In a shareholder has died, the heirs or assets managers of the decedent shall be recognized by the Company as the only person inheriting the benefits of the shares. This regulation does not mean that the shares owned by the deceased shareholder are no longer related to the assets obligations implemented by such shareholder.
4. If a shareholder dies without any legal heir, shares of that shareholders shall be solved based on provisions of Civil Law.
5. After finishing the registration of owner of inherited shares, the legal heir shall become the new shareholder and receive all the rights and obligations of the deceased shareholder.

ARTICLE 22: THE REGISTRY OF SHAREHOLDERS

1. The company must prepare and keep the Registry of Shareholders from the time the Business Registration Certificate is issued. The Registry of Shareholders can be documents, electronic data files or both.
2. The Registry of Shareholders must have the following main contents:
 - 2.1. Name and address of the head office of the Company;
 - 2.2. Total number of shares with offering right, the type of shares with offering right and the number of shares with offering right of each type;
 - 2.3. Total number of sold shares of each type and the value of share capital contributed;
 - 2.4. Full name, permanent residence, nationality, identity card number, passport or other legally personal identification to individual shareholders; name, address permanent residence, nationality, number of establishment decision or business registration number for shareholder as organization;
 - 2.5. The number of shares of each type of each shareholder and the registration date of shares.
3. The Registry of Shareholders is kept at the head office of the Company or at the Securities Depository Center. The Shareholders have the right to check, search or copy

the content of the Registry of Shareholders during the working hours of the Company or the Securities Depository Center.

4. Shareholders owning from 5% or more of total shares must be registered at the competent business registration agency within seven working days from the date of owning such rate.
5. If shareholder changes his / her permanent address, he / she must promptly notify the securities company where he / she opens the securities trading account or the securities registration, depository, clearing and settlement center for timely updating on the registry of shareholders. The Company is not responsible for failing to contact the shareholders due to not being informed of the change of address of the shareholder.

ARTICLE 23: GENERAL REGULATIONS ON SHAREHOLDERS

1. Shareholders of the Company are the organizations or individuals that own one or more shares of the Company. Shareholders are the owners of the Company, with the rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only liable for the debts and other assets obligations of the Company within the amount of capital contributed to the Company.
2. Shareholders are officially recognized when they have fully paid the cost for buying shares and their names are entered into the Registry of Shareholders of the Company
3. The representatives under the share authorization as stipulated by law of the shareholders at the Company:
 - 3.1. If the shareholder is an organization: the representative is assigned according to the official Decision of the competent authorities of such organization.
 - 3.2. If the shareholder is an individual: the shareholder themselves must implement the rights and obligations as stipulated by this Charter and the regulations of law.
 - 3.3. If the shareholder is an organization that is reorganized, dissolved or went bankruptcy, the inheriting organization shall receive the benefits and fulfill the obligations of such organization shareholder after sending Request to the Company to replace the authorized representative, enclosing the legal documents as stipulated about the merger, division, separation, consolidation or transformation of that organization.
4. The appointment of authorized representative of the shareholder who is an organization is regulated as follows:
 - 4.1 Shareholder owns at least 10% of the common shares of the Company may authorize at least 02 representatives.
 - 4.2 For case of appointing several authorized representatives, it is necessary to specify the number of shares for each representative. If the number of shares is not identified

for each authorized representative, the number shares shall be divided equally to the number of authorized representatives.

- 4.3 The appointment of an authorized representative must be in writing, and it must be notified to the Company and it is only valid to the Company from the date the Company receives the notice. The written authorization letter must have the following main contents:
- Name, company's tax code, address of head office of shareholder as an organization;
 - The number of authorized representatives and the rate of shares corresponding to each authorized representative;
 - Full name, permanent residence, nationality, ID card no., passport or other legal personal identification of each authorized representative;
 - The term of authorization of each authorized representative; Specify the starting date of the authorization;
 - Full name and signature of the legal representative of the shareholder as organization and the authorized representative.
5. The authorized representative must have the following standards and conditions:
- 5.1. Have full capacity for civil acts;
- 5.2. Not belong to the case prohibited from establishing and managing company;
- 5.3. Not the spouse, father, adoptive father, mother, adoptive mother, children, adopted children, brother, sister of the company's executives; except it is approved by the Board of Directors;

ARTICLE 24: RIGHTS OF THE SHAREHOLDER

Person who hold common share of the Company has following rights:

1. Attend and express opinions at the General Meeting of Shareholders and implement the voting directly or through the authorized representative or in other forms stipulated by this Charter, regulations on corporate governance, and the law;
2. Receive the dividend corresponding to the number of held shares with the rate decided by the General Meeting of Shareholders;
3. Freely transfer the held shares, unless the case restricted the transfer as stipulated in this Charter and related law;
4. Are given the priority to buy newly offered shares corresponding to the rate of common shares that they own.

5. Consider, look up and copy information related to the shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders and request on amending inaccurate information.
 6. Consider, look up and copy the Charter of the Company, meeting minutes book of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders.
 7. If the Company is dissolved, they may receive a part of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid to creditors and other shareholders;
 8. Request the Company to acquire their shares in the cases stipulated in this Charter and Article 129 of the Law on Enterprise;
 9. A shareholder or group of shareholders holding from 5% of the total number of common shares for six consecutive months or more, has the following rights:
 - 9.1. Nominate the candidate to members of the Board of Directors, Supervisory Committee as stipulated in this Charter, Regulations on Corporate Governance, and the Law on Enterprise;
 - 9.2. Request to convene the General Meeting of Shareholders for case stipulated in clause 3, Article 114 of the Law on Enterprise;
 - 9.3. Check and receive the copy of the list of shareholders having the right to attend the meeting and vote at the General Meeting of Shareholders;
 - 9.4. Request the Supervisory Committee to check each specific issue related to the management, operation management of the Company when necessary. The request must be made in writing; must include full name, permanent residence, nationality, identity card number, Passport or other legal personal identification of individual shareholders; name, permanent residence, nationality, number of establishment decision or company's tax code to shareholders as organization; the number of shares and the time for share registration of each shareholder, the total number of shares of the group of shareholders and the ownership rate of the total shares of the Company; issues to be checked and testing purpose.
 - 9.5. Review and copy the minutes and resolutions book of the Board of Directors, mid-year and annual financial statements according to the form of the Vietnam Accounting System and the reports of the Supervisory Board;
 10. Other rights as stipulated in this Charter and related laws.
-
1. In the name of the shareholder as organization, the authorized representative implements the rights and obligations of the shareholder at the General Meeting of Shareholders as stipulated by the Law on Enterprise and this Charter. Any restriction

of the shareholder as organization to the authorized representative in the implementation of the rights and obligations of the corresponding shareholder at the General Meeting of Shareholders is not valid for the third parties.

2. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; implementing the authorized rights and obligations in such an honest, diligent, and best way to protect the legal interests of the authorized shareholder.
3. The authorized representative is responsible to the third parties for arising liabilities related to the rights and obligations implemented through the authorized representative.

ARTICLE 25: RESPONSIBILITIES AND OBLIGATIONS OF THE SHAREHOLDERS

Shareholders have the following obligations:

1. Comply with the Company's Charter, Regulation on Corporate Governance, and other internal management regulations of the Company; comply with the decisions of the General Meeting of Shareholders, Board of Directors;
2. Attend the General Meeting of Shareholders and implement the voting right directly or through an authorized representative or in other forms stipulated by this Charter, Regulation on Corporate Governance, and the law. Shareholders may authorize a member of the Board of Directors to be an authorized representative to attend the General Meeting of Shareholders.
3. Fully and timely pay the cost for buying shares committed to buy;
4. During the operation term of the Company presented in the business registration certificate, the shareholders is not allowed to withdraw share capital in any form except their shares are acquired by the Company or another person;
5. Provide exact mailing address, email address and telephone number when their names are entered in the Registry of Shareholders, when registering for buying shares, and when there is request from the Company;
6. Protect the prestige, benefits, assets and keep the business secret about the activities of the Company, participate in the affairs of the Company as assigned;
7. Complete other obligations as stipulated by the current law;
8. Personally take responsibility in the name of the Company in any form to implement one of the following acts:
 - 8.1. Violate the law;
 - 8.2. Implement the business and other transactions for the personal benefit or for the benefits of the other individuals and organizations;

- 8.3. Pay the undue debts when the financial risks may happen to the Company.

ARTICLE 26: CHANGES OF THE RIGHTS

1. Conducting the Meeting of the Shareholders holding a type of preferred share to approve the change of the right mentioned above is only valid when at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the value of the face value of such type of shares issued. If the number of delegates is not enough, the meeting shall be re-held within thirty (30) days thereafter, and the holders of such type of shares (regardless of the number of people and number of shares) being present in person or through authorized representatives are considered to have sufficient number of required delegates. At the meetings of the shareholders holding preferred shares mentioned above, the share holders of such type are present in person or through a representative may request a secret vote. Each share of the same type has the equal voting right at the meetings mentioned above.
2. The procedures of conducting separate meetings mentioned in Clause 1 of this Article are carried out similarly to procedure of conducting General Meeting of Shareholders regulated in this Charter and Regulations on Corporate Governance.
3. The change or cancellation of the special rights attached to a type of preferred shares is valid when there is approval from the shareholders holding at least 65% of the common shares attending the meeting, and at the same time there is approval from the shareholders holding at least 65% of the voting right of the preferred shares at the meeting.
4. Unless otherwise stipulated by the terms on shares issuance, the special rights attached to types of shares with preferred rights to some or all issues related to the profits or assets division of the Company shall not be changed when the Company additionally issues the shares of the same type.

ARTICLE 27: RESPONSIBILITIES OF AUTHORIZED REPRESENTATIVE OF AN ORGANIZATIONAL SHAREHOLDER

1. In the name of the shareholder as organization, the authorized representative implements the rights and obligations of the shareholder at the General Meeting of Shareholders as stipulated by the Law on Enterprise, this Charter, and Regulations of Corporate Governance. Any restriction of the shareholder as organization to the authorized representative in the implementation of the rights and obligations of the corresponding shareholder at the General Meeting of Shareholders is not valid for the third parties.
2. An authorized representative of an organizational shareholder is responsible for attending all meetings of the General Meeting of Shareholders; implementing the

authorized rights and obligations in such an honest, diligent, and best way to protect the legal interests of the authorized shareholder.

3. The authorized representative is responsible to the third parties for arising liabilities related to the rights and obligations implemented through the authorized representative.

ARTICLE 28: REPRESENTATIVES WHO ARE AUTHORIZED TO ATTEND THE MEETING

1. Shareholder whose name in the list of shareholders has the right to attend the General Meeting of Shareholders, may personally attend the meeting or authorize the authorized representative to attend the meeting or through one of the forms stipulated in this Charter. If there is more than one authorized representative, it is necessary to specify the number of authorized shares for each representative.
2. The authorization to the authorized representative to attend the General Meeting of Shareholders must be made in writing in the form of the Company and it must be signed and complies with the following regulations:
 - 2.1 Have capacity for civil acts;
 - 2.2 If the individual shareholder is the authorizer, there must be signature of such shareholder and the authorized representative to attend the meeting.
 - 2.3 If the representative according to authorization of the shareholder as an organization is the authorizer, there must be signatures of the representative according to authorization, legal representative of the shareholder and the authorized representative to attend the meeting.
 - 2.4 In other case, there must be signature of the legal representative of the shareholder and the authorized representative to attend the meeting
3. The authorized representative attending the General Meeting of Shareholders must submit the Letter of authorization before entering the meeting room.
4. If a lawyer, on behalf of the authorizer, signs the representative appointment letter, the representative appointment in this case is only be considered to be valid if such representative appointment letter is presented together with the authorization letter to the lawyer or a legal copy of such authorization letter if it has not been registered at the Company.

5. Except the case stipulated in clause 6 of this Article, the vote of the authorized representative within the scope of authorization remains its validity in one of the following cases:
 - 5.1 The authorizer dies, is restricted the civil act capacity or deprived the civil act capacity;
 - 5.2 The authorizer cancels the authorization appointment;
 - 5.3 The authorizer cancels the authority of the authorized representative.
6. Clause 5 of this Article shall not be applied if the Company receives the notice on one of the above mentioned events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.

CHAPTER III

ORGANIZATION OF THE MANAGEMENT, ADMINISTRATION AND SUPERVISION OF THE COMPANY

ARTICLE 29: ORGANIZATIONAL STRUCTURE OF THE COMPANY MANAGEMENT, ADMINISTRATION, AND SUPERVISION.

The Company is organized, managed and it operated under the model including:

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

ARTICLE 30: GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders includes all shareholders with voting right, it is the highest deciding body of the Company, having the following rights and obligations:
 - 1.1 Approve the development orientation of the Company;
 - 1.2 Decide the type of shares and the total number of shares of each type to be offered; decide the annual dividend per share;
 - 1.3 Decide the amendment and supplement to the Company's Charter;
 - 1.4 Elect and dismiss the members of the Board of Directors, the Supervisory Committee;
 - 1.5 Decide the investment plan, investment project or sale of assets with value equal to or greater than 35% of the total value of assets presented in the latest financial statements of the Company;

- 1.6 Decide to acquire over 10% of the total sold shares of each type;
- 1.7 Approve the annual financial statements;
- 1.8 Consider and solve the violations of the Board of Directors, Supervisory Committee causing damage to the Company and the shareholders of the Company;
- 1.9 Make decision on reorganization and dissolution of the Company;
- 1.10 Other rights and obligations as stipulated by the Law on Enterprise and this Charter.
2. The Annual General Meeting of Shareholders is held once a year, convened by the Board of Directors within 04 months from the closing date of the fiscal year.
3. The Board of Directors selects the appropriate place for holding the General Meeting of Shareholders in the territory of Vietnam. If the General Meeting of Shareholders is held simultaneously at many places, the place for the General Meeting of Shareholders is identified as the place where the Chairman attends the meeting.
4. The Board of Directors must convene the extraordinary General Meeting of Shareholders in the following cases:
 - 4.1. The Board of Directors considers that it is necessary for the interests of the Company;
 - 4.2. The quarter, mid-year, and year-end audited financial reports reflects that one-half (1/2) of owner's equity has been lost since the beginning period
 - 4.3. The number Board of Directors member, independent members the Board of Directors is less than the number of members stipulated by law, or the number of Board of Director members decreases more than on-third (1/3) of the number of Board of Director members stipulated in this Charter, or the number of independent members of the Board of Directors reduced to lower percentage stipulated in this Charter;
 - 4.4. Shareholder or a group of shareholders owning from 5% of the total common shares of the Company for 06 consecutive months has right to convene the General Meeting of Shareholders in written form. The Request on convening the General Meeting of Shareholders must clearly state the reasons and purposes of the meeting, with all signatures of related shareholders or the written Request is made in several copies, in which each copy must be signed by at least one related shareholder.
 - 4.5. The Supervisory Board requests to convene a meeting;
 - 4.6. Other cases as stipulated by law, this Charter, and Regulation of Corporate Governance.
5. Authority for convening the Extraordinary General Meeting of Shareholders:
 - 5.1 The Board of Directors must convene the Extraordinary General Meeting of Shareholders within thirty days from the date the number of members of the Board

of Directors, the independent of the Board of Director, and Supervisory Board remains as stipulated in clause 4.3 of this Article or receives the Request as stipulated in clauses 4.4 and 4.5 of this Article. If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, the Chairman must be responsible to the law and must compensate for the arising damages to the Company.

- 5.2 If the Board of Directors does not convene the Extraordinary General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, within the next thirty days, the Supervisory Board must represent the Board of Directors to convene the General Meeting of Shareholders as stipulated. If the Supervisory Committee fails to convene the General Meeting of Shareholders as stipulated in Clause 5.2 of this Article, within the next thirty days, the requesting shareholder or a group of shareholders as stipulated in Clause 4.4 of this Article has the right to represent the Board of Directors, and the Supervisory Committee to convene the General Meeting of Shareholders as stipulated. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise the convening and conduction of the meeting if necessary.
- 5.3 All reasonable and legal costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs spent by the Shareholders when attending the General Meeting of Shareholders, including the accommodation costs.
6. The General Meeting of Shareholders shall be conducted if the number of attending shareholders represents at least 51% of the total votes.
 - 6.1. If the meeting is not eligible for being conducted for the first time as stipulated in this Article, the meeting of the second time shall be convened within 30 days from the intended date of the first time. The General Meeting of Shareholders convened for the second time shall be conducted if the number of shareholders representing at least 35% of the total votes.
 - 6.2. If the meeting of the second time is not eligible for being conducted as stipulated in this Article, the meeting of the third time shall be convened within 20 days from the intended date of the second time. In this case, the General Meeting of Shareholders shall be conducted regardless of the total votes of the attending shareholders.

ARTICLE 31: RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

1. The Annual General Meeting of Shareholders discusses and approves the proposals and resolutions the following matters:
 - 1.1 Short-term and long-term development plans of the Company;
 - 1.2 The annual business plan of the Company;

- 1.3 Audited annual financial reports;
- 1.4 Report of the Board of Directors on the management and the operation, business results
- 1.5 Report of the Supervisory Board on the business results of the Company, on the operation results of the Board of Directors, General Director, and report of self-assessment of the operation results of the Supervisory Board;
- 1.6 Other issues under their authority.
2. The Annual General Meeting of Shareholders and extraordinary General Meeting of Shareholders have the rights to approves the proposals and resolutions the following matters:
 - 2.1. Supplement and amend the Company's Charter;
 - 2.2. Type of shares and the number of new shares shall be issued for each type of shares;
 - 2.3. The company buys or acquires over 10% of a type of issued shares;
 - 2.4. Sell shares separately to the strategic partners; sell shares to the existing shareholders or employees (ESOP);
 - 2.5. Sell bonds convertible to stocks to existing shareholders, strategic partners;
 - 2.6. Change the conditions for issuing shares / bonds to strategic partners;
 - 2.7. The selling price of shares is lower than the market price at the offering time or the value recorded in the books of shares at the latest time;
 - 2.8. The number of legal representatives of the Company;
 - 2.9. The number of members of the Board of Directors, the Supervisory Board;
 - 2.10. Appointing, dismissing, removing and replacing members of the Board of Directors, and the Supervisory Board;
 - 2.11. The operation budget of the Board of Directors and the Supervisory Committee, including the remuneration and other benefits of the members of the Board of Directors and the Supervisory Committee; bonus of the Board of Directors and executives;
 - 2.12. Examining and solving the violations of the Board of Directors or Supervisory Board causing damage to the company and the shareholders of the Company;
 - 2.13. Deciding percentage of fund appropriation from the after-tax profits of the Company.
 - 2.14. Deciding on dividends for each share of each class are in line with the Law on Enterprises and the rights attached to that class of shares

- 2.15. The decision on investing, selling or buying assets of the Company or its branches with the value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements of the Company or its branches;
- 2.16. The Company contracts with the parties as stipulated in Article 162 of the Law on Enterprise with the contract value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements of the Company.
- 2.17. The loans, guaranteed amounts, or credits to the members of the Board of Directors, General Director, executives and related parties to the members mentioned above, or the legal entity that those people receive the financial interests;
- 2.18. Selecting the independent auditing company;
- 2.19. Splitting, merging, acquainting, or converting company;
- 2.20. Re-structuring and dissolving (liquidating) the Company, and appointing liquidator;
- 2.21. Other issues as stipulated by this Charter and other internal management regulations of the Company;

ARTICLE 32: CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS

1. The General Meeting of Shareholders shall be convened in accordance with the provisions of the Law on Enterprises and in full compliance with the order and procedures for the convening of the General Meeting of Shareholders in the law.
2. People who convene the General Meeting of Shareholders must perform the following tasks:
 - 2.1. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. Information on the list of shareholders entitled to attend the General Meeting of Shareholders must be announced at least twenty (20) days before the final registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made not earlier than five (5) working days prior to the date of sending the notice of invitation to the General Meeting of Shareholders.
 - 2.2. Preparing the agenda, meeting content, and meeting documents in accordance with the law, this Charter, corporate governance regulations and internal management regulations of the Company.
 - 2.3. Drafting resolution of the General Meeting of Shareholders must be in accordance with the intended agenda of the meeting; the list and details of the candidates for case of electing members of the Board of Directors, and Supervisory Board;
 - 2.4. Indicating time and place where to conducting the Meeting;

- 2.5. Sending meeting invitation to all shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders;
- 2.6. Providing information and settlement of complaints relating to the list of shareholders entitled to attend the General Meeting of Shareholders;
- 2.7. Other activities that serve for conducting the Meeting;
3. Notice on attending the General Meeting of Shareholders shall be sent to all shareholders and at the same time it is announced on media of the stock Exchanges, on the electronic information page of the Company. This Notice must be sent at least fifteen (15) days in advance from the meeting day of the General Meeting of Shareholders, from the date the notice is sent or transferred legally, to be charged or put into the mailbox. The agenda of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be sent to the shareholders or posted on the electronic information page of the Company. If the documents are not sent together with the Notice on attending the General Meeting of Shareholders, the notice must specify the address of the electronic information page for the shareholders to access.
4. A shareholder or group of shareholders owning at least 5% of the total common shares of the Company for at least six consecutive months has the right to officially propose in writing the issues included in the agenda the General Meeting of Shareholders. The proposals must be in writing and must be sent to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must contain full name of the shareholder, the number and type of shares held by such person, and the contents proposed to be included in the agenda of the meeting.
5. Person who convene the General Meeting of Shareholders has the right reject the proposals related to clause 4 of this Article in the following cases:
 - 5.1. The proposal is sent with wrong time or it is not sufficient or the content is not true;
 - 5.2. At the time of proposal, shareholder or group of shareholders not holding at least 5% of the total number of common shares of the Company for at least six consecutive months;
 - 5.3. The proposed issue does not belong to the authority scope of the General Meeting of Shareholders for consideration and approval;
 - 5.4. Proposal is not suitable to the regulations of law;
6. Person who convene the General Meeting of Shareholders must accept and give recommendations as stipulated in clause 4 of this Article to the draft agenda of the meeting, except the case stipulated in Clause 5 of this Article. The recommendations are officially supplemented to the agenda of the General Meeting of Shareholders if the number of shareholders representing at least 65% of the total votes attending shareholders approve.

7. According to the request of the Chairman, the General Meeting of Shareholders has the right to change the agenda of the meeting enclosed together with the Notice as stipulated in clause 3 of this Article if the number of shareholders representing at least 65% of the total votes of attending shareholders approve.

ARTICLE 33: PROCEDURE FOR CONDUCTING MEETING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

1. Shareholders considers to attend and vote at the General Meeting of Shareholders in the following cases:
 - 1.1 Attend and vote directly at the meeting;
 - 1.2 Authorize another person to attend and vote at the meeting;
 - 1.3 Attend and vote via online meeting, electronic voting or other electronic form;
 - 1.4 Send the vote to the meeting via mail, fax, e-mail.
2. On the date of General Meeting of Shareholders, the Company must carry out registering the shareholders to attend the meeting and this registration shall last until all shareholders finish their registration. When carrying out the registration of attending shareholders, the Company shall issue to each shareholder or his authorized representative a voting card in which, there are registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder.
3. Any shareholder being late for the Meeting has the right to register immediately and then he has the right to vote the next contents at the Meeting. The Chairman is not responsible for stopping the Meeting to wait for the late shareholder to register and the validity of the conducted voting before such shareholder comes is not affected.
4. The Chairman of Board of Directors shall be the Chairman of the meeting convened by the Board of Directors; If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to be the Chairman of the meeting according to the majority principle; if not anyone is elected to be the Chairman, Head of the Supervisory Committee shall control for the General Meeting of Shareholders to elect the Chairman of the meeting and the one with the highest number of votes shall be the Chairman of the meeting. In other case, the person who signs to convene the General Meeting of Shareholders shall control for the General Meeting of Shareholders to elect the Chairman of the meeting and the one with the highest number of votes shall be the Chairman of the meeting.
5. The Chairman appoints one or some people to be secretary of the meeting. The General Meeting of Shareholders elects one or some people, as requested by the Chairman of the meeting, to the vote counting committee to be responsible for vote counting. The number of members of the vote counting committee shall not exceed three people.

6. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the time for each content of the meeting. Chairman is the person having right to make decision on the procedures, processes and events arising out of the agenda of the General Meeting of Shareholders.
7. The Chairman of the meeting or the secretary of the meeting can conduct activities that they consider to be necessary to control the General Meeting of Shareholders in such a valid and order way; or let the meeting to reflect the desire of the majority of attending shareholders.
8. The Chairman has the right to postpone the General Meeting of Shareholders with enough number of people registered to attend the meeting as stipulated to another time, with the maximum postpone time not exceeding three (03) days from the day the meeting planned to be held, or change the place for the meeting with the consent or request of the General Meeting of Shareholders or in the following cases:
 - 8.1. The meeting place does not have enough seats for all attending shareholders;
 - 8.2. The mass media at the meeting place does not ensure for the attending shareholders to discuss and vote;
 - 8.3. A participant obstructs, disturbs the public order, and there is hazard of making the meeting cannot be conducted in such a fair and legal way.
9. If the Chairman postpones or temporarily stops the General Meeting of Shareholders contrary to the regulations of clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attending shareholders to replace the Chairman conducting the meeting until the meeting closes and the validity of the votes at that meeting is not affected.
10. The Board of Directors may request the shareholders or the authorized representatives attending the General Meeting of Shareholders to be subject to the inspection or other legal and reasonable security measures. If any shareholder or authorized representative attending the General Meeting of Shareholders does not comply with the regulation on the inspection or security measures mentioned above or intentionally disrupt the order, prevent the normal process of meeting, after the careful consideration, the Board of Directors may refuse to attend the meeting or expel the shareholder or his representative mentioned above.
11. After the careful consideration, the Board of Directors may implement the measures considered to be suitable by the Board of Directors:
 - 11.1. Arrange enough seats at the meeting place of the General Meeting of Shareholders;
 - 11.2. Ensure the safety to everyone present at that place;

- 11.3. Create conditions for the shareholders to attend the meeting or continue to attend the meeting;
- 11.4. Change the measures stipulated in this clause and apply other measures if necessary. Other measures can be the issuance of entrance paper or other forms.
12. If the General Meeting of Shareholders applies the measures mentioned above, the Notice on holding the meeting does not need to detail the organization measure but when identifying the meeting place, the Board of Directors can:
 - 12.1. Notify that the meeting shall be conducted at the place stated in the Notice and the Chairman of the meeting shall be there, it is called the main place of the meeting;
 - 12.2. Arrange, organize for the shareholders or their authorized representatives who cannot attend the meeting according to this article or people want to attend at another place other than the main place of the meeting can attend the meeting;
13. In this Charter, unless otherwise stipulated, all shareholders shall be considered to attend the meeting at the main place of the meeting.
14. The General Meeting of Shareholders discusses and votes on each issue in the agenda. When conducting the voting at the meeting, the agree voting cards shall be collected first, the disagree voting cards shall be collected later, the non-opinion voting cards shall be collected at the last. The vote counting committee collects the number of agree votes, disagree votes and non-opinion votes. The total of these votes shall be declared by the Chairman right after the vote for that matter.

ARTICLE 34: APPROVAL OF THE GENERAL MEETING OF SHAREHOLDERS

1. Each attending shareholder has the number of votes equals to the number of shares with voting right that she/he owns and/or represents for other shareholder.
2. The decisions of the General Meeting of Shareholders are approved by public voting or secret ballot at the meeting. The decisions of the General Meeting of Shareholders are approved when there is at least 51% of the total votes of all attending shareholders approve, except the cases stipulated in Clauses 3, 4 and 5, of this Article.
3. The decisions of the General Meeting of Shareholders at the meeting related to the following issues are approved when the number of shareholders representing at least 65% of the total votes of all attending shareholders approve:
 - 3.1. Development orientation of the company;
 - 3.2. Amending, supplementing to the Charter;
 - 3.3. Change of industries, and business lines
 - 3.4. Change of the organization, management and operation model of the Company;

- 3.5. The increase / decrease of the charter capital of the Company;
 - 3.6. Type of shares and the total number of shares of each type to be offered;
 - 3.7. Acquisition of over 10% of the total sold shares of each type;
 - 3.8. Separate sale of shares to strategic partners;
 - 3.9. Change of the conditions for shares or bonds issuance to strategic partners;
 - 3.10. The project of investing or buying, selling assets with the value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements of the Company.;
 - 3.11. Reorganization or dissolution of the Company.
4. Voting members of the Board of Directors and Supervisors must be done by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of voted members to the Board of Directors or Supervisory Board. Shareholders are can allocate all or part of their total number of votes to one or more candidates. The elected members of the Board of Directors or Supervisory Board are determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until the number of members on the Boards comes up the number prescribed in this Charter. In cases where two or more candidates reach the same number of votes for the last member of the Board of Directors or Supervisory Board, they shall re-elect candidates with the equal number of votes or optionally elect according to the election rules
 5. The decisions of the General Meeting of Shareholders approved by 100% of the shares with voting rights are legal and effective even when the process and procedure for approval of such decision do not comply with the regulations.

ARTICLE 35: MINUTES OF GENERAL MEETING OF SHAREHOLDERS

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in another electronic form. The minutes must be made in Vietnamese. Additional minute may be made in English but it must have the following principal contents:
 - 1.1. Name and address of the head office, company's tax code;
 - 1.2. Time and place of the General Meeting of Shareholders;
 - 1.3. The agenda and content of the meeting;
 - 1.4. Full name of the Chairman and secretary;

- 1.5. The number of shareholders and the total number of votes of the attending shareholders, appendix of registration list of shareholders, shareholders' representatives with the number of shares and corresponding votes;
- 1.6. Summary of the meeting and the opinions at the General Meeting of Shareholders on each issue in the meeting agenda;
- 1.7. The total number of votes for each voted issue, which clearly states the voting method, total number of valid, invalid, agree, disagree and non-opinion votes; the ratio of the total number of voting shares of all shareholders attending the meeting;
- 1.8. The issues approved and the rate of corresponding approval votes;
- 1.9. The signatures of the Chairman and the secretary.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes. Minutes in Vietnamese and English have the same legal effect. In case of differences in the contents of the minutes in Vietnamese and English, the contents in the Vietnamese version of the minutes shall take effect.
3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours or sent to all shareholders within fifteen (15) days from the date of closing date of General Meeting of Shareholders.
4. Minutes of the General Meeting of Shareholders are considered as evidence of the work done at the General Meeting of Shareholders unless there are objections to the contents of the minutes made in accordance with the procedures prescribed in ten (10) days from the date of submitting the minutes.
5. The minutes of the general meeting of shareholders, the appendix of the list of shareholders attending the meeting with the signature of shareholders, the document of attending the meeting and related documents must be kept at the head office of the Company.

ARTICLE 36: PROCEDURE FOR COLLECTING SHAREHOLDERS' OPINION IN WRITTEN FORM IN THE GENERAL MEETING OF SHAREHOLDERS

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders at any time necessary for the interests of the Company, including issues stipulated in Clause 2, Article 143 of the Law on Enterprise; Clause 2, Article 31 of this Charter.
2. The Board of Directors must prepare written opinion form, the draft decision of the General Meeting of Shareholders and documents explaining the draft decision. The opinion form, draft decision and explaining documents must be sent by a registered

mail to the registered address of each shareholder. The Board of Directors must ensure to send, publish the documents to the shareholders in a reasonable time to consider for voting and it must be sent at least fifteen (15) days before the deadline for receiving the opinion form.

3. The preparation of the list of shareholders for sending the opinion form complies with the regulations in clauses 1 and 2, Article 137 of the Law on Enterprise. The requirements and way for sending the opinion form and enclosed documents comply with the regulation in Article 139 of the Law on Enterprise.
4. The opinion form must contain the following main contents:
 - 4.1 Name and address of the head office, number and date of issuance of the business registration certificate, business registration address of the Company;
 - 4.2 The purpose of opinion collection;
 - 4.3 Full name, permanent residence, nationality, identity card number, passport or legal personal identity of the individual shareholder; name, permanent residence and nationality of the authorized representative of the shareholder as organization, the establishment decision no. or company's tax code of the shareholder who is an organization; the number of shares of each type and the number of shares have the right to vote/
 - 4.4 The issues need to be collected opinions for approval of the decision;
 - 4.5 The voting method consists of agree, disagree, non-opinion;
 - 4.6 Deadline for sending the answered opinion form to the company;
 - 4.7 Full name and signatures of the Chairperson of the Board of Directors and the legal representative of the Company.
5. The answered opinion form must be signed by the individual shareholder, the authorized representative or legal representative of the shareholder as organization. The opinion form sent to the Company must be placed in a sealed envelope and no one has the right to open before the vote counting. The opinion form sent to the company after the deadline stipulated in the content of the opinion form or it is opened shall be invalid.
6. The Board of Directors counts votes and prepares the vote counting minutes with the witness of the Supervisory Committee or of the shareholders not holding the managerial positions in the company. The vote counting minutes must have the following major contents:
 - 6.1 Name and address of the head office, number and date of issuance of the business registration certificate, place of business registration;
 - 6.2 The purpose and the issues that need to be consulted for approval of the decision;

- 6.3 Number of shareholders with total number of voting shares who have participated in the voting, in which the number of shares with valid voting share and the number of invalid voting shares, attached with appendix list of shareholders participated in the vote;
- 6.4 Total number of agree, disagree and non-opinion votes to each issue;
- 6.5 The approved decisions;
- 6.6 Full name and signature of the Chairman of the Board of Directors, the legal representative of the company and the vote counting supervisor.
7. The members of the Board of Directors and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for the damages arising from the approved decisions due to the dishonesty and inaccuracy to the vote counting.
8. The vote counting minutes must be sent to shareholders within fifteen (15) days from the end of the counting. The sending of the vote counting record to shareholders may be replaced by the announcement on the website of the Company within twenty four (24) hours.
9. The answered opinion form, vote counting minutes, the approved resolution and related documents sent together with the opinion form must be kept at the head office of the Company.
10. If the resolution of the General Meeting of Shareholders is approved in the form of opinion collection in writing, then it shall be approved if the number of shareholders representing at least 51% of the total number of voting shares approve.
11. The decision approved in the form of shareholders' opinion collection in writing is valid as decision approved at the General Meeting of Shareholders.

ARTICLE 37: REQUEST ON THE CANCELLATION OF THE GENERAL MEETING OF SHAREHOLDERS' DECISION

1. Within 90 days from the receipt date of the minutes of the General Meeting Shareholders or minutes of the voting result of the General Meeting of Shareholders, Board of Director member, controller, General Director, a shareholder or group of shareholders as stipulated in clause 9, Article 23 of this Charter has the right to request the court or arbitrator to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - 1.1. The order and procedure for convening the meeting and the decision making of the General Meeting of Shareholders do not comply with the regulations of the Law on Enterprise, this Charter, and Regulations of Corporate Governance;
 - 1.2. The content of the resolution violates the law or this Charter.

2. The resolutions of the General Meeting of Shareholders are valid from the approval date or from the validity time stipulated in such resolutions. If a shareholder or group of shareholders requests a Court or arbitrator to cancel the resolutions of the General Meeting of Shareholders as stipulated in clause 1 of this Article, such resolutions are still valid for implementation until the Court or arbitrator has other decision, except the case of applying the temporary emergency measures according to the decision of the competent authority.
3. If the decision of the General Meeting of Shareholders is canceled under a decision of the Court or the arbitrator, the person who convenes the meeting of the General Meeting of Shareholders shall be considered to reorganize the General Meeting of Shareholders within fifteen (15) days following the order and procedures stipulated in the Law on Enterprises, this Charter, and the Regulations on Corporate Governance

ARTICLE 38: BOARD OF DIRECTORS

1. The Board of Directors is the management body of the Company, it has full right to be in the name of the Company to make decision, implement the rights and obligations of the Company that are not under the authority of the General Meeting of Shareholders.
2. The Board of Directors has 09 members; in which at least 06 members must permanently reside in Vietnam and there is at least one-third (1/3) of total members of the Board of Directors are independent members.
3. The term of the Board of Directors' members is 05 years and they can be re-elected with the unlimited number of terms. The criteria for the members of the Board of Directors, the nomination, self-nomination and election, the appointment, dismissal and removal, the supplement and replacement of members of the Board of Directors, shall be implemented in accordance with the provisions of this Charter and Regulations on Corporate Governance

ARTICLE 39: RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

1. The business activities and the works of the Company shall be subject to the management or direction of the Board of Directors. Board of Directors is a body with full rights to implement all the rights in the name of the Company, except the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the General Directors and other executives.
3. The rights and obligations of the Board of Directors are stipulated by law, this Charter, Regulations on Corporate Governance, and decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- 3.1. Deciding on strategies, medium-term development plans and annual business plans and budgets of the Company
- 3.2. Organizing and implementing the investment plans, development strategies of the Company;
- 3.3. Making decision on the business development and production plans and the annual budget;
- 3.4. Submitting the annual settlement report to the General Meeting of Shareholders;
- 3.5. Approving the agenda, the content of documents for the General Meeting of shareholders, convene the General Meeting of Shareholders or implement the procedures of opinion collection for being approved at the General Meeting of shareholders;
- 3.6. Identifying the operation objectives on the basis of the strategic objectives approved by the General Meeting of shareholders;
- 3.7. Appointing, dismissing, removing, determining the salary and other benefits for the General Director, Operating manager, managers of departments, Chief Accountant, and other executives under admission of the Board of Directors.
- 3.8. Make decision on the organization structure of the Company and the internal management regulations of the Company
- 3.9. Solving the complaints of the Company to the executives as well as decision on selecting the representative of the Company to solve the issues related to the legal procedures against such executives
- 3.10. Proposing the types of stock to be issued and the total number of shares issued by each type;
- 3.11. Proposing the issuance of bonds, convertible bonds into stocks and other warrants helping the holders buy stocks at a predetermined price;
- 3.12. Making decision on the offering price of bonds, stocks and convertible securities in case it is authorized by the General Meeting of Shareholders;
- 3.13. Appointing, dismissing the General Director or the executives or the representative of the Company if the Board of Directors thinks that it is for the supreme interest of the Company. The above mentioned dismissal is not contrary to the contractual rights of the dismissed person (if any);
- 3.14. Proposing the annual dividend rate and determine the temporary dividend rate; organize the dividend payment;
- 3.15. Proposing the restructuring or dissolution of the Company.

4. The following issues must be approved by the Board of Directors:
 - 4.1. Establishing the branches or representative offices of the Company;
 - 4.2. Establishing the subsidiaries, associated companies of the Company;
 - 4.3. Within the scope as stipulated in Clause 2, Article 149 of the Law on Enterprise and except the case stipulated in Clause 2, Article 135 and Clause 3, Article 162 of the Law on Enterprise, it must be approved by the General Meeting of Shareholders, the Board of Directors, from time to time, decides the implementation, amendment and cancellation of the Company's big contracts, including contracts about the purchase, sale, merger, and acquisition of the Company and the joint venture;
 - 4.4. Assigning and dismiss the people assigned by the Company as commercial representative and lawyers of the Company;
 - 4.5. Borrowing and implementation of the mortgages, guarantees and compensation of the Company;
 - 4.6. The investments not in the business plan and budget exceeding 5% of the annual business plan and budget value or the investments in the business plan exceeding 10% of the annual business plan and budget value;
 - 4.7. The purchase or sale of shares of the Companies established in Vietnam or abroad;
 - 4.8. The evaluation of the assets contributed to the Company that is not cash related to the stocks or bonds issuance of the Company, including gold, land use right, intellectual property right, technology and technological know-how;
 - 4.9. The company purchases or withdraws not more than 10% of each type of shares;
 - 4.10. The business issues or transactions that the Board of Directors decides to have the approval within their rights and obligations;
 - 4.11. The decision on the buying price or withdrawal of shares of the Company.
5. The Board of Directors must report to the General Meeting of Shareholders on their activities, particularly the supervision of the Board of Directors to the General Directors and other managers in the fiscal year. If the Board of Directors fails to submit the annual financial statements to the General Meeting of Shareholders, the annual financial statements of the Company shall be considered to be invalid.
6. Unless otherwise stipulated by the law and the Charter, the Board of Directors may authorize executives to act as representative to settle the works on behalf of the Company.
7. The Board of Directors approves the resolution by voting at the meeting or opinion collection in writing. Each member of the Board of Directors has one vote. The resolution of the Board of Directors according to the majority of votes at the meeting or the opinion collection in writing. If the votes of the different opinions are equal, the

decision shall be approved according to the opinion of any party with opinion of the Chairman of the Board of Directors.

ARTICLE 40: BOARD OF DIRECTOR MEMBERS

1. Member of Board of Director may not be the shareholder of the Company and has the following criteria:
 - 1.1. Having full civil act capacity and not being subjects who is not allowed to manage the enterprise under the provisions of the Enterprise Law
 - 1.2. Having professional qualifications and experience in business management of the company, having knowledge of law
 - 1.3. Related parties are not currently responsible or authorized to hold the position of Controller, Chief Accountant of the Company;
 - 1.4. Not being concurrently serving as a member of the Board of Directors, General Director, Supervisor, or executive of the enterprise to other enterprises operating in the jewelry production and trading;
 - 1.5. Not owning more than 10% of charter capital of other enterprises operating in jewelry production and trading; except for cases approved by the General Meeting of Shareholders;
 - 1.6. Related parties do not jointly own or own more than 35% of the charter capital of other enterprises operating in the jewelry manufacturing and trading sector. except for cases approved by the General Meeting of Shareholders;
 - 1.7. Not being a member of the Board of Directors at the same time in five (5) other companies.
2. If the candidate has been identified, information relating to candidates of the Board of Directors is included in the General Meeting of Shareholders documents and announced at least ten (10) days before the opening of the General Meeting of Shareholders on the website of the Company, so that shareholders can find out information about these candidates before voting. The board member must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform honestly if elected member of the Board of Directors. Information relating to candidates for the Board of Directors shall be published including the following minimum contents:
 - a. Name, date of birth;
 - b. Academic qualifications;
 - c. Professional qualifications;
 - d. History of work;

- e. Name of the company that the candidate is holding the title of member of Board of Direction and other executive titles.
 - f. Evaluation report on the candidate's contribution to the Company, if the candidate is currently a member of the Board of Directors of the Company;
 - g. Related benefits to the Company (if any)
 - h. Name of shareholders or group of shareholders nominated that candidate (if any);
 - i. Other information (if any)
3. Shareholders have been holding common shares for at least six (6) consecutive months have the right to include the number of voting shares to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (1) candidate; Between 10% and under 20% shall be entitled to nominate up to two (2) candidates; Between 20% and under 40% may nominate up to three (3) candidates; Between 40% and less than 50% shall be entitled to nominate up to four (4) candidates; Between 50% and under 60% shall be entitled to nominate up to five (05) candidates; Between 60% and less than 70% shall be entitled to nominate up to six (6) candidates; Between 70% and 80% of candidates are nominated up to seven (7) candidates; and from 80% to less than 90% are allowed to nominate up to eight (8) candidates.
 4. If the number of candidates for the Board of Directors is nominated and candidates are still insufficient, Board of Directors may nominate more candidates or organize the nomination in a mechanism regulated by Company . The nomination mechanism or the manner in which the incumbent board of directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders prior to nomination.
 5. Members of the Board of Directors will no longer be members of the Board of Directors in the following cases:
 - 5.1. Being not eligible to be a member of the Board of Directors in accordance with the provisions of the Enterprise Law or prohibited by law from acting as a member of the Board of Directors;
 - 5.2. Providing false personal information to the Company as a candidate for the Board;
 - 5.3. No longer qualified under the provisions of Clause 3 of this Article;
 - 5.4. Sending a written resignation letter to the head office of the Company;
 - 5.5. Having mental disorders and other members of the Managing Board have professional evidences proving that such persons no longer have capacity to act;
 - 5.6. Absent attendance at meetings of the Board of Directors for six (6) consecutive months, and during this period the Board of Directors will not allow such member to be absent; except in cases of force majeure.

- 5.7. To be dismissed or dismissed according to the decision of the General Meeting of Shareholders;
- 5.8. Died
- 5.9. The company is terminated.
- 5.10. Other cases in accordance with the law, this Charter, and the regulation of corporate governance.
6. If there is a member of the Board of Directors is no longer a member of the Board in accordance with Clause 5 of this Article, in the nearest General Meeting of Shareholders, a new person shall be appointed by the General Meeting of Shareholders. Governance is absent. The term of office of the new member of the Board of Directors shall be counted from the date of appointment until the expiration of the term of office of members of the Board of Directors as stipulated in clause 3 of Article 38 of this Charter.
7. Members of the Board of Directors are entitled to remuneration for their work as members of the Board of Directors, and are entitled to receive bonuses depending on the annual business results of the Company. The total remuneration and bonus for the Board of Directors will be decided by the General Meeting of Shareholders.
8. The total amount paid to each member of the Board of Directors includes remuneration, expenses, commissions, share purchase rights and other benefits from the Company, its subsidiaries and associates and other companies in which the Board members are authorized representatives must be disclosed in detail in the Company's annual report.
9. Members of the Board of Directors are reimbursed to all travel, accommodation, meals and other expenses that they have to pay when carrying out their responsibilities as members of the Board of Directors, Including costs incurred in attendance at meetings of the Board of Directors, subcommittees of the Board of Directors, or General Meeting of Shareholders.
10. Non-executive directors, including the Chairperson or Vice Chairperson of the Board of Directors, or members of the Board of Directors who work at subcommittees of the Board, work on the other matters that in the view of the Board of Directors is outside the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a package payment, , commission, percentage of profits, or other forms as decided by the Board.

ARTICLE 41: CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS

1. The Board of Directors shall elect the Chairperson and Vice Chairperson of the Board of Directors among the members of the Board of Directors. The Chairperson of the

Board of Directors shall not hold the position of General Director of the Company at the same time.

2. The Chairperson of the Board of Directors has the following rights and tasks:
 - 2.1. Organize to assign tasks to members of the Board of Directors to implement the duties and rights of the Board of Directors;
 - 2.2. Prepare the agenda, operation plan of the Board of Directors;
 - 2.3. Prepare the agenda, content, documents for the meeting; convene and chair the meeting of the Board of Directors;
 - 2.4. Organize to approve the resolution of the Board of Directors in other forms;
 - 2.5. Supervise the organization and implementation of the resolutions of the Board of Directors;
 - 2.6. Sign the documents under the authority of the Board of Directors;
 - 2.7. Chair the meeting of the Board of Directors;
 - 2.8. Ensure that the Board of Directors shall send the annual financial statements, operation report of the Company, auditor's report and inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders;
 - 2.9. Is authorized and responsible for their authorization.
3. Vice Chairperson of the Board of Directors has the same rights and obligations as the Chairperson of the Board of Directors for case of being authorized by the Chairperson when the Chairperson is absent or must be absent because of force majeure or he is unable to implement his tasks. If the Chairperson and Vice Chairperson of the Board of Directors are temporarily unable to implement their tasks because of any reason, the Board of Directors may appoint another person among them to implement the tasks of the Chairperson according to the principle of majority.
4. If the Chairperson and Vice Chairperson of the Board of Directors resign or are dismissed, the Board of Directors must elect another person for replacement within 10 days.

ARTICLE 42: ASSIGNMENT OF TASKS TO THE MEMBERS OF THE BOARD OF DIRECTORS

1. The tasks and rights of the Chairman and Vice Chairman of the Board of Directors are stipulated in Article 41 of this Charter.
2. The members of the Board of Directors directly implement the tasks assigned by the Chairman, not authorize to another person. The specific tasks and rights of the member of the Board of Directors are as follows:

- 2.1. Research to evaluate the situation, operation results and contribute to the establishment and the development direction of the production and business activities of the Company in each period.
- 2.2. To fully attend the meetings of the Board of Directors, to have clear opinions on the issues to be discussed and to vote on the contents of the meeting, to take personal responsibility before law, before the General Meeting of Shareholders, and the Board of Directors for his/her behavior.
- 2.3. Report promptly and adequately to the Board of Directors on the remuneration received by members from their subsidiaries, associates and other organizations in which they are the representatives of the company's contributed capital.
- 2.4. Report to the State Securities Commission, the Stock Exchange, and disclose information when trading shares of the Company in accordance with the law.
- 2.5. To exercise their rights and duties in an honest and prudent manner for the best interests of shareholders and the Company;
- 2.6. Implement the Company's Charter, Regulations on Corporate Governance, resolutions of the General Meeting of Shareholders, and resolutions of the Board of Directors related to each members according to the assignment of the Chairperson of the Board of Directors.

ARTICLE 43: THE SUB-COMMITTEES OF THE BOARD OF DIRECTORS

1. The Board of Directors has the right to establish its sub-committees to support the Board of Directors. The establishment of the sub-committees must be approved by the General Meeting of Shareholders.
2. The number of members of the Sub-Committee shall be decided by the Board of Directors, but there must be at least three (3) members including members of the Board of Directors and the outside members. Independent members of the Board of Directors, non-executive directors occupy a majority in the sub-committee and one of them is appointed head of the sub-committee by decision of the Board of Directors.
3. Organization structure, tasks and rights of the sub-committees are stipulated by the Board of Directors. The activities of the sub-committees shall comply to the regulations of the Board of Directors. Resolutions of the Sub-Committee shall only be effective when a majority of the members attending and voting at the meeting are members of the Board of Directors.
4. The implementation of the decision of the Sub-Committee directly under the Board of Directors must be in accordance with the current provisions of law and the provisions of the Charter of the Company.

5. The Board of Directors may authorize its sub-committees to make decision on issues under the tasks and rights of the Board of Directors as stipulated in Charter, Regulations on Corporate Governance, and other internal management regulations of the Company.

ARTICLE 44: MEETINGS OF THE BOARD OF DIRECTORS

1. When the Board of Directors has additional members, the first meeting of the Board of Directors to issue decisions within its scopes shall be conducted within seven (7) days from the completion date of the election. . This meeting shall be convened by the current chairperson or the vice chairperson of the Board of Directors. If the term of chairperson and vice chairperson are expired at the same time, the members of the Board of Directors shall elect one of them on the basis of majority principle to convene a meeting of the Board of Directors.
2. The Board of Directors must hold at least once meeting a quarter in compliance with procedure that regulated in the Company's Charter and Regulation on Corporate Governance.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors when one of the following people sends written request stating the purpose of the meeting and the issues to be discussed:
 - 3.1. General Director or at least five executives;
 - 3.2. At least two members of the Board of Directors;
 - 3.3. Supervisory Board or independent members of the Board of Directors;
4. The Board of Directors' meetings referred to in clause 3 of this Article must be conducted within 07 working days after there is request for the meeting. If the Chairman of the Board of Directors does not accept the request to convene the meeting, the Chairman of the Board of Directors shall be responsible for the damages to the Company; the people request to convene the meeting referred to in clause 3 of this Article may convene a meeting of the Board of Directors.
5. If there is request from the independent auditors, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss about auditor's report and operation situation of the Company.
6. The Notice on the Board of Directors' meeting must be sent to the members of the Board of Directors at least 05 days in advance. The Notice on the Board of Directors' meeting must fully consist of the agenda, time and place of the meeting, together with the necessary documents on issues to be discussed and voted at the meeting. The meeting Notice shall be sent via post, fax, electronic mail or other means, but it must ensure to be sent to the address of each member of the Board of Directors registered at the Company.

7. The Board of Directors' meetings shall be conducted and approved the decisions when at least three quarters (3/4) of the members of the Board of Directors are present in person or through their authorized representatives. If the number of members attending the meeting is not enough as stipulated, the meeting must be reconvened within 07 days from the planned date of the first time. The reconvened meeting shall be conducted if a half (1/2) of the total number of the Board of Directors' members attends the meeting.
8. The Supervisory Board members, General Director, other executives, and the experts of a third party can attend the Board of Directors' meeting according to the invitation letter of the Board of Directors but they have no voting right unless they themselves have the right to vote as members of the Board of Directors.
9. Voting at the Board of Directors' meeting:
 - 9.1 Except the regulations in Clause 9.2 of this Article, each member of the Board of Directors or the directly authorized person being present as individual at the meeting of the Board of Directors shall have one vote;
 - 9.2 The members of the Board of Directors are not allowed to vote on the contracts, the transactions or proposal which such member or his related person receives interests and such interests conflict or may conflict with the interests of the Company. One member of the Board of Directors shall not be included in the necessary minimum number of delegates being present to hold a meeting of the Board of Directors about the decisions that such member does not have the voting right;
 - 9.3 As stipulated in Clause 9.4 of this Article, when there are any arising issues in a meeting of the Board of Directors related to the benefits of the member of the Board of Directors or related to the voting right of a member that such issues cannot be solved by the voluntariness of giving up the voting right of such member of the Board of Directors, such arising issues shall be submitted to the Chairman of the meeting and the Chairman's judgment related to all other members of the Board of Directors shall be final, except the nature or the scope of interests of the related member of the Board of Directors is not announced suitably;
 - 9.4 The Board of Directors' members receiving benefits from a contract as stipulated in clauses 9, Article 60 of this Charter shall be considered to have significant benefits in such contract;
 - 9.5 Members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or intends to sign with the Company and know that it has interests in it, the nature and the content of the benefit shall be publicized in the meeting of Board of Directors. For the first time, the contract or transaction shall be considered by the Board of Director. Or the member may disclose information on the interests and benefits at the first meeting of the Board of Directors held after the member knows that he/she will have interests or will benefit in the transaction or relevant contract.

- 9.6 The Board of Directors approves the resolutions and issues decisions by following the approval of the majority of members of Board of Directors present. If the agree and disagree votes are equal, the vote of the Chairperson of the Board of Directors shall make the final decision;
- 9.7 The absent member of the Board of Directors may vote on the decisions of the Board of Directors by written ballot. This vote must be sent to the Chairman of the Board of Directors or the Secretary of the Board of Directors. The vote shall be opened with the witness of all participants.
10. The meeting of the Board of Directors may be held in the agenda form among the members of the Board of Directors when all or some members are being at different locations provided that each participant can:
 - 10.1 Listen to the opinions of each member of the Board of Directors at the meeting;
 - 10.2 If desired, such person can speak to all other attending members simultaneously.
11. The exchange between the Board of Director members can carried out directly via telephone or other means of communication information, including the use of this mean at the time approving the Charter or later, or the combination of all of these methods. According to this Charter, the attending members of the Board of Directors in such way are considered to be present at such meeting. The place of the meeting to be held under this regulation is a place where the largest group of members of the Board of Directors is present, or if there is no such group, the place shall be the one where the Chairman of the meeting is present.
12. The decisions approved at a meeting via telephone to be held and conducted properly shall be valid right after ending the meeting but it must be confirmed by the signatures in the minutes of all attending members of the Board of Directors.
13. The resolution in the form of a written opinion collection shall be approved on the basis of the approval of the majority of the members of the Board of Directors with voting right. This resolution is effective and valid as the resolution approved by the members of the Board of Directors at the meeting to be convened and held as usual.
14. The Chairman of the Board of Directors is responsible for sending the meeting minutes of the Board of Directors to the members and such minutes shall be considered as evidence of the work that has been carried out in such meeting unless there is objection to the content of the minutes within ten days since the sending date. The meeting minutes of the Board of Directors must be signed by all attending members of the Board of Directors or the minutes shall be made in several copies and each copy is signed by at least one (01) attending member of the Board of Directors.
15. If a member of the Board of Directors directly or indirectly receives the benefit from a contract or transaction has been signed or expected to be signed with the Company and know that he can receive benefit from it, he must disclose the nature and content of

such benefit in the meeting that Board of Directors considers the signing of such contract or transaction for the first time. Or this member can openly disclose it at the first meeting of the Board of Directors to be held after this member knows that he receives benefit or shall receive benefit in the related contract or transaction.

ARTICLE 45: SUPPLEMENTING AND REPLACING MEMBERS OF THE BOARD OF DIRECTORS

1. If the number of members of the Board of Directors, or independent members of the Board of Directors is reduced lower than the number stipulated in Sentence 4.3, Clause 4, Article 30 of this Charter, the Board of Directors must convene extraordinary General Meeting of Shareholders before the deadline stipulated in the Sentence 5.1, Clause 5, Article 30 of this Charter to elect additional members of the Board of Management.
2. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect the new members to replace the dismissed , removed members of the Board of Directors.

ARTICLE 46: THE RIGHT TO BE PROVIDED INFORMATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

1. Members of the Board of Directors have the right request the General Director and executives of the Company to provide information and documents about the financial situation, business activities of the Company and of the units in the Company.
2. Executives, who receive the request must provide timely, completely and accurately the information, and documents according to the request of the members of the Board of Directors.
3. The members of the Board of Directors are responsible for keeping the provided information in confidentiality.
- 4.

ARTICLE 47: SUPERVISORY BOARD

1. The Supervisory Committee consists of 03 members elected by the General Meeting of Shareholders by cumulative voting method, in which 02 members must permanently reside in Vietnam.
2. The term of the Supervisory Board member is 05 years, and may be re-elected with unlimited number of terms. If the Supervisory Board members have the same time for ending of term, the new ones have not been elected, these Supervisory Committee's members continue implementing their rights and obligations until the time the new members are elected and they all receive missions.
3. Standards of Supervisory Board members, nominating and self-nominating, appointing, dismissing, removing, supplementing, and replacing member of Supervisory Board is

complied with the regulations stipulated in this Charter and Regulations on Corporate Governance.

ARTICLE 48: RIGHTS AND OBLIGATIONS OF THE SUPERVISORY BOARD

1. The Supervisory Committee has the following rights and obligations:
 - 1.1 Proposing and recommending General Meeting of Shareholders the independent auditing company to audit the financial reports of the company, auditing fees and all issues related to independent auditing issues.
 - 1.2 Discussing with the independent auditor on the nature and the audit scope before starting the audit;
 - 1.3 Discussing about problems and shortcomings detected from the mid-year or final audit results, as well as all problems that independent auditor would like to discuss;
 - 1.4 Considering the management letter of the independent auditor and the feedback of the Board of Directors and the General Director;
 - 1.5 Reviewing, inspecting and evaluating the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the company;
 - 1.6 Considering the results of the internal investigation and the feedback of the Board of Directors and General Director;
 - 1.7 Supervising the Board of Directors, General Director in the management and operation of the Company; take responsibility to the General Meeting of Shareholders for the implementation of assigned tasks;
 - 1.8 Checking the reasonableness, legality, truthfulness and the prudent level of the management and operation of the business activities in the organization of accounting and statistic work and the preparation of financial statements;
 - 1.9 Considering the accounting books and other documents of the Company, the management and operation work of the Company whenever necessary or as requested by the General Meeting of Shareholders, shareholder or a group of shareholders stipulated in clause 9, Article 26 of this Charter. The inspection of the Supervisory Committee must not prevent the normal operation of the Board of Directors, not interrupt the operation of the business activities of the Company;
 - 1.10 Checking the annual, mid-year and quarterly financial statements of the Company;
 - 1.11 Checking and submitting the evaluation report of the financial statements, annual report on the business situation of the Company at the Annual General Meeting of Shareholders. Report to the General Meeting of Shareholders on the extraordinary financial events, the strengths and weaknesses in the financial management of the

Board of Directors, General Director according to their own independent opinion, take responsibility for their evaluations and conclusions;

- 1.12 Proposing the measures to supplement, amend, improve the structure of organization, management and administration of the production and business activities of the Company;
- 1.13 Performing the function of supervising the observance of law, the Company's charter and the corporate governance regulation on activities of the Board of Director, and the General director in the course of performing the tasks. If law-breaking acts or breaches of the company's Charter by members of the Board of Director, General Directors and other enterprise executives are detected, a written notification must be sent to the Board of Director within four eighty (48) hours, request the violator to stop the violation and take measures to overcome the consequences;
- 1.14 Having the right to ask the Board of Directors, General Director to provide data, documents and explanations related to production and business activities of the Company;
- 1.15 Having the right to attend and participate in the discussions at the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Company.
- 1.16 Having the right to request the Board of Directors to hold extraordinary meeting or request the Board of Directors to convene the Extraordinary General Meeting of Shareholders to have solutions to stop the loss and overcome the consequence in case of detecting any act causing loss to the production and business results of the Company;
- 1.17 Having the right to use independent consultants, internal audit department of the Company to implement the assigned tasks;
- 1.18 Regularly notifying the Board of Directors on the operation results, may consult the opinions of the Board of Directors before submitting the reports, conclusions and recommendations to the General Meeting of Shareholders;
- 1.19 Not to disclose the confidential information of the Company;
- 1.20 Reporting at the General Meeting of Shareholders in accordance with the Law on Enterprises, Securities Law;
- 1.21 Implementing other rights and tasks as stipulated in the Law on Enterprise, this Charter, corporate governance regulation, and resolutions of the General Meeting of Shareholders.

2. Head of the Supervisory Board has the following rights and obligations:

- 2.1. Assign tasks to its members; prepare the plan, operation plan of the Supervisory Committee and take responsibility to the General Meeting of Shareholders for the operation performance of the Supervisory Committee;
 - 2.2. Prepare the agenda, content, documents for the meetings, convene and chair the meeting of the Supervisory Committee;
 - 2.3. Receive and organize to handle the documents, reports sent by the Board of Directors, members of the Board of Directors, Management Board and shareholders to the Supervisory Committee;
 - 2.4. On behalf of the Supervisory Committee to sign all documents, reports of the Supervisory Committee submitted to the General Meeting Shareholders or sent to the Board of Directors, member of the Board of Directors, Supervisory Committee;
 - 2.5. Supervise the organization and implementation of the resolutions of the General Meeting of Shareholders and of the Board of Directors;
 - 2.6. Other rights and obligations as stipulated by this Charter, Regulation on Corporate Governance, and Regulation on Organization and Operation of the Supervisory Board issued by the Supervisory Board.
3. Supervisory Board must conduct at least two (2) meetings a year, and the minimum number of Supervisory Board member attend to the meeting is two (2). Supervisory Board issues the regulations on a meeting, and the form of operating of the Supervisory Board.

ARTICLE 49: THE MEMBER OF SUPERVISORY BOARD

1. Supervisory Board member is not necessary to be a shareholder or an employee; but he/she must be a auditor or accountant with following standards and conditions:
 - 1.1. Having full capacity for civil acts; not being prohibited from establishing and managing company by the Law on Enterprise;
 - 1.2. Not to be a spouse, father, adoptive father, mother, adoptive mother, children, adopted children, brother, sister of the members of the Board of Directors, General Director, and other executives;
 - 1.3. Not to hold the management title of the Company;
 - 1.4. Not to work in accounting, finance department of the Company
 - 1.5. Concurrently not to be a member of the Board of Directors, General Director, Supervisory Board member, enterprise executive of another company specialized in producing and trading jewelry;
 - 1.6. Not to own more than 10% of the charter capital of another company specialized in producing and trading jewelry; unless otherwise approved by the General Meeting of Shareholders;
 - 1.7. The related parties not jointly owning or separately owning the contributed capital or share of over 35% of the charter capital of another company specialized in

- producing and trading jewelry; unless otherwise approved by the General Meeting of Shareholders;
- 1.8. Not being a member or employee of an independent auditing company that audited the company's financial statements for three (3) consecutive years.
 2. If the number of candidates to the Supervisory Committee through the candidacy and nomination is not enough, the incumbent Supervisory Committee may nominate more candidates or organize the nomination according to a mechanism stipulated by the Company in the Company Management Internal Regulation. The mechanism of the incumbent Supervisory Committee about the nomination of candidates to the Supervisory Committee must be clearly announced and approved by the General Meeting of Shareholders prior to the nomination.
 3. The members of the Supervisory Committee shall lose the status of the member of the Supervisory Board in the following cases:
 - 3.1. No longer meeting the criteria and conditions for being a Supervisory member stipulated in Law on Enterprise;
 - 3.2. No longer meeting the criteria and conditions for being a Supervisory member stipulated in Clause 3 of this Article;
 - 3.3. Failure to exercise their rights and obligations in six (6) consecutive months, and the Supervisory Board does not allow its that member to be absent at that time; except in cases of force majeure.
 - 3.4. Sending letter of resignation to the head office of the Company and getting approval;
 4. The Supervisory Board member shall be remove from the office in the following cases:
 - 4.1. Not completing the assigned tasks;
 - 4.2. Seriously or repeatedly violating the obligations of a Supervisory Board member regulated in the Enterprise Law, this Charter, and the Regulation on corporate governance
 - 4.3. Supervisory Board member is removed as a decision of the General Meeting of Shareholders.
 - 4.4. Other cases regulated by Law, this Charter, and the Regulation on Corporate Governance
 5. Head of the Supervisory Committee is elected by its members according to the majority principle, he must be the professional Accountant or Auditor and must work full time at the company.
 6. The total remuneration and benefits for the Supervisory Board members shall be decided by the General Meeting of Shareholders. The Supervisory Board members shall

be paid the travel expenses, accommodation costs, and other reasonable costs when they attend the meetings of the Supervisory Board, or implement other activities of the Supervisory Board.

7. The members of the Board of Directors, General Director, and executives must provide complete, accurate, and timely information and related document to the managing and operating activities of the Company as required by the Supervisory Board. The Company's Secretary must ensure that all copies of resolutions, minutes of General Meeting of Shareholders, Board of Director, the financial information, and other information and document provided to the shareholders and the members of the Board of Directors and the copies of the meeting minutes of the Board of Directors shall be provided to the Supervisory Board members by the same method and at the same time they are provided to the shareholders and the Board of Director member.
8. Members of Supervisory Board are responsible to the General Meeting of Shareholders and the law for their violations in the course of performing tasks that cause damage to the Company.

ARTICLE 50: SUPPLEMENTING AND REPLACING SUPERVISORY BOARD MEMBERS

1. If the number of supervisors is reduced to less than two (2) people, the Board of Directors must convene an extraordinary General Meeting of Shareholders within the time limit regulated in Sentence 5.1, Clause 5, Article 30 of this Charter to vote an additional member of Supervisory Board.
2. If the position of head of Supervisory Board is vacant, other Supervisory Board member vote for a replacement, and Supervisory Board must report to the Board of Director on the replacement.

ARTICLE 51: GENERAL DIRECTOR

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire one (01) person to be General Director. The General Director of the Company is appointed and dismissed by the Board of Directors. He is authorized the necessary rights to implement the tasks of the General Director.
2. General Director is not necessarily the shareholder of the Company and he/she must have following qualifications:
 - 2.1 Having full capacity for civil acts; not belong to the case prohibited from establishing and managing company as stipulated by the Law on Enterprise;
 - 2.2 Having professional skill and experience in the business management of the Company, have knowledge about law;

- 2.3 Not concurrently to be a member of the Board of Directors, General Director, Supervisory Board member, executive of another company specialized in producing and trading jewelry;
- 2.4 Not owning more than 10% of the charter capital of other companies specialized in production and trading jewelry; unless otherwise approved by the General Meeting of Shareholders;
- 2.5 The related parties not jointly owning or separately owning the contributed capital or share of over 35% of the charter capital of another company specialized in production and trading jewelry; unless otherwise approved by the General Meeting of Shareholders;
- 2.6 If the General Director is the member of the Board of Director, he/she must meet all the criteria regulated by the Board of Director in this Charter, and the Corporate Government Government.
3. The term of the General Director does not exceed 05 years and he may be reappointed with unlimited terms.
4. The General Director is the legal representative of the Company to law, takes responsibility for the organization, management and operation of daily activities of the Company. General Director must report to the Board of Directors and General Meeting as request.
5. The General Director is responsible to the Board of Directors, the General Meeting of Shareholders, and the law for the mistakes causing losses to the Company.
6. The salary, bonus, other benefits of the General Director are decided by the Board of Directors. The information on salary, allowance and benefits of the General Director must be shown in separate item in the annual financial statements of the Company, and it must be reported to Annual General Meeting of Shareholders.

ARTICLE 52: RIGHTS AND OBLIGATIONS OF THE GENERAL DIRECTOR

The General Director has the following rights and obligations:

1. Implementing the resolutions of the Board of Directors and of the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
2. Making decision on all issues that do not require the resolution of the Board of Directors, including the representation of the Company to sign the financial and commercial contracts, organize and manage the daily production and trading activities of the Company under the best management practices;
3. Developing and proposing to the Board of Directors for approval the plan of constructing organizational structure, internal management regulations of the Company; establishment and dissolution of affiliated units;

4. Proposing the number of executives of the Company required by the Company for the Board to recruit, appoint or dismiss. Consulting the Board of Directors on the salary, remuneration, other benefits and stipulations another clause of the labor contract with the executives of the enterprise;
5. Recruiting, arranging, using the employees; disciplining, dismissing, deciding salary, bonus, welfare policies to the employees, including appointing and dismissing other executives in the authority of the General Director by the Board of Directors and in compliance with the regulations of labor law;
6. Proposing to the Board of Directors for approval the details of the business plan for the next fiscal year on the basis of meeting the appropriate requirements of budget as well as the 5-year development plan;
7. Preparing the financial plan for long-term, yearly, quarterly, and monthly, which serve the management activities in accordance with the business plan of the Company in long-term, yearly, quarterly, and monthly. The yearly financial plan (including the balance sheet, reports on business activities, and cash flows statements) must have all the information regulated in the internal corporate governance regulations and be submitted to the Board of Director for approval;
8. Organizing and implementing the annual business plan approved by the General Meeting of Shareholders and Board of Directors;
9. Signing the contracts within the scope authorized by the Board of Directors, labor contracts and other contracts as stipulated; sign the reports, documents and other documents of the Company under his authority; decide the buying and selling prices of products or services, the measures for advertisement, marketing, measures to encourage the business and operation expansion;
10. Reporting to the Board of Directors on the business activities and financial activities of the Company;
11. Making decision on the investment and procurement of assets, equipment with the value not exceeding 10% of the charter capital according to the business, production and investment plan approved by the Board of Directors;
12. Refusing to implement the decisions of the Chairman, Vice Chairman of the Board of Directors or members of the Board of Directors if it is considered to be illegal, contrary to the Charter and resolution of the General Meeting of Shareholders, and he must immediately notify the Supervisory Committee's members;
13. Making decision on handling the measures beyond the authority in the emergency cases such as natural disasters, enemy sabotage, fire, accident ... However, General Director must immediately report to the Chairperson of the Board of Directors;
14. Purpose the measures to improve the operation and management of the Company;

15. Performing other rights and obligations all stipulated in this the law, this Charter, the corporate governance regulations, other internal management regulations of the Company, the resolutions of the General Meeting of Shareholders, Board of Directors, and the labor contract has been signed with the Company.

ARTICLE 53: DISMISSING, REMOVING GENERAL DIRECTOR

1. The General Director shall be dismissed, removed if there is occurrence of one of the cases similar to the members of the Board of Director as stipulated in clause 8, Article 38 of this Charter, or he/she does not fully perform the responsibilities and obligations stipulated in Articles 50 of this Charter.
2. The Board of Directors can dismiss the General Director when two thirds of the members of the Board of Directors votes for approval, in this case, the vote of the General Director is excluded if the General Director is also the member of the Board of Directors, and a new General Director shall be appointed for replacement.
3. If the General Director is dismissed, removed, the Board of Directors must temporarily appoint another person to undertake the work of the General Director and within the period of 60 days, the Board of Directors must carry out the procedures regulated in the Charter and Corporate Governance Regulation to appoint a new General Director for replacement.
4. If the General Director wants to resign, he must send Letter of Resignation to the Board of Directors. Within sixty (60) days from the date of the Letter, the Board of Directors shall consider and make decision.

ARTICLE 54: AUTHORIZATION OF THE GENERAL DIRECTOR

1. The General Director has the right to authorize operating manager, manager of a department, or other executives of the Company to act on behalf of the General Director to manage the activities of the Company and he shall take responsibility to the law for his authorization.
2. The person authorized by the General Director must take legal responsibility to the General Director for his works.
3. Any authorization related to the Company's stamp must be made in writing and it must have time limitation

ARTICLE 55: ORGANIZATIONAL STRUCTURE AND THE EXECUTIVES

1. The Company issues a management structure and management system in which the executives of the enterprise are responsible to the Board of Directors, under the direction and supervision of the Board of Directors and the General Director, is responsible for organizing and operating daily business activities of the Company.

2. The executive officers of the company are the General Director, operating manager, managers of some department, the Chief Accountant, and other equivalent positions appointed by the Board of Director. The appointment, dismissal, removal, replacement of executives must be done in compliance with the provisions of the Corporate Governance Regulations and approved by the resolution of the Board of Directors.
3. According to the recommendations of General Director and approval of the Board of Director, the amount and standards of the executives must be in line with the organizational structure and management regulations of the company as stipulated by the Board of Directors from time to time.
4. Business executives must necessarily have the diligence for the Company's activities and organization to achieve the objectives that have been set. The salary, remunerations, benefits, and other terms in the labor contract with the executives shall be decided by the Board of Directors with the consultation of General Director.

ARTICLE 56: THE ADMINISTRATOR

1. The Board of Directors appoints at least one person to perform the duties an administrator who is in charge of corporate governance. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, which shall not exceed five (5) years.
2. Director of the Company must meet following standards:
 - a. Having full civil act capacity and not being prohibited from establishing and managing enterprises under the provisions of the Enterprise Law;
 - b. Having knowledge in law;
 - c. Not concurrently working for independent auditing company that is auditing the financial statements of the Company.
3. Rights and obligations of the administrator:
 - a. Consulting Board of Directors in conducting General Meeting of Shareholders in compliance with regulations, and in the business that relate to the Company and shareholders.
 - b. Preparing the meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholder at request of the Board of Directors or Supervisory Board;
 - c. Consulting on the paper works of the meetings;
 - d. Attending the meetings;
 - e. Consulting on procedure of creating resolutions of the Board of Directors in compliance with the law.
 - f. Providing the financial information, copies of meeting minutes of the Board of Directors, and other information for members of Board of Director and Supervisory Board members;

- g. Supervising and reporting to the Board of Directors on the activities of declaring information of the Company;
 - h. Keeping information confidentiality in accordance with the provisions of the law, this Charter and the Regulations on corporate governance;
 - i. Other rights and obligations regulated by law, this Charter and, corporate governance regulations.
4. The Board of Directors may remove the administrator if it is necessary. However, the removal can not be in contravention of the prevailing laws on labor.
5. The Board of Directors decides that the Administrator may concurrently hold the position of the Company Secretary in accordance with Clause 5, Article 152 of the Law on Enterprises.

ARTICLE 57: AUTHORIZED REPRESENTATIVES OF THE COMPANY IN OTHER ENTITIES.

1. Authorized representatives of the Company in other entities comply fully responsibilities and obligations regulated in Law on Enterprise, Corporate charter, other internal management regulations of the Company and the Board of Directors.
2. Authorized representatives of the Company in other entities have following responsibilities:
 - Quarterly reporting on the activities of other entities, transactions between the Company with other entities in the form and time regulated by the Board of Directors;
 - Reporting on extraordinary events of the entities as regulated by the Board of Directors;
 - Organizing the archiving of documents, reports, and documents related to the activities of the Members' Council in case other organizations are limited liability companies; of the General Meeting of Shareholders and the Board of Directors in case other organizations are joint-stock companies.
3. Authorized representatives of the Company in other entities for directing and urging the legal representatives of the entities to prepare and submit the reports in accordance with the provisions of Article 191 of the Law on Enterprises.

ARTICLE 58: THE RESPONSIBILITY FOR BEING PRUDENT OF THE MEMBERS OF BOARD OF DIRECTORS, SUPERVISORY BOARD, GENERAL DIRECTOR AND EXECUTIVES

1. The members of the Board of Directors, of the Supervisory Board, General Director and other executives are responsible for implementing their tasks, including tasks as members of the subcommittees of the Board of Directors, honestly and in a manner they believe for the highest benefits of the Company and with a degree of carefulness that a

careful person must have when undertaking the similar position, and in similar circumstances.

ARTICLE 59: THE RESPONSIBILITY FOR BEING HONEST AND AVOIDING THE CONFLICT OF INTERESTS

1. The company must collect and update the list of related parties of the Company as stipulated in clause 17, Article 4 of the Law on Enterprise, and Clause 34, Article 36 of Securities Law, and their corresponding transactions with the Company.
2. Members of the Board of Directors, of the Supervisory Board, General Director, and other executives of the company must declare their interests related to the Company, including:
 - 2.1. Name, company's tax code, address of head office, business lines of the company that they own the contributed capital or shares; the rate and time of possession of such contributed capital or shares;
 - 2.2. Name, company's tax code, address of head office, business lines of the company that their related parties jointly own or separately own the contributed capital or shares of over 10% of the charter capital.
3. The declaration as stipulated in clause 2 of this Article must be made within seven (07) working days from the arising date of the related benefits; the amendment and supplement must be notified to the company within seven (07) working days from the date of amendment and supplement.
4. The declaration, consideration, copy of the List of related parties and the related benefits declared as stipulated in clauses 1 and 2 of this Article shall be made as follows:
 - 4.1. Name, company's tax code, address of head office, business lines of the company that their related parties jointly owns or separately owns the contributed capital or of over 10% of the charter capital;
 - 4.2. The List of the related parties and related benefits is kept at the head office of the Company; in necessary case, a part or the whole of the List can be kept at the branches of the company;
 - 4.3. Shareholders, their authorized representatives, members of the Board of Directors, of the Supervisory Board, General Director and other Executives have the right to consider and copy a part or the whole of the declared content during the working hours;
 - 4.4. The Company must create conditions for people stipulated in point c of this clause to access, see and copy the List of related parties of the Company and other content in the quickest and most favorable way; the Company must not prevent, raise difficulties to them about this. The order and procedure for considering and copying

the declared content of the related parties and related benefits shall comply with the regulations in the Management Regulation of the Company.

5. The members of the Board of Directors, of the Supervisory Board, General Director and the Executives are not allowed to use the business opportunities that can bring benefits to the Company for their personal purpose; at the same time they are not allowed to use the information obtained by their position for their personal benefits or to serve the interests of other organization or individual.
6. The members of the Board of Directors, of the Supervisory Committee, General Director and the Executives are responsible for notifying the Board of Directors all benefits that may conflict with the interests of the Company in which they may receive through the economic entity, transactions or other individuals. The above mentioned people can only use such opportunities when the members of the Board of Directors who do not have related interests have decided not to investigate this issue.
7. Members of the Board of Directors, of the Supervisory Board, General Director, and Managers and related parties to the members mentioned above are not allowed to use the information that is not allowed to be published of the Company or disclose to others to carry out the related transactions.
8. Excepting the approval of the General Meeting of Shareholder, the Company does not provide loans, guarantees or credits to the members of the Board Management, Supervisory Board, General Director, Executives and parties related to the members mentioned above, or entities that these people receive the financial interests, excepting for the cases in which the entities related to the above members are companies operating under the group of companies in which the Company acts as the parent company.
9. Contracts or transactions between the Company and the following subjects must be approved by the General Meeting of Shareholders or the Board of Directors:
 - Shareholders, their authorized representatives own more than 10% of the total common shares of the Company and their related parties;
 - Members of the Board of Directors, Supervisory Board members, General Director, Executives, and their related parties;
 - Company as stipulated in Clause 2, Article 159 of the Law on Enterprise.
10. The Board of Directors approves the contracts and transactions with value less than 25% of the total assets value in the latest financial statements of the Company, with a resolution that majority approved votes of the Board of Director members do not have related interests. In this case, the legal representative must send to the Board of Director members who do not have related interests, concurrently post on the head office and branches of the Company the drafts of contracts, or declare the main content, significant events of the contracts, and the relationships and interests of subjects related to

contracts and transactions. The Board of Directors shall decide on the acceptance of the contract or transaction within fifteen (15) days from the date of posting

11. The General Meeting of shareholders approves other contracts and transactions except the case stipulated in Sentence 10 of this Clause. The Board of Directors submits the draft contract and the relationships and interests of the subjects involved in the contract or transaction or explains the main content of the transactions at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, the related shareholders have no right for voting; the contracts or transactions are approved when the number of shareholders representing 65% of the total remaining votes approve.
12. Contracts and transactions shall become invalid and handled according to the law when they are signed or implemented without the approval as stipulated in the Sentence 10 and Sentence 11 of this clause, causing damage to the company; the person signing the contract, related shareholders, members of the Board of Directors, Supervisory Board, General Director, executives who involved must jointly compensate for the arising damages, return the Company any benefits gained from the implementation of such contracts and transactions.

ARTICLE 60: RESPONSIBILITY FOR DAMAGES AND INDEMNIFICATION

1. If the members of the Board of Directors, of the Supervisory Board, General Director, and Executives violate their obligations, responsibility of being honest and prudent, fail to fulfill their obligations with the care, diligence and professional competence, they shall be liable for the damages caused by their violations.
2. The Company indemnifies those who have, and are in the process of becoming, a party to a lawsuit, including civil and administrative cases and not litigants by the Company if the person was or is a member of the Board of Directors, Supervisory member, General Manager, executives, employee or authorized representative of the Company or such person or is acting at the request of the Company as a member of the Board of Directors, executives, employees or authorized representatives of the Company provided that such person has acted honestly, diligently for the benefit of or not in conflict with the Company's highest interests, on the basis of compliance with the law and not There is evidence that the person has violated his/her responsibilities

ARTICLE 60: RIGHT TO INSPECT ACCOUNTING BOOKS AND DOCUMENTS

1. A shareholder or a group of shareholders owning at least 5% of the common shares of the Company for at least six (6) consecutive months may directly or through their lawyer or authorized person, sends a written request for inspecting the list of Shareholders, the minutes of the General Meeting of Shareholders, and copy of such documents during the working hours and at the head office place of the Company. If the inspection request is from the lawyer or authorized representative of the

shareholder, there must be an authorization letter of the shareholder or a certified copy of the authorization letter.

2. Members of the Board of Directors, of the Supervisory Board, General Director, and Executives have the right to check the Registry of Shareholders of the Company, List of shareholders and other books and documents of the Company for purposes relating to their positions provided that this information must be kept in confidentiality.
3. The company shall have to archive this Charter, the amendment and supplement of the Charter, Business registration certificate, the regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, meeting minutes of the General Meeting of Shareholders, and the Board of Directors, the reports of the Board of Directors and the Supervisory Committee, the annual financial statements, accounting books, and any other documents as stipulated by law at the head office or somewhere else provided that the shareholders and the Business registration agency are notified on the place for keeping these documents.
4. The Charter of the company and the Regulation on Corporate Governance must be published on the website of the Company.

ARTICLE 62: EMPLOYEES AND EMPLOYEE UNIONS

1. General Director shall plan for the Board of Directors to adopt the issues related to the recruitment, employment, dismissal, salary, social insurance, welfare, reward and discipline to the executives and employees.
2. The General Director shall plan for the Board of Directors to adopt issues relating to the Company's relations with recognized employee unions in accordance with the best management practices, standards and policies. These practices and policies stipulated in this Charter, the Regulations on corporate governance, other internal management regulations of the Company and current regulations of the law.

CHAPTER IV

FINANCE, ACCOUNTING, AUDITING SYSTEM, AND PROFIT DISTRIBUTION

ARTICLE 63: FISCAL YEAR AND ACCOUNTING STANDARDS

1. The Company's fiscal year begins from the first day of January of every year and ends on the 31st day of December of the same year.
2. The company operates on the principle of financial self-management, self-balancing of revenues and expenditures, with responsibility to preserve and make profit the Company's capital.
3. The Company complies with the accounting and statistics system as stipulated by law about accounting and statistics. The accounting system used by the Company is

Vietnam Accounting System (VAS) or other accounting standards approved by the Ministry of Finance.

4. The Company uses Vietnam dong as the currency used in the accounting. In cases where the Company has economic transactions arising mainly in a foreign currency, the Company may select such foreign currency as its accounting unit and take responsibility for that choice to the law and notify to the direct tax administration.
5. The Chief Accountant helps the General Director to organize the accounting activities, record accounting entries of the Company in accordance with law. General Director and Chief Accountant are the ones taking legal responsibility for the receipts and accounting documents of the Company.

ARTICLE 64: BANK ACCOUNTS

1. The company shall open bank accounts in Vietnam banks or in foreign banks licensed to operate in Vietnam.
2. With the prior approval of the competent authorities, in necessary case, the Company can open a bank account in foreign countries under the regulations of law.
3. The Company shall conduct all the payment and accounting transactions through the Vietnam dong or foreign currency accounts at the banks that the Company opens.

ARTICLE 65: FINANCIAL STATEMENTS

1. The company must create its annual financial statements in accordance with the law as well as the regulations of the State Securities Commission, and the financial report must be audited in accordance with Article 66 of this Charter within ninety (90) days from the ending date of each financial year, the Company must submit the annual financial report approved by the General Meeting of Shareholders to the authorized tax department, the Securities Commission The State, the Stock Exchange / Securities Trading Center and the Business Registration Department.
2. Annual financial statements must include a report on business results, which reflect the truthfulness and objectivity of the Company's profit and loss in the financial year, and the balance sheet reflects honestly and objectively the Company's operations until the reporting date, cash flow statement and notes to the financial statements.
3. In case the company is a parent company, in addition to the financial statements, the parent company must create the consolidated financial statements of parent company, the reports on the management and operation of the parent company and subsidiaries. Persons responsible for creating these reports is not allowed to create and submit the reports if sufficient financial statements from subsidiaries have been received. In cases where the manager of the parent company has applied necessary measures within the scope of his / her competence but still fails to receive the necessary reports, documents and information as prescribed from the subsidiaries, the parent company may include

or exclude information from its subsidiaries, but must provide the necessary explanation to avoid misunderstanding or misrepresentation.

4. The Company must create mid-year and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange or the Securities Trading Center
5. Audited financial statements, including auditors' opinions, reviewed mid-year financial statements and quarterly financial statements of the Company, must be disclosed on the Company's website. The Company discloses sufficient information on the annual audited financial statements on the Company's website and on the information disclosure media of the State Securities Commission and the Stock Exchange.
6. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, the six-month audited financial statements and the quarterly financial reports during working hours at the head office. A reasonable fee for the copy shall be paid.

ARTICLE 66: AUDIT

1. The Annual General Meeting of Shareholders appoints an independent auditing company or approves list of independent auditing companies and authorizes the Board of Supervisors to select one of these auditing company. The audit financial statements of the Company for the coming fiscal year are based on the terms and conditions agreed with the Board of Supervisors.
2. The Company shall create and send annual financial statements to the independent auditing company after the end of the financial year.
3. The independent auditing company shall audit, certify, and make an audit report and submit it to the Board within two (2) months from the end of the financial year. The staffs of the independent auditing company who audit the company must be approved by the State Securities Commission.
4. A copy of the audit report is attached to the annual financial report of the Company.
5. Independent auditors conducting audits the Company is allowed to attend all meetings of the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and express opinions at the meeting on matters related to the audit of financial statements of the Company.

ARTICLE 67: PROFIT DISTRIBUTION AND FUNDS APPROPRIATIONS

1. According to the regulations on Vietnam Accounting Standards issued by the Ministry of Finance, the profit of the Company is identified as follows:
 - Profit before tax = Total revenue – Total expenses
 - Profit after tax = Profit before tax – Corporate income tax
2. After-tax profit at the end of the financial year, before distributing dividends to shareholders, will be allocated to funds set up by the Board of Directors and proposed to the General Meeting of Shareholders for approval annually.
3. The Board of Directors is responsible for developing a plan for distributing after-tax profit and using funds to propose to the General Meeting of Shareholders for annual decisions.
4. Other issues related to distribution of profits are made in accordance with the law.

ARTICLE 68: DIVIDEND

1. According to the decision of the General Meeting of Shareholders and according to the regulation of law, the dividend shall be announced and paid from the retained earnings of the Company but it must not exceed the rate proposed by the Board of Directors after the consultation with the shareholders at the General Meeting of Shareholders.
2. Dividend paid to common shares is identified based on the net profit and the dividend payment is deducted from the retained earnings the Company. The Company can only pay dividend to shareholders when the Company has fulfilled its tax obligations and other financial obligations as stipulated by law; extracted the funds of the Company and fully offsets the previous losses as stipulated by law and the Charter of the Company; as soon as the payment of dividend has been made, the Company must guarantee to pay all due debts and other financial obligations. Depending on the business situation the Company, it may temporarily pay in advance the dividend quarterly or every six months to the shareholders.
3. Excepting the case that shares with accompanied rights or the terms for shares issuance have other regulations, the dividend shall be paid according to the rate corresponding to the face value of such shares during the time of dividend payment.
4. Dividend may be paid by cash, shares of the Company or other assets as stipulated in the Company's Charter and the resolution of the General Meeting of Shareholders. If the payment is made by cash, it must be paid in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. If the company has transferred the account in strictly accordance with the details of the

bank provided by the shareholder, the Company is not responsible for the money that has been transferred to the shareholder.

5. If there is approval of the General Meeting of Shareholders, Board of Directors may decide and notify that the holders of common shares shall receive dividend by common shares instead of dividend by cash. The additional shares to pay this dividend are stated as fully paid shares on the basis that the value of the shares used for dividend payment must be equivalent to the amount of cash for dividend payment.
6. The Company does not pay interest for the dividend amount or any amount related to a type of stock.
7. Before each payment of dividend, the Board of Directors must prepare a List of shareholders for receiving dividend, identify the dividend payable for each share, the term and method of payment. The Notice on dividend payment must be sent to all shareholders at least fifteen (15) days in advance. In the Notice, it is necessary to specify the number of shares of each type of shareholder, the dividend rate, the total dividend that such shareholder shall receive, time and method of dividend payment. The dividend amounts that have not been received by the shareholders shall not be charged interest. The dividend payment to the shares listed at the Stock Exchange Center, Stock Exchanges can be made through a securities company or Securities Depository Center.
8. If the shareholder transfers his shares in the period between the time of completing the preparation of List of Shareholders and the time for dividend payment, the transferor shall be the one receiving the dividend from the Company.
9. Pursuant to the Law on Enterprise, Securities Law, the Board of Directors can approve the resolution to stipulate a specific date as date of finalizing list of shareholders of the Company. Based on that date, those registers as shareholders or holders of other securities have the right to receive dividend, interest, profit distribution, receive the stocks, and receive notice or other documents. This closing date can be the same date or same time before such rights are made. This does not affect the rights of both parties in the transaction of transferring related stocks or securities.
10. If the payment of the dividend is contrary to the regulations in clause 1 of this Article, the shareholder receive dividends must return to the Company the sum of money or assets received; if the shareholder cannot return the company, such shareholder and all members of the Board of Directors must be jointly liable for the debts and other assets obligations of the Company within the scope that the value of money, assets paid to shareholder but have not been returned.

CHAPTER V

INFORMATION DISCLOSURE TO THE PUBLIC

ARTICLE 69: INFORMATION AND REPORTS DISCLOSURE TO THE PUBLIC

1. The annual financial statements and other supporting documents must be disclosed to the public according to the regulations of the State Securities Commission and submitted to the tax authorities and business registration agency as stipulated by the Law on Enterprise.
2. The Company must prepare and publish the annual report according to the regulations of the securities law and securities market law.

CHAPTER VI

DISPUTE SETTLEMENT AND PROCEEDINGS

ARTICLE 70: INTERNAL DISPUTE SETTLEMENT

1. Any shareholder of the Company has the right to appeal directly to the Board of Directors or the Supervisory Committee to protect their legitimate interests.
2. If there is any dispute or complaint related to the operation of the Company, to the rights and obligations stipulated by the Law on Enterprise, other regulations of law, this Charter, or other administrative regulations, between:
 - a. Shareholders and the Company; or
 - b. Shareholders and the Board of Directors, Supervisory Board, General Director or the Executives.

Stakeholders try to settle the dispute through negotiation and conciliation. Excepting for disputes involving the Board of Director or chairperson of the Board of Director, chairperson of the Board of Directors shall assume the prime responsibility for settling disputes and request each party to present information related to disputes within thirty (30) working days from the date the dispute arises. In case of disputes relating to the Board of Directors or the Chairperson of the Board of Directors, any parties may request the appointment of an independent expert as the mediator for the dispute resolution process.

3. If no agreement is reached within six (6) weeks or if the decision of the intermediary is not accepted by the parties, either party may bring the dispute for settlement by the Economic Arbitration or Economic Court.
4. The Parties shall bear its costs related to the procedure of negotiation and mediation. The costs of the Court shall be borne by any party as the decisions of the Court.

ARTICLE 71: THE DISPUTE BETWEEN THE COMPANY AND THE OUTSIDE INDIVIDUALS AND ORGANIZATIONS

1. Any litigation, dispute on the economic and civil transactions between the Company and other organizations and individuals shall be settled via negotiation and mediation.
2. If no agreement is reached, the dispute shall be settled by the Economic Arbitration or Economic Court. General Director is the legal representative of the Company in the litigation stages.

CHAPTER VII

EXTENSION AND TERMINATION OF OPERATION AND LIQUIDATION

ARTICLE 71: EXTENSION AND TERMINATION OF OPERATION

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (7) months before the expired date of operation, so that the Shareholders can vote on the extension of the operation of the Company for a period of time proposed by the Board of Directors.
2. The term of operation shall be extended if there is more than 65% of the total votes of the shareholders with voting right present in person or via authorized representatives present at the General Meeting of Shareholders approve.
3. The company may be dissolved or terminated in the following circumstances:
 - 3.1. At the end of the Company's term of operation, even after extension;
 - 3.2. The court declares that the Company is bankrupt in accordance with the current provisions of the law in force;
 - 3.3. Dissolution in advance as decided by the General Assembly of Shareholders;
 - 3.4. Being revoked the enterprise registration certificate by the authorized State agency;
 - 3.5. Other cases regulated by law.
4. The dissolution of the Company ahead of time, including the extended period, shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the authorized state department as prescribed by law. The order and procedures for dissolution shall comply with the provisions of law on dissolution of enterprises.

ARTICLE 73: LIQUIDATION AND BANKRUPTCY

1. At least six (6) months before the expiration of the operation of the Company or after the dissolution of the company, the Board of Directors must set up a Liquidation Board of three (3) members, two of which members appointed by the General Meeting of

Shareholders and one (1) member appointed by the Board of Directors from an independent auditing company. The liquidation committee will prepare its operating regulations. Members of the Liquidation Board may be selected from among the employees of the Company or independent experts. All expenses related to liquidation will be prioritized to be paid before other debts of the Company.

2. The Liquidation Board is responsible for notifying the business registration agency on the establishment date and date of starting operation. Since that time, the Liquidation Committee shall act on behalf of the Company in all works related to the liquidation of the Company at the Court and administrative state departments.
3. Proceeds from the liquidation shall be paid with the following order:
 - 3.1 The liquidation expenses;
 - 3.2 Salary payable, unemployed allowances, social insurance and other interests of laborers under the signed collective labor agreements and labor contracts;
 - 3.3 The loans, if any;
 - 3.4 Other debts of the Company;
 - 3.5 The remaining after the payment from the Clause 3.1 to Clause 3.6 of this Article shall be distributed to shareholders in proportion to their contributed capital. The preferred shares shall be given the priority of payment.
4. During the time of liquidation, the Liquidation Board has the right to convene a General Meeting of Shareholders to handle the issues that are considered to be necessary to be decided by the General Meeting of Shareholders.
5. The bankruptcy of an enterprise shall comply with the provisions of law on bankruptcy.

CHAPTER VIII

FINAL PROVISION

ARTICLE 74: EFFECTIVENESS OF ENFORCEMENT

1. The amendment and supplement of this Charter must be considered and approved by the General Meeting of Shareholders. If the regulations of the law related to the operation of the Company that have not been mentioned in this Charter, then such regulations shall be obviously applied and they shall govern the operation of the Company.
2. This Charter consists of 08 chapters, 74 articles, and it is valid from 21 April 2018 and replaced the Charter dated on 28 July 2017.
3. This is the only and official Charter of the company, it shall be made in five (05) copies with the same legal value.

4. The copies of the Charter of the Company are valid when they are signed by the Chairperson or Vice Chairperson of the Board of Directors, or legal representative of the Company, or authorized department/organization certify on the copies.

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed and Stamped)

CAO THI NGOC DUNG