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

*Ho Chi Minh City, April 16<sup>th</sup>, 2022*

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## **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, Audit Committee, General Director, Executives, employees, and Union, excluding the exceptions mentioned in this Charter because these regulations shall always be applied whether they are mentioned or not in this Charter.
2. This Charter does not repeat a phrase used in the documents of Vietnam “as stipulated by Vietnam law” because everyone must always comply, be bound by and implement the Vietnam law in all activities.
3. In case there are regulations of the law related to the operation of the Company not to be mentioned in this Charter or in case new regulations of the law are different from the clauses of this Charter, such regulations of law shall obviously be 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.

#### **ARTICLE 2: DEFINITIONS**

1. In this Charter, the following terms shall be understood as follows:
  - “Law on Enterprise” is the Law on Enterprise No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - "Law on Securities " is the Law on Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - “The Company” is Phu Nhuan Jewelry Joint Stock Company;
  - “Date of establishment” is January 2<sup>nd</sup>, 2004;
  - “This Charter” or “Company Charter” is the Charter of Phu Nhuan Jewelry Joint-Stock Company;

- “Regulations on corporate governance” is the internal regulations on corporate governance of Phu Nhuan Jewelry Joint Stock Company;
  - "Capital contribution" is the contribution of assets to form the company's charter capital, including contributing capital to the establishment of a company or contributing to the company's charter capital;
  - “Charter capital” is the capital contributed by all shareholders and as stipulated in Article 14 of this Charter;
  - "Shareholder" is an individual or organization that owns at least one share of the company;
  - “Major shareholder” is the shareholder defined in clause 18, Article 4 of Securities Law;
  - “Shares” means the Company’s charter capital divided into several equal portions called shares with the face value of 10,000 VND;
  - “Independent member” is a member of the Board of Directors who is defined in Clause 2, Article 155, Law on Enterprise;
  - “Non-executive member” is a member of a company’s Board of Directors who is not a part of the executive team;
  - "Company manager" is a member of the Board of Directors and company executives;
  - “Executive” means General Director, Deputy General Director, Operating Director, Director of Department, Chief Accountant, and other executives assigned by the Board of Directors;
  - “Related parties” is an individual or an organization stipulated in Clause 23, Article 4 on Law on Enterprise, and Clause 46, Article 4 on Securities Law;
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 for easy understanding without affecting the content of this Charter;
  4. The words or terms defined in the Law on Enterprise which are not contradictory to the subject or context shall have a similar meaning 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.: (84-28) 399 51703 – (84-28) 3995 1706
  - Fax: (84-28) 3995 1702
  - Email: [pnj@pnj.com.vn](mailto:pnj@pnj.com.vn)
  - Website: [www.pnj.com.vn](http://www.pnj.com.vn)
2. The Company has Divisions, Departments, Branches, Business locations, domestic and foreign Representative offices established under the decision of the Board of Directors and the provisions of law to implement current production and business activities.

### **ARTICLE 5: OPERATION FORM AND STATUS**

1. The company established from the equitization of the Party economic enterprise, which is Phu Nhuan Jewelry Company to be directly under the control of the Finance Management Board of HCM City Committee of the Party, based on capital contribution voluntariness of the shareholders, is organized and operated in accordance with 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 Charter of organization and operation of the Company.
- Has its stamp and has a right to open banking accounts at domestic and foreign banks as stipulated by law.
- Self- responsibility in all business activities and financial autonomy.
- Has its own balance sheet, set up funds following the Law on Enterprises and the resolutions 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 the PNJ brand which is one of the leading brands in the Vietnam jewelry industry, participating in the world market.
- Expand and synchronously develop other strong operation fields of the Company to create a foundation for stable, long-lasting, and solid development.
- Maximize profit, ensure the legitimate rights of employees, and fulfill obligations to the State.

### **2. The scope of the production and business activities:**

<b>Codes of business lines</b>	<b>Business lines</b>
7120	Technical testing and analysis. Detail: Service of testing diamonds and gemstones. Service of testing gold, silver, other precious metals, semi-precious stones
3211	Production of jewelry and related parts. 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 parts in precious metals (except

	tools or similar parts): crucibles, spatulas, metal anode testing of metal; precious metal watches; cuffs, watch ropes, cigarette boxes
4662	Wholesale of metals and metal ores. Detail: Wholesale of gold, silver, precious metals, precious stones, and semi-precious stones. Trading of gold bars
8532	Vocational education. Vocational training
6492	Other credit issuance activities. Detail: Pawn service
4771	Retail of garments, footwear, leather goods, and leatherette goods at specialized stores. 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 blankets, cushions, bedsheet, curtains, sheets, pillows, 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, ties, and belts.
9631	Haircut, hair styling, hair wash. Detail: Haircut, hair styling, hair wash, facial care (except services that causes bleeding)
5610	Restaurant and mobile food & drink services. Detail: Trading restaurants, wine, beer, beverage, and food services
6810	Trade of real estate, land use right of the owner, user, or lease. Detail: Trading real estate
3212	Production of jewelry imitation goods and related parts
4649	Wholesale of other household appliances. 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. Wholesale of jewelry imitation goods and related parts. Wholesale of leather, leatherette and other material tourism goods. Wholesale of fashion accessories. Trade of postcards and other publications. Wholesale of soap, candles, essential oils, cinnamon products, horn products (excluding products from precious and rare animals), the sculpture products
4773 (Core business)	Retail of other new goods at specialized stores. 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, and materials. Retail of gold, silver, precious metals, materials.

	Trading of gold jewelry and fine arts. Export and import of gold jewelry, fine arts. Trading of gold bars
4669	Other wholesales that have not been categorized Detail: + Wholesalehandicrafts. + Export, import gold jewelry, gold and silver handicrafts, other precious metals, diamond, precious stones, semi-precious stones, gold bars, gold material in form of leaves, powdered wire, blocks, bars, seeds, pieces. Export and import of jewelry, imitation jewelry,and related details
2420	Producing non-ferrous metal and precious metal Detail: Producing non-ferrous metal, precious metal, and gold bar.
2592	Mechanical manufacturing; processing, and coating of metal Detail: manufacturing gold, silver, precious stone, imitation jewelry, and other details.
4641	Wholesale of fabrics, readymade garments, footwear
9000	Activities of composition, arts, and entertainment (except for the art performance at the head office )
1410	Sewing garments (exceptgarmentst made of fur and leather) (Excludingbleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods)
1322	Producing of garments (except apparel) (Excluding bleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods).
1323	Producing rugs, blanket (Excludingbleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods).
1512	Producing suitcases, bags, and similar products, producing cushioned saddle (Excludingbleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods).
1520	Producing shoes (Excludingbleaching, dyeing, lacquering, printing on textile, sewing, knitting, leather, and manufacturing used goods).
4722	Retail of food at specialized stores (According to Decision No. 64/2009/QD-UBND onJuly 31 <sup>st</sup> 2009 and Decision No. 79/2009/QD-UBND on October 17 <sup>th</sup> 2009 of the People's Committee of Ho Chi Minh City on business planning. agricultural products and foodstuffs in Ho Chi Minh City) (excluding rice, cane sugar and beet sugar)
4632	Wholesale of food (not operate at head office)

1709	Producing products from paper and carton paper that are not categorized (except recycling at the office)
8299	Other customer services that have not been categorized Detail: E-commerce
6499	Other financial services (excluding insurance and social insurance). Detail: Currency exchange agent, service of receiving and payment of foreign currencies Providing intermediary payment services.
6622	Activities of insurance agents and brokers. Detail: Insurance agent.
6201	Computer programming.
6202	Consulting on computers and computer system administrator.
6209	Providing information technology services and other services related to computers. Detail: Troubleshooting computer problems and installing software.
6311	Data processing, rental and related activities.
6312	Information portal. Detail: E-commerce trading service.
	And other industries and occupations that are not prohibited by law.
	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.

## **ARTICLE 7: TERM OF OPERATION**

The operation duration of the Company is 50 years from the date stated in the decision to change from the Party economic enterprise to a joint-stock company of the competent authority. The termination before the term or extension of the operation time of the Company is decided by the General Meeting of Shareholders on the basis of the regulations stipulated in the Law on Enterprise and it must be approved by the competent authorities of the State.

## **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. Be free to construct and operate the model of business; take initiative in selecting industries, business, location, model of business; take initiative in adjusting the size, industries, and business.
- 1.3. Choose model, method of raising, allocating, and using capital;
- 1.4. Seek the market, customers, and sign contracts;
- 1.5. Do import and export business;
- 1.6. Recruit, hire, and employ in accordance with business requirements;
- 1.7. Apply science and technology to improve business efficiency and competitiveness;
- 1.8. Own, use, make decisions on assets of the Company;
- 1.9. Refuse request on supplying resources which is not in accordance with the law;
- 1.10. Complaints and denunciations in accordance with the law on complaints and denunciations;
- 1.11. Participate in legal proceedings in accordance with the provisions of the law;
- 1.12. Other rights in accordance with the relevant law.
2. Obligations:
  - 2.1. Satisfy the conditions for doing conditional business in accordance with the Law on Investment and ensure that such conditions are maintained throughout the course of business operations;
  - 2.2. Organize the accounting activities to ensure the fairness, accuracy, and timeliness of the submitted financial reports in accordance with the law on accounting and statistics;
  - 2.3. Declare taxes, pay taxes and fulfill other financial obligations as prescribed by law;
  - 2.4. Ensure the legitimate rights and interests of laborers in accordance with the Law on Labor; must not discriminate and insult the honor and dignity of employees in the company; must not use forced and child labor; support and create favorable conditions for employees to participate in training to improve their professional qualifications and skills; Apply social insurance, unemployment insurance, health insurance, and other insurance for laborers stipulated by the law.

2.5. Ensure and take responsibility for the quality of goods and services in accordance with the standards prescribed by law or registered promulgated standards;

2.6. Completely and promptly fulfill the obligations on enterprise registration, register changes in enterprise registration contents, publish the information of the establishment, operation, and reports, and fulfill other obligations as prescribed by this law and other relevant laws.

2.7. Take responsibility for the fairness and accuracy of the information declared in the enterprise registration and reports; in case inaccurate or incompleted information has been declared or reported, information must be amended, supplemented in a timely manner

2.8. Comply with the provisions of the law on national defense, national security, social security, gender equality, environment and resource protection, historically cultural relics and scenic beauty protection.

2.9. Perform the obligations on business ethics to ensure the legitimate rights and interests of clients and consumers.

## **ARTICLE 9:       LEGAL REPRESENTATIVE OF THE COMPANY**

1. The legal representative of the company is an individual representing 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 Chairperson of the Board of Directors and General Director with the personal information as follows:

(a) Full name: Cao Thi Ngoc Dung

Gender: Female

Date of birth:

Nationality: Vietnam

Ethnicity: Kinh

ID Card no.:

Permanent residence:

Current residence:

Title: Chairwoman of the Board of Directors

(b) Full name: Le Tri Thong

Gender: Male

Date of birth:

Nationality: Vietnam

Ethnicity: Kinh

ID Card no.:

Permanent residence:

Current residence:

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. The legal representatives must authorize in writing 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 clause 4 of this Article, and the legal representatives of the Company still do not return to Vietnam, and there is no other authorization, the authorized person continues to implement the rights and obligations of the legal representative of the Company within the authorization scopes until the Board of Directors makes 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 manner to ensure the legitimate interests of the Company;

1.2. Be loyal to the interests of the Company; do not use information, know-how, business opportunities of the Company, do not abuse the position, position and use Company assets for self-interest or the benefit of other organizations or individuals;

1.3. Promptly, fully, and accurately notify the Company that such representations and their related persons own or have controlling shares or contributed capital in other enterprises.

2. The legal representative of the Company is personally responsible for damages caused to the Company due to the violation of obligations specified in Clause 1 of this Article.

## **ARTICLE 11: STAMP**

1. The stamp includes the seal made at the stamp-engraved establishment or the seal in the form of a digital signature according to the provisions of the law on electronic transactions.

2. The stamp is used in cases prescribed by law or the transaction parties have an agreement on the use of the stamp.

3. The Board of Directors, and General Director manage, use and keep the stamp in accordance with the provisions of the Company Charter and the internal management regulations of the Company.

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

1. The company operates on the principles of voluntariness, equality, democracy, and 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.



5. The operation managers of the Company is 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**

#### **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 2,276,123,620,000 (Two trillion, two hundred seventy-six billion, one hundred twenty-three million, six hundred twenty 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 132 and Article 133 of the Law on Enterprise. The shares acquired as stipulated in Article 132 and Article 133 of the Law on Enterprise are considered as unsold shares as stipulated in Clause 4, Article 112 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.

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 50% 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.

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. 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 OF 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. Authorized representative of 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, business 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 condition:
- 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. Review, look up and extract information related to names and contacts in the list of shareholders with voting rights, request correction of their own incorrect 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 132 of the Law on Enterprise;

9. A shareholder or group of shareholders holding from 5% of the total number of common shares has the following rights:

9.1. Nominate candidates to the Board of Directors as stipulated in Enterprise Law, this Charter and Regulation on Corporate Governance;

- Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the meeting shareholders of the meeting before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors, a shareholder or a group of shareholders stipulated in this Clause is entitled to nominate one or a number of people under the decision of the General Meeting of Shareholders as candidate to the Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors and other nominated by other shareholders according to the article 40 of this Charter.

9.2. Request to convene the General Meeting of Shareholders for case stipulated in clause 3, Article 115 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 Audit Committee to examine each specific issue related to the management and operation of the Company when necessary. The request must be in writing and must include the following contents: 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 Propose the issue to be included in the agenda of the General Meeting of Shareholders. Recommendations must be in writing and sent to the Company at least 03 working days before the opening date. The recommendation must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;

9.6. Review and extract the minute books and resolutions of the Board of Directors, mid-year and annual financial statements according to the form of the Vietnamese Accounting System;

10. Treated equally.

11. To have full access to periodic and extraordinary information published by the company in accordance with the law;

12. To have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;

13. Other rights as provided for in this Charter, corporate governance regulations and relevant laws.

## **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.
9. Major shareholders are not allowed to take advantage of their advantages to affect the rights and interests of the company, other shareholders in accordance with the law and the company's charter; is obliged to disclose information according to the provisions of law;
10. Keep the information provided by the company confidential in accordance with the company's charter and law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the company to other organizations or individuals.
11. Other obligations as provided for by the Enterprise Law and the company's charter.

## **ARTICLE 26: CHANGES OF THE RIGHTS**

1. The conducting of a meeting of shareholders holding a preference share to approve the change of rights is valid only when there are at least two (02) shareholders, or their authorized representatives, and holds at least one third (1/3) of the value of the face value of such preferred 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. The authorized representative of the shareholder as organization 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 authorize 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. Shareholders, named in the List of Shareholders entitled to attend the meeting of the General Meeting of Shareholders, may directly attend the meeting or authorize in writing the authorized representative to attend the meeting or through one of the the form specified in this Charter and the Corporate governance regulations. In case there is more than one authorized representative attending the meeting, the number of authorized shares for each representative must be specified.

2. The authorization for an authorized representative to attend a meeting of the General Meeting of Shareholders must be made in writing according to the civil law:

2.1. Have full 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 died, is restricted the civil act capacity or deprived the civil act capacity;

5.2. The authorizer terminatesthe authorization appointment;

5.3. The authorizer terminates 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: ORGANIZATION OF THE MANAGEMENT, ADMINISTRATION AND SUPERVISION OF THE COMPANY**

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

1. The General Meeting of Shareholders;
2. Board of Directors; and
3. 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. Elects, dismiss and remove the members of the Board of Directors;
- 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 causing damage to the Company and the shareholders of the Company;

1.9. Make decision on reorganization and dissolution of the Company;

1.10. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;

1.11. Approving Internal Governance regulations; Operation regulations of the Board of Directors;

1.12. Approved the list of independent auditing firms; decide the independent auditing company to inspect the company's operations, dismiss independent auditors when necessary;

1.13. 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. The Board of Directors decides to extend the time of holding the Annual General Meeting of Shareholder when needed, but not later than 06 months from the date of conclusion fiscal year end. In addition to the annual meeting, The General Meeting of Shareholders may hold an extraordinary meeting.

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 Chairperson 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 of members of the Board of Directors, independent members of the Board of Directors is less than the number of members as prescribed by law or the number of members of the Board of Directors is decreases more than one-third (1/3) of the number of Board of Director members stipulated in this Charter.

4.4. A shareholder or group of shareholders owning from 5% of the total number of common shares of the Company has the right to request convening the General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the shareholders concerned or the request to be made in many copies, in which each copy must be included the signature of at least one related shareholder.

4.5. 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 an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on the remaining number of members of the Board of Directors, independent member of the Board of Directors as stipulated in Clause 4.3 of this Article. If the Board of Directors does not convene a meeting of the General Meeting of Shareholders as stipulated in Clause 5.1 of this Article, the Chairperson and members of the Board of Directors must be responsible to the law and must compensate for any damage arising to the Company.

5.2. If the Board of Directors fails to convene the extraordinary General Meeting of Shareholders as prescribed in Clause 5.1 of this Article, within the next thirty (30) days, the shareholder or group of shareholders as prescribed in Clause 4.4 of this Article has the right to replace the Board of Directors to convene the General Meeting of Shareholders according to regulations. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if necessary.

5.3. All reasonable and legal costs for convening and conducting a meeting of the General Meeting of Shareholders will be reimbursed by the Company. These expenses do not include expenses spent by shareholders when attending the General Meeting of Shareholders, including expenses for accommodation and travel.

6. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least above 50% of the total number of voting shares.

6.1. If the first meeting does not have the necessary number of shareholders within sixty (60) minutes from the time of determining the opening of the General Meeting of Shareholders, the convenor of the meeting shall cancel the meeting. The notice of invitation to the second meeting must be sent within thirty (30) days from the intended date of the



first meeting of the General Meeting of Shareholders. The meeting of the General Meeting of Shareholders convened for the second time is conducted when the number of attending shareholders represents at least 33% of the total number of votes.

6.2. If the second meeting does not have the necessary number of shareholders within sixty (60) minutes from the time of determining the opening of the General Meeting of Shareholders, the convenor of the meeting shall cancel the meeting. The notice of invitation to the third meeting must be sent within thirty (30) days from the intended date of the second meeting of the General Meeting of Shareholders. In this case, the meeting of the General Meeting of Shareholders is conducted regardless of the total number of voting shares of the attending shareholders, is considered eligible and has the right to decide all the issues which intended to be approved at the first General Meeting of Shareholders.

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

1. The Annual General Meeting of Shareholders has the right to discuss and approve the following issues:

- 1.1. Short-term and long-term development plans of the Company;
- 1.2. The annual business plan of the Company;
- 1.4. Report of the Board of Directors and the members of Board of Directors on the management and the business operation results;
- 1.5. Other issues under their authority.

2. The Annual General Meeting of Shareholders and extraordinary General Meeting of Shareholders have the rights to approve 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 convertible bonds to stocks to existing shareholders, strategic partners;
- 2.6. Change the conditions for issuing convertible 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. Number of the Board of Directors members;
- 2.10. Elect, dismiss, remove and replace members of the Board of Directors;
- 2.11. The operation budget of the Board of Directors, including the remuneration and other benefits of the members of the Board of Directors; bonus of the Board of Directors and executives;
- 2.12. Examining and solving the violations of the Board of Directors 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 type are in line with the Law on Enterprises and the rights attached to that type of shares;
- 2.15. 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;
- 2.16. The Company contracts with the parties as stipulated in clause 1, 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. Approving the internal regulations on corporate governance, the Board of Directors' Operation Regulations;
- 2.22. Other issues in accordance with the law, this Charter, Corporate governance regulations and other Internal management regulations of the Company.

3. The contents passed in the Resolutions of the previous General Meeting of Shareholders have not been implemented yet, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. If there is any change to the content within the deciding competence of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

## **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 within ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. Authorization for a representative to attend a meeting of the General Meeting of Shareholders complies with Clause 2, Article 144 of the Law on Enterprises.

2.2. Prepare the agenda, meeting content and meeting documents in accordance with 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 in case of electing members of the Board of Directors;

2.4. Arranging the agenda, arranging reasonable venue and time for shareholders to attend, discuss and vote on each issue in the agenda of the General Meeting of Shareholders in accordance with Clause 5 Article 140 of the Law on Enterprises;

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 twenty one (21) 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 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 correct;

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;

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 Chairperson, 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 OF CONDUCTING MEETING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

1. Shareholders are considered 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 shareholders being late for the General Meeting of Shareholders have the right to register to attend the meeting immediately and then have the right to participate and vote at the meeting. The Chairperson 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 Chairperson of the Board of Directors shall act as the chairperson of the meetings convened by the Board of Directors; In case the Chairperson is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to be the Chairperson of the meeting according to the majority rule; In other cases, the person who signs to convene the General Meeting of Shareholders controls for the General Meeting of Shareholders to elect the Chairperson of the meeting and the person with the highest number of votes shall chair the meeting.

5. The Chairperson 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

Chairperson 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 less than 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. Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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. The vote counting is conducted by agree votes, disagree votes and non-opinion votes. The results of the vote counting shall be declared by the chairperson right before the closing of the meeting;

15. Members of the Board of Directors must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); In case of force majeure cannot attend, members of the Board of Directors must report in writing to the Board of Directors. In case the auditing report of the company's annual financial statements contains material exceptions, opposing opinions or refuses, the company must invite the representative of the approved auditing organization to audit the report. The company's financial statements attending the Annual General Meeting of Shareholders and the

representative of the approved auditing organization above are responsible for attending the company's Annual General Meeting.

#### **ARTICLE 34: APPROVAL OF DECISIONS 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 above 50% of the total number of shares with voting rights of all attending shareholders approve, except the cases stipulated in Clauses 3, 4 and 5, of this Article.

3. Decisions of the General Meeting of Shareholders at the meeting related to the following issues are passed when the number of shareholders representing from 65% of the total number of shares with voting rights of all attending shareholders approved:

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 convertible 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.



3.12. Approval of annual financial reports;

3.13. Extension of operating time;

3.14. The transaction contract specified in Clause 11, Article 59 of this Charter.

4. Voting members of the Board of Directors 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. Shareholders can allocate all or part of their total number of votes to one or more candidates. The elected members of the Board of Directors 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 (2) 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.

In case of election of members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors can be conducted by cumulative voting method as above or follow the voting method (agree, disagree, no opinion). The percentage of votes for approval by voting method shall comply with Clause 2, Article 34 of the Company's Charter or Clause 10, Article 36 of the Company's Charter.

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.

6. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the meeting of the General Meeting of Shareholders within 15 days from the date of its adoption by posting on the website of the company.

7. A resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of a preferred share owner is only approved if the number of preferred shareholders of the same type attending the meeting is from 75%. Total number of preferred shares of that type or more approved or approved by preferred shareholders of the same type owning 75% or more of such preferred shares in case of passing a resolution in the form of written opinion.

## **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 Chairperson 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. Issues approved and the proportion of shares with respective voting rights;
- 1.9. Signature of the Chairperson and 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 and might 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 147 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 ten (10) 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 141 of the Law on Enterprise. The requirements and way for sending the opinion form and enclosed documents comply with the regulation in Article 143 of the Law on Enterprise.

4. The opinion form must contain the following main contents:

4.1. Name and address of the head office, business code;

4.2. The purpose of opinion collection;

4.3. Full name, contact address, nationality, number of legal license of the individual in the case of an individual shareholder; name, business identification number or legal document number of the organization, head office address, for shareholders being an organization, or full name, contact address, nationality, number of legal license of an individual, with representatives of shareholders being organizations; the number of shares of each class and the number of votes of shareholders;

- 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 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, business code.
  - 6.2. The purpose and the issues that need to be consulted for approval of the decision;
  - 6.3. Number of shareholders with the total number of shares with voting rights has participated in the vote, in which distinguishing the number of shares with valid voting rights and the number of shares with invalid voting rights, together with an annex for the list of shares crowded vote;
  - 6.4. Total number of agree, disagree and non-opinion votes to each issue;
  - 6.5. The approved and the corresponding percentage of votes passed;
  - 6.6. Full name and signature of the Chairperson of the Board of Directors, the vote counting supervisor and the vote counting executive.
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. In case of passing a resolution of the General Meeting of Shareholders in the form of collecting written opinions, the resolution shall be passed if it is approved by a number of shareholders representing more than 50% of the total number of shares with voting rights.

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 date of receiving the minutes of the General Meeting Shareholders or minutes of the voting result of the General Meeting of Shareholders, Board of Director member, 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 seriously violate the regulations of the Law on Enterprise, this Charter, and Regulations of Corporate Governance; Except for the case specified in Clause 2, Article 152 of the Law on Enterprises;

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 nine (9) members; in which at least six (6) members must permanently reside in Vietnam and there is at least three (3) members of the Board of Directors are independent members.

3. The term the Board of Directors members is five (5) years and may be re-elected with an unlimited number of terms; An individual can only be elected as an independent member of the Board of Directors for no more than 2 consecutive 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.

4. The nomination and candidacy for members of the Board of Directors shall comply with the provisions of the Law on Enterprises, relevant laws and the following regulations:

a) If the candidate for the Board of Directors has been identified, the company must disclose information related to the candidate at least 10 days before the opening date of the General Meeting of Shareholders on the electronic information website of the company for the shareholders to research before voting;

b) If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or nominate organization in accordance with the company's Charter and Internal corporate governance regulations.

5. The Board of Directors is responsible to the shareholders for the company's operations; ensure that the company's operations comply with the provisions of law, the company's Charter and Internal regulations of the company; develop internal regulations on corporate governance to submit to the General Meeting of Shareholders for approval; appointing a person in charge of corporate governance and having other responsibilities and obligations in accordance with law, the company's Charter;

6. Report on the activities of the Board of Directors to be submitted to the Annual General Meeting of Shareholders according to the provisions of Point c, Clause 3, Article 139 of the Law on Enterprises and must ensure the following contents:

- a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors are specified in Clause 3, Article 163 of the Law on Enterprises.
- b) Summarize the meetings of the Board of Directors and the decisions of the Board of Directors.
- c) Report on transactions between the company, subsidiaries, with members of the Board of Directors and related persons of that member; transactions between a company and a company in which a member of the Board of Directors is a founding member or manager of an enterprise during the last 3 years prior to the transaction time.
- d) Operation of independent members of the Board of Directors and results of assessment of independent members on activities of the Board of Directors.
- đ) Activities of the Auditing Committee under the Board of Directors
- e) Operations of other subcommittees under the Board of Directors (if any).
- g) Monitoring results for the General Director.
- h) Monitoring results for other executives.
- y) Future plans.

### **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. Rights:

- a) Deciding the strategy, medium-term development plan and business plan, annual budget of the Company;
- b) Identifying operational objectives on the basis of strategic goals approved by the General Meeting of Shareholders;
- c) 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.
- d) Deciding the company's organizational structure, internal management regulations, deciding on the establishment of subsidiaries, branches, representative offices and capital contribution and share purchase of other enterprises;
- e) Approving the estimated cost, design and settlement of the investment projects approved at the General Meeting of Shareholders;
- f) Making decision on the offering price of bonds, stocks and convertible securities in case it is authorized by the General Meeting of Shareholders;
- g) 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;
- h) 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;
- i) 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;
- j) Submitting annual financial statements to the General Meeting of Shareholders;
- k) Proposing the reorganization and dissolution of the company; request for bankruptcy of the company;
- l) Proposing the types of stock to be issued and the total number of shares issued by each type;



- m) Proposing the issuance of bonds, convertible bonds into stocks and other warrants helping the holders buy stocks at a predetermined price;
- n) Proposing annual dividend rate and determining temporary dividend rate; organize the dividend payment;
- o) Other rights and obligations in accordance with the Law on Enterprises and the company's Charter.

### 3.2. Obligations

- a) Responsible to the shareholders for the company's operations.
- b) Treating all shareholders equally and respect the interests of persons with interests in relation to the company.
- c) Ensure the company's operations comply with the provisions of law, the Charter and internal regulations of the company.
- d) Developing internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval.
- e) Developing the Operation Regulations of the Board of Directors and submit them to the General Meeting of Shareholders for approval and publish on the company's website.
- f) Appointing person in charge of corporate governance.
- g) Monitoring and preventing conflicts of interest of members of the Board of Directors, members of the Audit Committee, General Director and other managers, including misuse of company assets and abuse related party transactions.
- h) Organizing training courses on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the company.
- i) Reporting on activities of the Board of Directors at the General Meeting of Shareholders.

### 4. The following issues must be approved by the Board of Directors:

- 4.1. Establishment, dissolution of branches or representative offices of the Company;
- 4.2. Establishment, dissolution, merger of subsidiaries and 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 163 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 Chairperson of the Board of Directors.

8. If a resolution or decision passed by the Board of Directors is contrary to the law, the resolution of the General Meeting of Shareholders or the company's Charter causes damage to the company, the members agree to approve those resolutions and decisions must be jointly responsible for such resolutions and decisions and must compensate to the company for any damage; Members who oppose the above resolutions or decisions are exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend or cancel the above resolutions or decisions. In this case, the company's shareholders have the right to request the Court to suspend or terminate the above resolutions or decisions.

#### **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 qualifications and experience in business administration or in the company's business lines and not necessarily a shareholder of the company, unless otherwise prescribed by the company's charter;

1.3. The related person is not currently undertaking or is authorized to hold the title of Chief Accountant of the Company;

1.4. Not concurrently being a member of the Board of Directors, General Director, or business executive for another enterprise operating in the jewelry manufacturing and trading industry; Watches, glasses;

1.5. Not own more than 10% of the charter capital of another company operating in the jewelry manufacturing and trading industry; Watches, Glasses, except for the case approved by the General Meeting of Shareholders;

1.6. The related person does not own or own separately the contributed capital or shares of more than 35% of the charter capital of another enterprise operating in the jewelry production and trading industry; Watches, Glasses, except for the case approved by the General Meeting of Shareholders;

1.7. Not concurrently being a member of the Board of Directors in more than five (5) other companies.

1.8. An independent member of the Board of Directors must satisfy the following criteria and conditions:

- a) Not being a person working for the company, parent company or subsidiary company; not be a person who has worked for the company, parent company or subsidiary company for at least 03 consecutive years;
- b) Not being a person receiving salary or remuneration from the company, except for the allowances that members of the Board of Directors are entitled to as prescribed;
- c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, biological brother, sister, or brother are major shareholders of the company; is a manager of a company or a subsidiary of a company;
- d) Not be a person directly or indirectly owning at least 01% of the total number of voting shares of the company;
- đ) Not being a person who used to be a member of the Board of Directors, Supervisory Board of the company for at least 05 consecutive years, except for the case of being appointed continuously for 02 consecutive terms.

1.9. Independent members of the Board of Directors must notify the Board of Directors of their failure to meet the criteria and conditions specified in Clause 8.1 of this Article and no longer be an independent member of the Board of Directors. from the date of failure to meet the criteria and conditions. The Board of Directors must notify the case of independent members The Board of Directors no longer meets the criteria and conditions at the nearest General Meeting of Shareholders or convenes the General Meeting of Shareholders to elect Supplement or replace independent members of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

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. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and must commit to perform their duties honestly if elected as a member.

Administrative Council. Information relating to candidates for the Board of Directors to be announced includes the following minimum contents:

- a. Full 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 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 shares with voting rights is entitled to nominate one (1) candidate; from 10% to less than 20% to nominate up to two (2) candidates; from 20% to less than 40% to nominate up to three (3) candidates; from 40% to less than 50% to nominate up to four (4) candidates; from 50% to less than 60% to nominate up to five (05) candidates; from 60% to less than 70% to nominate up to six (6) candidates; from 70% to 80% nominate up to seven (7) candidates; and from 80% to less than 90% nominate up to eight (8) candidates.

4. In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates according to the Company's Charter, Regulations on Corporate Governance and Operation Regulation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

In case the number of additional candidates nominated by the incumbent Board of Directors is still insufficient, the Board of Directors shall organize for other shareholders to nominate according to the provisions of the Company's Charter, Regulations on Corporate Governance and Operation Regulations of the Board of Directors. The nomination of additional candidates by other shareholders organized by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

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. In case there is a member of the Board of Directors who no longer has the member status under Clause 5 of this Article, at the nearest General Meeting of Shareholders the General Meeting of Shareholders will elect a new member to replace the defective member Board of Directors. The term of office of a new member of the Board of Directors shall be

counted from the effective date of appointment to the end of the term of office of a member of the Board of Directors specified in Clause 3, Article 38 of this Charter.

7. Members of the Board of Directors have full rights in accordance with the Law on Securities, relevant laws and the company's Charter, including the right to be provided with information and documents on financial and operational business situation of the company and its divisions.

8. Members of the Board of Directors have obligations as provided in the company's Charter and the following obligations:

- a) Performing personal duties honestly and prudently for the best interests of shareholders and the company;
- b) Attending all meetings of the Board of Directors and give opinions on the issues raised;
- c) Reporting promptly and fully to the Board of Directors about the remuneration received from subsidiaries, associated companies and other organizations;
- d) Reporting to the Board of Directors at the latest meeting about transactions between the company, subsidiary, company controlled by more than 50% of charter capital with members of the Board of Directors and other the member's related person; transactions between a company and a company in which a member of the Board of Directors is a founding member or manager of an enterprise within the most recent 3 years prior to the transaction time;
- đ) To disclose information when conducting stock transactions of the company in accordance with the law.

9. The independent members of the Board of Directors of the company must prepare an evaluation report on the activities of the Board of Directors.

10. Members of the Board of Directors receive remuneration for their work as members of the Board of Directors and 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.

11. The total amount paid to each member of the Board of Directors includes the remuneration, expenses, commissions, the right to buy shares and other benefits to be enjoyed by the Company, its subsidiaries and associated companies and other companies

where a member of the Board of Directors is the authorized representative must be disclosed in detail in the annual report of the Company.

12. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including costs incurred in attending meetings of the Board of Directors, or sub-committees of the Board of Directors or the General Meeting of Shareholders.

13. 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.

2.10. Other rights according to the provisions of this Charter, the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors.

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/she is unable to implement his/her 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 is oversold.

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 members of the Board of Directors directly implement the tasks assigned by the Chairperson, not authorize to another person. The specific tasks and rights of the member of the Board of Directors are as follows:

1.1. 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.

1.2. 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 under the law, before the General Meeting of Shareholders, and the Board of Directors for his/her behavior.

1.3. 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.

1.4. Report to the State Securities Commission, the Stock Exchange, and disclose information when trading shares of the Company in accordance with the law.

1.5. To perform their rights and duties in an honest and prudent manner for the best interests of shareholders and the Company;

1.6. 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 SUBCOMMITTEES OF THE BOARD OF DIRECTORS**

1. The Board of Directors has the right to establish its subcommittees to support the Board of Directors in accordance with the law.

2. The number of members of the Subcommittee 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 Subcommittee and one of them is appointed Head of the Subcommittee 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 Subcommittee 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 Subcommittee 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 Chairperson 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. Audit Committee or independent member of the Board of Directors;

4. The Board of Directors' meetings referred to in clause 3 of this Article must be conducted within seven (07) working days after there is request for the meeting. If the Chairperson of the Board of Directors does not accept the request to convene the meeting, the Chairperson 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. In case of a request from an independent auditor, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the operation of the Company.

6. The notice of the meeting of the Board of Directors must be sent in advance to the members of the Board of Directors at least five (5) days before the date of the meeting. The notice of a meeting of the Board must fully inform the agenda, time and place of the meeting, together with necessary documents on issues to be discussed and voted on at the meeting. The meeting invitation may be sent by post, fax, email or other means, but must be sure to reach 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 meeting. 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 General Director, other business executives and a third party's experts can attend the meeting of the Board of Directors at the invitation of the Board of Directors but cannot vote unless they themselves have the right to vote like a member 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 Chairperson of the meeting and the Chairperson'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 Chairperson 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 be 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 Chairperson of the meeting is present. 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 Chairperson 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 Chairperson 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.

#### **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 Directors.

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.

#### **ARTICLE 47: COMPOSITION OF THE AUDIT COMMITTEE**

1. Audit Committee is a professional body directly under the Board of Directors.

2. Audit Committee has two (02) members or more. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

3. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operations of the company and must not fall into the following cases:

- a) Work in the accounting and finance department of the company;
  - b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the three (03) previous years.
4. The Chairperson of the Audit Committee must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration, unless otherwise prescribed by the company's Charter set other higher standards.
5. The appointment of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

#### **ARTICLE 48: RIGHTS AND OBLIGATIONS OF THE AUDIT COMMITTEE**

The Audit Committee has the rights and obligations prescribed in Article 161 of the Law on Enterprises, Article 9 of Regulations on Organization and Operation of the Board of Directors, and the following rights and obligations:

- 1. Have the right to access documents related to the operation of the Company, exchange with other members of the Board of Directors, General Director, Chief Accountant and other managers to collect information serving the activities of the audit committee.
- 2. Have the right to request the representative of the approved auditing organization to attend and answer matters related to the audit financial statements at the meeting of the Audit committee.
- 3. Use legal, accounting or other consulting services outside when necessary.
- 4. Develop and submit to the Board of Directors risk detection and management policies; propose to the Board of Directors solutions to handle risks arising in the company's operations.
- 5. Make a written report to the Board of Directors when detecting that members of the Board of Directors, General Director and other executives fail to fulfill their responsibilities as prescribed in the Law on Enterprises and the company's Charter.
- 6. Formulating the Operation Regulation of the Audit Committee and submit it to the Board of Directors for approval.

## **ARTICLE 49: OPERATION REPORT OF INDEPENDENT BOARD OF DIRECTORS MEMBERS IN THE AUDIT COMMITTEE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

1. The independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the Annual General Meeting of Shareholders.
2. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:
  - a) Remuneration, operating costs and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the company's Charter;
  - b) Summarizing the meetings of the Audit Committee and conclusions and recommendations of the Audit Committee
  - c) Results of supervision of the company's financial statements, operations and financial status;
  - d) Assessment report on transactions between company, subsidiary, company with over 50% or more of its charter capital controlled by the company and members of the Board of Directors, General Director, Executive other business and its related people.
  - đ) Assessment results of the company's internal control and risk management system
  - e) Results of supervision of the Board of Directors, General Director and other executives of the Company;
  - g) Results of assessment of the coordination of activities between the Audit Committee with the Board of Directors, General Director and shareholders.

## **ARTICLE 50: MEETING OF AUDIT COMMITTEE**

1. Auditing Committee must meet at least twice a year. The minutes of the meeting are detailed, clear and must be kept fully. The minute maker and members of the Audit Committee attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall approve the decision by voting at the meeting, collecting opinions in writing or by another form prescribed by the Operation Regulation of the Audit Committee. Each Audit Committee member has one vote. Unless the Regulation on operation of the Audit Committee contains a higher rate, a decision of the Audit Committee



shall be adopted if it is approved by a majority of the attending members; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Audit Committee Chairperson.

## **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 and being 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, **watch, glasses;**

2.4. Not own more than 10% of the charter capital of another company operating in the jewelry manufacturing and trading industry; except for the case approved by the Board of Directors;

2.5. The related person does not own or own separately the contributed capital or shares of more than 35% of the charter capital of another enterprise operating in the jewelry production and trading industry; except for the case approved by the Board of Directors;

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 five (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 detail 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 Chairperson, Vice Chairperson 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 must be responsible for immediately informing the Board of Directors through the Audit Committee

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 (2/3) 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.

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 sixty (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/ she must send Letter of Resignation to the Board of Directors. Within sixty (120) days from the date of the Letter, the Board of Directors shall consider and make decision.

#### **ARTICLE 54: AUTHORIZATION AND DELEGATION OF THE GENERAL DIRECTOR**

1. The General Director has the right to authorize, delegate the Chief Operating Officer, the Division Director or other business executives in the Company to handle some of the Company's affairs on his behalf and take legal responsibility about his/her authorization, delegation.

2. The person authorized or delegated by the General Director must take legal responsibility to the General Director for the work performed by him / her.

3. Any authorization or delegation related to the Company's stamp must be made in writing and within a certain period of time.

#### **ARTICLE 55: MANAGEMENT ORGANIZATION STRUCTURE AND THE EXECUTIVES OF ENTERPRISES**

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 executives 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. Company 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 to support the corporate governance. The person in charge of corporate governance may concurrently act as the company secretary according to the provisions of Clause 5, Article 156 of the Law on Enterprises. The term of an Administrator is decided by the Board of Directors, not exceeding five (5) years.

2. The Administrator must meet the following standards:

- a. Having full civil act capacity and not being prohibited from establishing and managing an enterprise in accordance with the Law on Enterprises;
- b. Having legal knowledge;
- c. Not concurrently working for an independent audit company that is auditing the financial statements of the Company.

3. The Administrator has the following rights and obligations:

- a. Consult the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and the related work between the Company and shareholders;
- b. Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;
- c. Consult about the procedures of the meetings

- d. Advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - e. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
  - g. Supervising and reporting to the Board of Directors on information disclosure activities of the Company
  - h. Confidential information according to the provisions of law, this Charter and corporate governance regulations;
  - i. Other rights and obligations in accordance with provisions of law, this Charter and Corporate Governance Regulations.
4. The Board of Directors can dismiss the Administrator when necessary but not contrary to the current law on labor.

#### **ARTICLE 57: AUTHORIZED REPRESENTATIVE OF THE COMPANY AT OTHER ORGANIZATION**

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 197 of the Law on Enterprises.

## **ARTICLE 58: PRUDENT RESPONSIBILITY OF THE MEMBERS OF BOARD OF DIRECTORS, GENERAL DIRECTOR AND EXECUTIVES**

1. Members of the Board of Directors, General Director and other executives have the following responsibilities:

a) To exercise the assigned rights and obligations in accordance with the Enterprise Law, other relevant laws, the company's charter, and resolutions of the General Meeting of Shareholders;

b) Exercise the assigned rights and obligations in an honest, careful and best manner in order to ensure the maximum legal interests of the company;

c) Be loyal to the interests of the company and its shareholders; not abuse social status, position and use information, know-how, business opportunities, other assets of the company for self-interest or for the benefit of other organizations or individuals;

d) Promptly, fully and accurately notify the company of the contents specified in Clause 2, Article 164 of the Law on Enterprises;

đ) Other responsibilities as provided for by the Law on Enterprises and the company's Charter.

2. Members of the Board of Directors, General Director and other executives who violate the provisions of Clause 1 of this Article are personally or jointly responsible for compensating for lost benefits, returning benefits received and compensating for all damages to the company and third parties.

## **ARTICLE 59: HONEST RESPONSIBILITY AND AVOIDANCE OF INTEREST CONFLICTS OF THE COMPANY'S DIRECTOR**

1. The Company must gather and update the list of related people of the Company in accordance with the provisions of Clause 17, Article 4 of the Law on Enterprises and Clause 34, Article 6 of the Law on Securities and their respective transactions with the Company.

2. Members of the Board of Directors, Members of the Audit Committee, General Director and other business executives of the Company must declare their related interests with the Company, including:

2.1. Name, business 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, business 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. At the request of shareholders, the company must notify the list of related people and related interests to the General Meeting of Shareholders at the annual meeting;

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, authorized representatives of shareholders, members of the Board of Directors, Members of the Audit Committee, General Director and other business executives have the right to review, charge and copy a part or whole set of contents declared during working hours;

4.4. The Company must facilitate the persons specified at Point 4.2 of this Clause to access, view, extract and copy the list of related persons of the Company and other contents in the fastest and most convenient manner; must not be deterred, difficult seconds for them in exercising this right. The order and procedures for reviewing, extracting and copying the declaration of related persons and related interests are specified in the corporate governance regulations.

5. Members of the Board of Directors, Members of the Audit Committee, General Director and business executives are not allowed to use business opportunities that can bring benefits to the Company for personal purposes; at the same time not to use information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals.

6. Members of the Board of Directors, Members of the Audit Committee, General Director and enterprise executives are obliged to inform the Board of Directors of all interests that may conflict with the interests of the Company that may be acquired through economic entities, transactions or other individuals. The above subjects are only allowed



to use those opportunities when the members of the Board of Directors who have no related interests have decided not to investigate this matter.

7. Members of the Board of Directors, Members of the Audit Committee, General Director, business executives and people related to the above members are not allowed to use information that has not been published of the Company or disclosing to others to perform related transactions.

8. In case, being approved by the General Meeting of Shareholders, the Company will not grant loans, guarantees, or credits to members of the Board of Directors, Members of the Audit Committee, General Manager, business executives and related persons of the above-mentioned members or legal entities with which these persons have financial interests, except where the organizations 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 persons;

- Members of the Board of Directors, Members of Audit Committee, General Directors, business executives and their related persons;

10. The Board of Directors approves the contracts, transactions with a value less than 20% of the total value of assets recorded in the latest financial statements of the Company, by one resolution, with the majority of votes in favor, members of the Board of Directors have no related interests. In this case, the legal representative of the Company must send the members of the Board of Directors who have no related interests and at the same time post a draft contract at the head office or branch of the Company, translate or notify the main and important contents of the contract, transaction and relationships, interests of the object related to the contract or transaction. Board of Directors decides to approve the contract, transaction within fifteen (15) days from the date of listing.

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, member of Audit Committee, 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 COMPENSATION**

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, General Director, 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. Compensation costs include judgment costs, fines, actual payable amounts (including attorneys' fees) when resolving these cases to the extent permitted by law The Company can buy insurance for these people to avoid the compensation liability mentioned above.

#### **ARTICLE 61: RIGHTS TO INSPECT ACCOUNTING BOOKS AND DOCUMENTS**

1. Ordinary shareholders have the right to inspect books and documents, specifically as follows:

a) Ordinary shareholders have the right to examine, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning from 05% of the total number of common shares or more have the right to consider, look up, extract the minutes book and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

c) In case an authorized representative of a shareholder and a group of shareholders request to investigate books and documents, there must be a letter of authorization of the shareholder and group of shareholders that the person represents or a notarized copy of this authorization.

2. Members of the Board of Directors, 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 must archive this Charter and the amendments and supplements to the Charter, Certificate of business registration, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and any other documents as prescribed by law at the headquarters or another place provided that shareholders and the Business Registration Authority are informed of where these documents will be stored.

4. The Company Charter and the Corporate Governance Regulations must be published on the Company's website.

## **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 makes accounting books in Vietnamese and archive accounting records in accordance with the accounting law and relevant laws. These records must be accurate, updated, systematic and sufficient to prove and explain the Company's transactions.
5. 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.
6. 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 the accounts.

## **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 of 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, besides 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 the executives 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 Audit Committee to select one of these auditing company. Conduct an audit of the Company's financial statements for the following fiscal year on the terms and conditions agreed with the Audit Committee.

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 of Directors 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 (VAS) 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. 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.

3. 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.

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 Company fully, accurately and promptly discloses periodic and extraordinary information according to the provisions of the securities law on information disclosure to shareholders and the public investment. The Company fully, accurately and promptly discloses other information stating that information is likely to affect securities prices and affect decisions of shareholders and investors.



2. Reports and disclosures information about the organizational model, management and operation of the company; Corporate governance; Regarding the income of members of the Board of Directors, General Director; Reporting and information disclosure of members of the Board of Directors, members of the Audit Committee, General Director shall comply with the provisions of the law on securities.

3. The Company develops and issues regulations on company information disclosure in accordance with the Law on Securities and its guiding documents.

## **CHAPTER VI**

### **DISPUTE SETTLEMENT AND PROCEDURES**

#### **ARTICLE 70: INTERNAL DISPUTE SETTLEMENT**

1. Any shareholder of the Company has the right to appeal directly to the Board of Directors 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, General Director or the Executives.

Related parties try to resolve that dispute through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement of disputes and request each party to present information related to the dispute within thirty (30) working days from the date the dispute arises. In case of disputes related to the Board of Directors or the Chairperson of the Board of Directors, either party can request to appoint an independent expert to act as mediator for the dispute resolution process.

3. In case, the parties failure to reach a mediation decision within six (6) weeks of the commencement of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring that dispute to Arbitration or Court.

4. The parties shall bear their own costs related to procedures for negotiation and mediation. The payment of the Court's costs shall comply with the Court's judgment.

## **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 Arbitration or Court. General Director is the legal representative of the Company in the litigation stages.

## **CHAPTER VII**

### **EXTENSION AND TERMINATION OF OPERATION AND LIQUIDATION**

## **ARTICLE 72: 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 Meeting 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 (2) 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. Liquidation expenses;
  - 3.2. Salary debts, severance pay, social insurance and other benefits of the employee under the collective labor agreement and signed labor contract;
  - 3.4. Loans, if any;
  - 3.5. Other debts of the Company;
  - 3.6. The remaining after paying all the debts from item 3.1 to 3.6 above will be distributed to shareholders according to the proportion of capital contribution. Preferred shares have priority to be paid in advance.
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**

### **IMPLEMENTATION EFFECT**

#### **ARTICLE 74: TERMS OF ENFORCEMENT**

1. The supplement and amendment of this Charter must be considered and decided by the General Meeting of Shareholder. 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 April 16<sup>th</sup> 2022 and replaced the Charter dated on date.
3. This is the only and official Charter of the company, it shall be made in three (03) copies with the same legal value.
4. Copies or excerpts of the Company Charter are valid only when signed by the Chairperson or Vice Chairperson of the Board of Directors or the legal representative of the Company or by the agency / organization. authority to authenticate copies.

#### **CHAIRPERSON OF THE BOARD OF DIRECTORS**

**CAO THI NGOC DUNG**