



CÔNG TY CỔ PHẦN SỢI THỂ KỶ
CENTURY SYNTHETIC FIBER CORPORATION



CHARTER ON ORGANIZATION AND OPERATION

Ho Chi Minh City, June 2020

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INTRODUCTION

This Charter was approved in accordance with valid resolution No. 2014/NQ-ĐHĐCĐ/TK of the General Meeting of Shareholders officially held on 26 March 2014

Amended and supplemented under resolution No. 06-2016/NQ-DHDCD/TK of the General Meeting of Shareholders officially held on 28 March 2016

Amended and supplemented under resolution No. 01-2018/NQ-DHDCD/TK of the General Meeting of Shareholders officially held on 17 April 2018.

Amended and supplemented under resolution No. 04-2019/NQ-DHDCD/TK of the General Meeting of Shareholders officially held on 02 April 2019.

Amended and supplemented under resolution No. 02-2020/NQ-DHDCD/TK of the General Meeting of Shareholders officially held on 22 June 2020.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:

- a) "Charter Capital" means the amount of capital contributed by all shareholders and stated in article 5 of this Charter;
 - b) "Law on Enterprises" means the *Law on Enterprises* 60-2005-QH11 passed by the National Assembly on 29 November 2005;
 - c) "Law on Securities" means the Law on Securities dated 29 June 2006 and the Law which amended and supplemented some articles of the Law on Securities dated 24 October 2011;
 - d) "Date of Establishment" means the date on which the Company is issued with the initial Enterprise Registration Certificate (Business Registration Certificate);
 - e) "Manager" means the Managing Director, Deputy general director, chief accountant and other management positions in the Company approved by the [Board of Directors](#);
 - f) "Related Person" means any individual or organization stipulated in clause 17, article 4 of the *Law on Enterprises*;
 - g) "Major shareholders" are those shareholders as defined in clause 9, article 6 of the Law on Securities;
 - h) "Vietnam" means the Socialist Republic of Vietnam;
 - i) "Company" as mentioned in this Charter means Century Synthetic Fiber Corporation;
 - j) "Dividend" means net profit paid to each share either in cash or in kind from the Company's retained earnings after fulfilling its financial obligations;
 - k) "Share's market price" means the trading price in stock exchange or price determined by a professional valuation organization;
 - l) "Duration of Operation" means the duration of operation of the Company stated in article 2 of this Charter and the extended period (if any) passed by the General Meeting of Shareholders by a resolution;
2. In this Charter, any reference to one or more other provisions or documents includes amendments or replacements.
 3. Headings (chapters and articles of this Charter) are used for convenience only and shall not affect the contents of this Charter.
 4. Terms and terminologies which are defined in the Law on Enterprises (if not conflict with the subject or context) shall have the same meaning in this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY

Article 2. Name, form, head office, branch, representative office and duration of operation of the Company

1. Name of the Company:
 - Name in Vietnamese: CÔNG TY CỔ PHẦN SỢI THÉ KỶ

- Name in English: CENTURY SYNTHETIC FIBER CORPORATION
- Transaction name: CÔNG TY CỔ PHẦN SỢI THÉ KỸ
- Abbreviated name: CENTURY CORP



- Logo:

2. The Company is a shareholding company having legal entity status in compliance with applicable law of Vietnam.
3. Registered head office of the Company is:
 - Address: B1-1 Tay Bac Cu Chi Industrial Zone, Cu Chi District, Hochiminh City
 - Telephone: (028).37907565
 - Fax: (028).37907566
 - Email: century@hcm.vnn.vn/ csf@century.vn
 - Website: www.thekey.vn
4. The Company shall have 01 legal representative who shall be appointed by the Board of Directors by a written Resolution..
5. The Company may establish branches and representative offices in the areas of business in order to carry out the operational objectives of the Company in compliance with the decisions of the Board of Directors and to the extent permitted by law.

Registered branch of Century Synthetic Fiber Corporation is:

- Address: Road 8, Trang Bang Industrial Zone, An Tinh Ward, Trang Bang District, Tay Ninh province
- Telephone: (0276).3899 537
- Fax: (0276).3899 536
- Email: century@hcm.vnn.vn/ csf@century.vn
- Website: www.thekey.vn

Registered Representative Office of Century Synthetic Fiber Corporation is

- Address: 102-104-106 Bau Cat, Ward 14, Tan Binh District, Hochiminh City
- Telephone:
- Fax:
- Email: century@hcm.vnn.vn/ csf@century.vn
- Website: www.thekey.vn

6. Except for early termination of operation in accordance with clause 2, article 48. of this Charter, the Duration of Operation of the Company shall commence from the Date of Establishment and shall be indefinite.

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

Article 3. Operational objectives of the Company

1. Lines of business of the Company are: synthetic fiber manufacture and knitting
2. Operational objectives of the Company are to carry out all business activities within the registered scope of business and comply with applicable laws in order to generate profit for the Company, ensure benefits of its shareholders, contributing to value creation for the society and job creation for its employees.

Article 4. Scope of business and operations

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the Company's scope of business as published in the National Business Registration Portal and this Charter and in compliance with applicable law, and permitted to take appropriate measures to achieve the objectives of the Company.
2. The Company may carry out business activities in other sectors permitted by law and passed by the
3. General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares and founding shareholders

1. The Charter Capital of the Company is VND707,269,440,000 (seven hundred and seven billion two hundred sixty-nine million four hundred forty thousand dong).
2. The total amount of Charter Capital of the Company shall be divided into 70,726,944 (seventy million, seven hundred twenty-six thousand and nine hundred forty-four) shares. All the shares are ordinary shares with par value 10,000 VND/ share
3. Company may increase its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with law.
4. Shares of the Company on the date of approval of this Charter are ordinary shares.
 5. The Company may issue other classes of preference shares upon approval of the General Meeting of Shareholders and in accordance with law.
 6. Names, addresses, number of shares and other details about founding shareholders in accordance with the *Law on Enterprises* are stated in the attached Appendix 1. This Appendix is part of this Charter.
 7. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their percentage of ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares for which the shareholders do not register to subscribe shall be decided by the **Board of Directors** of the Company. The Board of Directors may allocate such shares to entities on such terms and manner as the Board of Directors considers appropriate, but must not sell such shares with conditions not more favorable than the conditions offered to existing shareholders except where shares are sold through the Stock Exchange by way of an auction.
 8. The Company may purchase shares issued by it (including preferential redeemable shares) in a manner stipulated in this Charter and applicable law. Shares redeemed by the Company shall be treasury shares and the Board of Directors may offer them for sale in a manner complying with this Charter, the *Law on Securities* and relevant guidelines.
 9. Company may issue other types of securities upon approval of the General Meeting of Shareholders and in accordance with law.

Article 6. Share certificates

1. The shareholders of the Company shall be issued with a share certificate corresponding to the number of shares and class of shares owned.
2. Share certificates must be sealed by the Company and must be signed by the legal representative of the Company in accordance with the *Law on Enterprises*. A share certificate must specify the number and class of shares held by a shareholder, the full name of the holder and other information as stipulated in clause 1, article 120 of the *Law on Enterprises*.
3. Within a period of 2 months from the date of submission of a complete application file for transfer of the ownership of shares as stipulated by the Company or within a period of 2 months (or such other period stipulated in the issue terms) from the date of full payment of the purchase price of shares as stipulated in the share issue plan of the Company, the owner of shares shall be issued with a share certificate. The owner of shares is not required to pay to the Company any expenses for printing the share certificate.
4. Where a share certificate is damaged, erased, lost, stolen or destroyed, the owner of such share certificate may request issuance of a new share certificate provided that such owner must provide evidence of ownership of shares and pay any related expenses to the Company.

Article 7. Other securities certificates

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates and similar documents) shall be issued with the seal and sample signature of the legal representative of the Company.

Article 8. Assignment of shares

1. All shares shall be freely assigned unless otherwise stipulated by this Charter and law. Shares listed on the Stock Exchange shall be assigned in accordance with the law on securities and securities market.
2. Shares which have not yet been paid in full shall not be assigned and entitled to related benefits such as right to receive dividends, right to receive shares issued to increase shareholding capital from equity or right to purchase new shares offered for sale.

Article 9. Revocation of shares

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall provide a notice and has the right to request such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.
2. The payment notice mentioned above must specify the new time-limit for payment (at least seven (7) days from the date of sending the notice) and place for payment, and the notice must clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.
3. The Board of Directors has the right to revoke shares which have not yet been paid for in full and on time in a case where the requirements in the above-mentioned notice have not been fulfilled.
4. Revoked shares shall be deemed to be shares entitled to be offered for sale. The Board of Directors may, by itself or by authorization, sell, re-distribute or resolve such shares to the persons who owned the revoked shares or to other entities on conditions and in the manners the Board of Directors considers appropriate.
5. Shareholders holding revoked shares must waive their status as shareholder with respect to such shares, but must still pay all relevant amounts plus interest of 150% of the base rate announced and applied by the State Bank of Vietnam at the time of revocation as decided by the Board of Directors from the date of revocation to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation or exempt partial or full amount.
6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE

Article 10. Organization, management and control structure

The organization, management and control structure of the Company shall comprise:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. Managing Director;

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders shall be the owners of the Company and shall have the rights and obligations corresponding to the number and class of shares owned by them. The shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. A person who holds ordinary shares shall have the following rights:
 - a) To attend and express opinions at the General Meeting of Shareholders and to exercise the

right to vote directly at the General Meeting of Shareholders or through an authorized representative or by a postal vote;

- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To assign freely shares which have been paid for in full in accordance with this Charter and applicable law;
 - d) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Company;
 - e) To sight, consult or make an extract of information relating to the shareholder and to request amendment of incorrect information, To get access to the list of shareholders who are qualified to attend the General Meeting of Shareholders. To sight, consult and make an extract or copy of the charter of the company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - f) If the Company is dissolved or is bankrupt, to receive a part of the remaining assets in proportion to the number of shares held in¹ the company after the Company has made payment to its creditors (including obligations to the State, taxes and fees) and the shareholders holding other classes of shares of the Company in accordance with law;
 - g) To request the Company to redeem shares in the cases stipulated in clause 1, article 129 of the *Law on Enterprises*;
 - h) Other rights stipulated in this Charter and by law.
3. A shareholder or a group of shareholders holding 5% of the total ordinary shares for a consecutive period of six months or more shall have the following rights:
- a. To nominate candidates to the **Board of Directors** and the **Board of Supervisors** in accordance with clauses 2, articles 24 and clause 2, article 36 of this Charter respectively;
 - b. To request the **Board of Directors** to convene a General Meeting of Shareholders in accordance with articles 114 and 136 of the *Law on Enterprises*;
 - c. To inspect and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
 - d. To request the **Board of Supervisors** to inspect each issue relating to the management and administration of the operation of the Company where it is considered necessary. The request must be made in writing and must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identification in respect of a shareholder being an individual; and the name, business registration code, permanent address, nationality, number of establishment decision or number of business registration in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected and purposes of the inspection;
 - e. Other rights stipulated in this Charter.

Article 12. Obligations of shareholders

A shareholder shall have the following obligations:

- 1. To comply with this Charter and the regulations of the Company; to observe resolutions of the General Meeting of Shareholders and the **Board of Directors**.
- 2. To attend meetings of the General Meeting of Shareholders and to exercise the voting right in the following manners:
 - (a) to physically attend and vote at the meeting;
 - (b) to authorize another person to attend and vote at the meeting;
 - (c) to attend and vote at the meeting via online medium, cast electronic vote or other electronic forms; or

- (d) to send voting ballot to the meeting via postal mail, email or fax..
- 3. To pay the purchase price of shares which have been registered for subscription.
- 4. To provide the correct address when registering to subscribe for shares.
- . To fulfil other obligations in accordance with applicable law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once every year. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four (4) months from the end of a financial year.
2. The **Board of Directors** shall organize the convening of the annual General Meeting of Shareholders and shall choose an appropriate place. The annual General Meeting of Shareholders shall decide the matters stipulated by law and by the Company Charter especially approval of annual financial statements and estimated budget for the next financial year. In case the Company's audited annual financial report has qualified auditor opinion, the Company may invite representative of the independent auditors to attend the General Meeting of Shareholders to provide explanation for relevant matters.
3. The **Board of Directors** must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The **Board of Directors** considers that it is necessary to do so in the interests of the company;
 - b. The annual balance sheet, semi-annual or quarterly reports or the audit report of a financial year reflects the loss of half of the equity in comparison with the amount at the beginning of the same period;
 - c. The number of members of the **Board of Directors** is reduced by more than 1/3 of the number of members required by this Charter;
 - d. A shareholder or a group of shareholders stipulated in clause 3 of article 11 of this Charter requests in writing to convene the General Meeting of Shareholders. Such request must clearly state the reason therefore and the purpose of the meeting, and must be signed by all related shareholders, or such request may be made in multiple copies, each of which must be signed by at least one related shareholder;
 - e. The **Board of Supervisors** requests to convene a meeting if the **Board of Supervisors** has a reason to believe that a member of the **Board of Directors** or a senior manager has committed a material breach of their obligations stipulated in article 160 of the *Law on Enterprises* or that the **Board of Directors** acts or intends to act outside the scope of its powers;
 - f. Other cases as stipulated by law and the Company Charter.
4. Convening of an extraordinary meeting of the General Meeting of Shareholders:
 - a. The **Board of Directors** must convene a meeting of the General Meeting of Shareholders within a time-limit of thirty (30) days from the date on which the number of remaining members of the **Board of Directors** is as stipulated in clause 3(c) of article 13 or from the date of receipt of a request stated in clauses 3(d) and 3(e) of article 13;
 - b. Where the **Board of Directors** fails to convene a meeting of the General Meeting of Shareholders in accordance with clause 4(a) of article 13, then within next thirty (30) days the **Board of Supervisors** must, in place of the **Board of Directors**, convene a meeting of the General Meeting of Shareholders in accordance with clause 5 of article 136 of the *Law on Enterprises*;
 - c. Where the **Board of Supervisors** fails to convene a meeting of the General Meeting of Shareholders in accordance with clause 4(b) of article 13, then within the next thirty (30) days the requesting shareholder or group of shareholders as stipulated in clause 3(d) has the right to convene, in place of the **Board of Directors** and the Board of Supervisors, a meeting of the General Meeting of Shareholders in accordance with clause 6 of article

136 of the *Law on Enterprises*.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration office to supervise the sequence and procedures for convening and conduct of a meeting if it deems to be necessary.

- d. All expenses for convening and conduct of a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

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

1. The annual General Meeting of Shareholders has the right to discuss and approve the following documents:
 - a. Audited annual financial statements
 - b. Reports of the [Board of Directors](#)
 - c. Reports of the Board of Supervisors;
 - d. Short-term and long-term developmental plans of the Company.
 - e. Decisions to amend and supplement the Company's charter, except the case whereby the chartered capital is adjusted due to new share offering which is in accordance with the permitted number of shares to be offered as stipulated in the Company's charter.
2. The annual and extraordinary General Meeting of Shareholders shall approve the following matters:
 - a) Approval of annual financial statements;
 - b) Rate of dividends paid annually for each class of shares in compliance with the *Law on Enterprises* and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the [Board of Directors](#) after consulting the shareholders at the General Meeting of Shareholders;
 - c) Number of members of the [Board of Directors](#);
 - d) Selection of an auditing company;
 - e) Election, dismissal, removal and replacement of members of the [Board of Directors](#) and of the Board of Supervisors;
 - f) Total remuneration of the members of the [Board of Directors](#) and reports on remuneration of the [Board of Directors](#);
 - g) Amendment of and addition to the Company Charter;
 - h) Class of shares and number of newly issued shares for each class of shares, and assignment of shares by founding members within the first three years of the Date of Establishment;
 - i) Division, separation, consolidation, merger or conversion of the Company;
 - j) Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - k) Inspection of and dealing with breaches by the [Board of Directors](#) or the Board of Supervisors which cause loss and damage to the Company and its shareholders;
 - l) Decision on transactions of selling assets of the Company or its branches or on purchase transactions with a value of thirty-five (35) per cent or more of the total value of assets of the Company and its branches recorded in the most recent audited financial statements;
 - m) Redemption by the Company of ten (10) per cent or more of any one class of issued shares;
 - n) The Managing Director concurrently acts as the Chairman of the [Board of Directors](#);
 - o) The Company or any branch of the Company enters into a contract with any person stipulated in clause 1 of article 162 of the *Law on Enterprises* with a value of twenty (20) per cent or more of the total value of assets of the Company and its branch recorded in the most recent audited financial statements;
 - p) Decision on number of legal representatives of the Company;

- q) Other matters as stipulated in this Charter and other regulations of the Company.
- 3. A shareholder shall not be entitled to vote in the following cases:
 - (a) Approval of contracts stipulated in clause 2 of article 14 of this Charter when such shareholder or a related person of such shareholder is a party to such contract;
 - (b) Redemption of shares by such shareholder or a related person of such shareholder except where such redemption is implemented on the basis of the ratio of ownership of all shareholders or such redemption is implemented via order matching or public offer on the Stock Exchange.
- 4. All resolutions and matters included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 15. Authorized representatives

- 1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize their representatives to attend. In a case where more than one representative is appointed, then the number of shares and the number of votes authorized to each representative must be specified.
- 2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing on the standard form of the Company and must be signed in accordance with the following provision:
 - (a) If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and the person or the legal representative of the organization being authorized to attend the meeting;
 - (b) If the authorized representative of a shareholding being an organization is the principal, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the person or the legal representative of the organization being authorized to attend the meeting;
 - (c) In other cases the power of attorney must be signed by the legal representative of the shareholder and of the person authorized to attend the meeting.
The person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.
- 3. Where a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with the Company).
- 4. Except for the case stipulated in clause 3 of article 15, the voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:
 - (a) The principal dies, or his capacity for civil acts is lost or is restricted;
 - (b) The principal has rescinded the appointment of authorization;
 - (c) The principal has rescinded the authority of the [particular] person carrying out the authorization.
This clause shall not apply in a case where the Company receives a notice of one of the above cases within 48 hours prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.
- 5. All restrictions by the principal on the authorized representative regarding the exercise of shareholders rights at the General Meeting of the Shareholders will not be effective on 3rd parties.

Article 16. Change of rights

- 1. The change or cancellation of any special right attached to a class of preference shares

shall take effect when such change or cancellation is approved by the shareholders holding at least sixty five (65) per cent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least sixty five (65) per cent of voting rights of the above class of preference shares. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via authorized representatives shall be deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

2. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in articles 18 and 20 of this Charter.
3. Unless otherwise stipulated in the terms of issue of shares, special rights attached to various classes of shares with preference rights with respect to some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting of General Meeting of Shareholders

1. The [Board of Directors](#) shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in clause 4(b) of article 13 or clause 4(c) article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must carry out the following duties:
 - (a) Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders no later than five (05) days before the date of commencement of conduct of the General Meeting of Shareholders;
 - (b) Prepare agenda;
 - (c) Prepare documents;
 - (d) Prepare draft resolutions in accordance with the tentative agenda;
 - (e) Determine time and venue for holding the General Meeting of Shareholders;
 - (f) Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - (g) Other works to serve the General Meeting of Shareholders.
3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders and at the same time shall be published on the websites of the Company, the Stock Exchange and the State Security Committee. The convener should send such notice to all the shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders at least fifteen (15) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of the Company. In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link of website address to all of the documents in order to enable the shareholders to access, including:
 - (a) agenda and documents to be used in the General Meeting of Shareholders;

- (b) list of and detailed information on candidates for the election of the Board of Directors and the Board of Supervisors;
 - (c) Voting slips
 - (d) Template for power of attorney;
 - (e) Draft resolutions for each matter in the agenda.
4. A shareholder or group of shareholders referred to in clause 3 of article 11 of this Charter has the right to propose any matter to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days before the opening day of the General Meeting of Shareholders. The proposal must contain full names of the shareholders, registered address, identification number, passport number or other identification form in case of individual shareholders, name of the shareholders, business registration number or establishment decision number, registered address of head office in case of institutional shareholders, number and class of shares held by those shareholders, and the items proposed to be included in the agenda.
 5. The convener of the General Meeting of Shareholders has the right to reject any proposal relating to clause 4 of article 17 in the following cases:
 - (a) The proposal was sent outside the stipulated time-limit or is incomplete, or is not relevant;
 - (b) At the time of the proposal, the shareholder or group of shareholders does not have at least
 - 5 per cent of the ordinary shares for a consecutive period of six months in accordance with clause 3 of article 12 of this Charter;
 - (c) The items proposed do not fall within the authority of the General Meeting of Shareholders for discussion and approval;
 - d) Other cases as stipulated by law and this Charter.

Article 18. Conditions for conducting meeting of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty-one (51) per cent of the voting shares.
2. Where the number of attendees required is insufficient within thirty (30) minutes from the stipulated time of opening the meeting, the convener of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within a period of thirty (30) days from the intended date of holding the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall be conducted only when the attending shareholders represents at least thirty-three (33) per cent of the voting shares.
3. Where a meeting convened for the second time is not able to be conducted due to an insufficient number of attendees required to be present within thirty (30) minutes from the stipulated time of opening the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting.; In such case, the meeting shall be conducted irrespective of the number of voting rights held by attending shareholders and shall be deemed valid and shall have the right to make decisions on all matters proposed to be passed at the first General Meeting of Shareholders.

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

1. Before the opening of the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and present have been registered.
2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards which agree with a

resolution shall be collected first, then the voting cards which do not agree, and finally the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, do not agree and abstentions or which are invalid in respect of each matter shall be announced by the Chairman [of a meeting] immediately after voting on such matter. The General Meeting of Shareholders shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the Chairman.

3. Any shareholder who comes to the General Meeting of Shareholders late shall be registered immediately and has the right to attend and vote at the meeting. The Chairman is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.
4. The Chairman of the Board of Directors shall act as Chairman of all meetings which are convened by the Board of Directors. In a case where the Chairman is absent or is not able temporarily to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting in accordance with principle of majority. In a case where there is no person who is able to act as Chairman, the member of the Board of Directors with the highest position shall arrange for the General Meeting of Shareholders to elect the Chairman of the meeting from amongst the persons attending the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting. In other cases, the person who signed the document convening a meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting.
5. The agenda and contents of matters to be discussed in the meeting shall be passed by the shareholders at the opening of the meeting. The agenda must clearly define detailed schedule for each matter in the agenda.
6. The Chairman may adjourn a meeting upon unanimous agreement or request of the General Meeting of Shareholders for which sufficient attendees are present as required in accordance with clause 8, article 142 of the Law on Enterprises.
7. The Chairman or secretary of a meeting of the General Meeting of Shareholders may conduct activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner or to enable the meeting to reflect the wishes of the majority of attendees.
8. The convener may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be checked or subject to security measures which the Board of Directors considers appropriate. Where any shareholder or authorized representative refuses to comply with the inspection rules or the security measures mentioned above, the convener may, after careful consideration, may reject or expel such shareholder or representative from the General Meeting of Shareholders.
9. The convener may, after careful consideration, take the measures which it considers appropriate to:
 - (a) Arrange seats at the venue of a meeting of the General Meeting of Shareholders;
 - (b) Ensure safety for the persons present at the venue of a meeting;
 - (c) Facilitate the shareholders to attend (or continue to attend) a meeting.

The convener has full powers to change the above measures and take all measures if it considers necessary. The measures taken may be the issuance of entry permits or use of

other forms of selection.

10. In a case where the General Meeting of Shareholders takes the above measures, then when determining the venue of the meeting, the convener may:

- (a) Notify that the meeting shall be conducted at the venue stated in the notice and the Chairman of the meeting shall be present there (Official Venue of the Meeting);
- (b) Implement the arrangement and organization so that the shareholders or authorized representatives who are unable to attend the meeting in accordance with this article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;

A notice of holding the meeting shall not be required to state the detailed measures for holding it in accordance with this article.

11. In this Charter (unless the context requires otherwise), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting.

The Company shall hold the General Meeting of Shareholders at least once per year. The annual

General Meeting of Shareholders shall not be held by way of collection of written opinions.

Article 20. Passing of resolutions of the General Meeting of Shareholders

1. Except for the case stipulated in clauses 2 and 3 of this article, a resolution of the General Meeting of Shareholders on the following matters shall be passed when there are fifty one (51) per cent or more of the total votes of the shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders:

- (a) Approval of annual financial statements;
- (b) Short-term and long-term developmental plans of the Company;
- (c) Election, removal, dismissal and replacement of members of the Board of Directors and of the Board of Supervisors and report on the appointment of the Managing Director (Executive Director) by the Board of Directors.

2. Election of the Board of Directors and Board of Supervisors shall be in accordance with clause 3 of article 144 of the Law on Enterprises.

3. Resolutions on the following matters shall be passed when there are sixty five (65) percent or more of the total votes of the shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders:

- (a) classes of shares and volume of shares offered for sale;
- (b) changes of business activities and business scope;
- (c) changes in organization structure, management of the Company;
- (d) investment project or transactions of purchase or sale of assets of the Company or its branches with a value of thirty five (35) per cent or more of the total value of assets of the Company calculated on the basis of the most recent audited financial statements or other smaller value as stipulated by the Company's charter;
- (e) re-organization or dissolution of an enterprise;
- (f) amendments of and additions to the Charter

4. Those resolutions of the General Meeting of Shareholders which is passed by 100% of the total number of votes of the shareholders with voting rights is legitimate and valid even if the sequence and procedures for passing those resolutions are not in accordance with the regulations.

Article 21. Authority and procedures for collection of written opinions in order to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collection of written opinions in order to pass a resolution of the General

Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders at any time if it is considered necessary in the

interests of the Company, including matters as stipulated in clause 2, article 143 of the Law on Enterprises.

2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The Board of Directors must ensure to send and publish the document to the shareholders within a reasonable period for their review and voting and must send at least fifteen (15) days prior to the expiry date of receipt of written opinion forms. Requirement and the method to send the written opinion form and attached documents must be in accordance with provisions in clause 3, article 17 of this Charter.
3. The written opinion form must contain the following basic details:
 - a. Name, head office address, number, date of issuance of the Enterprise Registration Certificate; place of business registration of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; and the name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or name, permanent address, nationality, the number of people's identity card of the authorized representative in respect of a shareholder being an organisation; the number of shares of each class and number of votes of the shareholder;
 - d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
 - e. Voting options, comprising agreement, non-agreement, or abstention with respect to each issue on which it is necessary to obtain opinions;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and of the legal representative of the Company.
4. Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization.

A written opinion form must be returned to the Company in a sealed envelope and no person shall be permitted to open the envelope prior to the vote-counting. Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened shall be invalid.
5. The written opinion form can be returned to the Company in the following ways:
 - (a) Postal mail: a written opinion form shall be in a sealed envelop and nobody shall open it until the time of vote counting;
 - (b) Fax or email: a written opinion form which is returned to the Company via email or fax shall be kept confidential until the time of vote counting.

Written opinion forms which are sent to the Company after the determined deadline or opened before the time of vote counting in case of postal mail or disclosed before the time of vote counting in case of email or fax shall be considered invalid. Written opinion form which are not returned to the Company will be considered as abstention.

6. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of the Board of Supervisors or of a shareholder not holding a management position in the Company. The minutes of vote-counting shall contain the following basic details:
 - (a) Name, head office address, number and date of issuance of the Enterprise Registration Certificate;
 - (b) Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass a resolution;

- (c) Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and method to send the written opinion form, including an appendix being a list of the shareholders having participated in the vote;
- (d) Total number of votes for, against and abstentions on each issue voted on;
- (e) Resolutions which have been passed;
- (f) Full name and signature of the Chairman of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote-counting.

The members of the Board of Directors and the person who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

- 7. The vote counting minutes must be sent to shareholders within fifteen (15) days from the date of completion of the vote-counting. In case the Company has a website, sending of vote counting minutes can be replaced by posting of the minutes on the Company's website within twenty four (24) hours of the completion of the vote counting.
- 8. Written opinion forms which were returned, the minutes of vote-counting, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be archived at the head office of the Company.
- 9. A resolution which is passed by way of collection of written opinions of shareholders must be approved by the shareholders representing at least 51% of the total number of voting shares and shall have the same validity as a resolution passed in a meeting of the General Meeting of Shareholders.

Article 22. Minutes of meeting of General Meeting of Shareholders

- 1. The conduct of the General Meeting of Shareholders shall be recorded in written minutes and can be recorded in form of audio records or other electronic form. The minutes shall be in Vietnamese and can be in English and shall contain the following details:
 - a. Name, head office address, number, date of issuance of the Enterprise Registration Certificate
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and matters to be passed;
 - d. Name of the Chairman and Secretary of the General Meeting of Shareholders;
 - e. Summary of the conduct of the General Meeting of shareholders and opinions raised in the meeting regarding the matters; Voting options, with respect to each issue on which it is necessary to obtain opinions;
 - f. Number of shareholders and number of voting rights held by attending shareholders, attached list of shareholders and representatives of shareholders attending the meeting with corresponding number of shares and voting rights;
 - g. Voting result for each matters to be passed, including voting method, total number of valid votes, number of invalid votes, agreement, non-agreement, or abstention, corresponding ratio for each voting criteria as a percentage of total number of voting rights held by attending shareholders
 - h. Matters being passed and corresponding passing rate;
 - i. Signatures of the Chairman and of the secretary of the General Meeting of Shareholders.

The minute in Vietnamese and English language shall have equal legal validity. In case there is a discrepancy between the content of the Vietnamese and English version of the minutes, the Vietnamese version will prevail.

- 2. The minute shall be made and passed by the General Meeting of Shareholders before conclusion of the meeting. The Chairman and secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the minutes.
- 3. The minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty-four (24) hours and must be sent to all shareholders within fifteen (15)

days from the end of the General Meeting of Shareholders.

4. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of work conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is provided in accordance with the stipulated procedures within a time-limit of ten (10) days from the date of sending the minutes.

5. The minutes must be in Vietnamese, must be signed for certification by the Chairman of the meeting and the Secretary, and must be made in accordance with the *Law on Enterprises* and this Charter. All records, minutes, books of signatures of attending shareholders and documents authorizing to attend the meeting must be kept at the head office of the Company.

Article 23. Demand for cancellation of resolutions of General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms at the General Meeting of Shareholders, , members of the Board of Directors, members of the Board of Supervisors and the Managing Director , a shareholder or a group of shareholders holding 5% or more of common shares for consecutive 6 months have the right to request a court or an arbitrator to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening a meeting of the General Meeting of Shareholders or to get shareholders' written opinion did not comply with the *Law on Enterprises* and the Company Charter, except the cases as stipulated in clause 4, Article 20 of this Charter.
2. The content of the resolution breached the law or the Company Charter.

In a case where a resolution of the General Meeting of Shareholders is cancelled in accordance with a decision of a court or an arbitrator, the convener of a meeting of the General Meeting of Shareholders at which such resolution is cancelled may consider re-organizing the General Meeting of Shareholders within 60 day(s) in accordance with the sequence and procedures stipulated in the *Law on Enterprises* and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Nomination, Self-nomination, Composition and term of office of members of Board of Directors

1. In case a candidate to the Board of Directors can be determined in advance, the information about the candidate shall be included in the document for the General meeting of shareholders and shall be disclosed at least 10 days prior to the opening of the General Meeting of shareholders at the Company's website so that shareholders can study the candidate before the election. A candidate to the Board of Directors should make a written declaration regarding the truthfulness, accuracy, reasonability of disclosed personal information and should make commitment to fulfill his/her duties honestly if him/her is elected as a member to the Board of Directors. The following minimum information about the candidate is required:

- (a) Full name, date of birth
 - (b) Education
 - (c) Professionalism
 - (d) Working experience
 - (e) List of companies in which the candidate holds position of Board Member or managerial position
 - (f) Report on performance and contribution of the candidate to the Company, in case the candidate is already the member to the Board of Directors
 - (g) Conflict of interest regarding the Company
 - (h) Name of shareholders or group of shareholders nominated this candidate
 - (i) Other information (if any)
2. The Board of Directors shall have at least 5 members and not more than seven (07)

members. The number of members of the Board of Directors for each tenure and period should be approved by the General Meeting of Shareholders upon proposals of the Board of Directors.

The term of office of the Board of Directors shall be five (5) years. The term of office of a member of the Board of Directors shall not exceed five (5) years; members of the Board of Directors may be re-elected for an unlimited number of terms. The total number of non-executive members of the Board of Directors or the total number of independent members of the Board of Directors (applicable to a large-scale public company and a listed company) must account for at least one-third of the total number of the members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors shall be determined by the method of rounding downwards.

3. The shareholders holding voting shares for a consecutive period of at least six (6) months have the right to aggregate the number of voting rights of each shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (1) candidate; from 10% to less than 30% to nominate two (2) candidates; from 30% 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 (5) candidates; from 60% to less than 70% to nominate up to six (6) candidates; from 70% to 80% to nominate up to seven (7) candidates; and from 80% to less than 90% to nominate up to eight (8) candidates.
4. Where the number of candidates to the Board of Directors by way of standing for election or nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the internal rules on corporate governance. The mechanism for nomination or the method of nominating candidates to the Board of Directors by the incumbent Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before commencing the nomination.
5. The status as a member of the Board of Directors shall be terminated in the following cases:
 - (a) Such member is ineligible to be a member of the Board of Directors in accordance with the *Law on Enterprises* or is prohibited from being a member of a Board of Directors by law;
 - (b) Such member sends a written application for resignation to the head office of the Company;
 - (c) Such member suffers a mental disorder and the other members of the Board of Directors have professional evidence that such person has lost capacity for civil acts;
 - (d) Such member did not attend any meeting of the Board of Directors for a consecutive period of six (6) months, except in case of force majeure;
 - (e) Such member is dismissed by a decision of the General Meeting of Shareholders;
 - (f) Such candidate provided inaccurate information to the Company;
 - (g) Other case as stipulated in the laws and charter.
6. The appointment of members of the Board of Directors must be disclosed in accordance with the law on securities and securities market.
7. Members of the Board of Directors may not be the persons holding shares of the Company.

Article 25. Powers and duties of Board of Directors

1. Business activities and affairs of the Company must be supervised and directed by the Board of Directors. The Board of Directors is the Authority with full powers to exercise all rights and obligations of the Company, which are not belongs to the General Meeting of

Shareholders.

2. The rights and obligations of the Board of Directors shall be as stipulated by law, the Company Charter and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. To make decisions on strategies, medium and long-term plans for development, annual business plan, and annual budgets;
 - b. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
 - c. To appoint and remove, sign and terminate employment agreement with managers of the Company at the request of the Managing Director; and to make decisions on their salary;
 - d. To make decisions on the organizational structure of the Company, establishment of subsidiaries, branches, representative offices and capital contribution and acquisition of stakes in other companies;
 - e. To approve internal rules on corporate governance after being approved by the General Meeting of Shareholders in order to protect shareholders effectively;
 - f. To approve agenda, and content of documents to the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to get shareholders' written opinion to pass resolution; To resolve claims of the Company against managers and to make decisions to select representatives of the Company to resolve issues relating to legal proceedings against such managers;
 - g. To propose classes of shares which may be issued and the total number of shares of each class to be issued;
 - h. To present audited financial report and corporate governance report to the General meeting of Shareholders;
 - i. To propose the issuance of convertible bonds and bonds with warrants;
 - j. To determine the price of bonds, shares offered for sale if so authorized by the General Meeting of Shareholders;
 - k. To propose annual dividend rates and to determine the deadline and procedures for payment of dividends;
 - l. To propose the re-organization or dissolution of the Company. To report to the General Meeting of Shareholders the appointment of Managing Director by the Board of Directors;
 - m. To supervise and direct the Managing Director and other managerial officer;
 - n. Rights of members of Board of Management to be provided with information
Members of the BOD must send inquiry letter to the Managing Director for requesting information, specifying: (i) the document needed to provide the information, and (ii) purposes of providing the information. The inquiry letter should be simultaneously sent to the Chairman of the BOD and the Board of Supervisors. The request should be ensured the following principles:
 - The content of the requesting information must be in the scope under the BOD's responsibilities and duties in accordance with the prevailing law and the Company's Charter.
 - Not require the information provided earlier or the information already published according to legal regulations.The BOD's members are obliged to keep confidentiality of the information and only reveal in case of The State agencies' requests or in mandatory upon the legal regulations.
After providing information, the BOD's members are responsible to report to the Chairman of the BOD on the use of the provided information. The report should be also sent to the Managing Director and the BOS to acknowledge.
 - o. Other rights and obligations (if any).

3. The following matters must be approved by the Board of Directors:
 - (a) Establishment of branches or representative offices of the Company;
 - (b) Establishment of subsidiaries of the Company;
 - (c) Within the scope of clause 2, article 149 of the Law on Enterprises and except for the case stipulated in clause 2, article 135 and clauses 1 and 3, article 162 of the Law on Enterprises in which the approval of the General Meeting of Shareholders is required, the Board of Directors shall from time to time make decisions on the performance, amendment or cancellation of contracts of the Company (including contracts for purchase, sale, merger and takeover of companies and joint ventures);
 - (d) Appointment and removal of any person authorized by the Company to act as a commercial representative or lawyer of the Company;
 - (e) Borrowing and implementation of mortgages warranties guarantees and payment of compensation by the Company;
 - (f) Investments not included in the business plans and budgets or investments exceeding ten (10) per cent of the planned value and in annual business budgets;
 - (g) Purchase or sale of shares or capital contribution in other companies established in Vietnam or overseas;
 - (h) Valuation of assets contributed to the Company which are not in cash relating to the issuance of shares or bonds of the Company, comprising gold, land use rights, intellectual property rights, technology and technological know-how;
 - (i) Purchase or recovery by the Company of no more than ten (10) per cent of shares of each class offered during the last 12 months;
 - (j) Business issues or transactions which require approval as decided by the Board of Directors within the scope of its powers and responsibilities;
 - (k) Decision on purchase price or on recovery of shares of the Company;
4. The Board of Directors must make a report to the General Meeting of Shareholders on its activities, in particular the supervision of the Board of Directors in respect of the Managing Director and other managers within a financial year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Directors.
5. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize lower level staff and managers to deal with work on behalf of the Company.
6. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Directors as agreed within the Board of Directors or shall be distributed [amongst all members] equally if the Board of Directors fails to reach an agreement.
7. The total amount of money paid to each member of the Board of Directors comprising remuneration, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiary companies and affiliated companies and other companies in which a member of the Board of Directors is the capital contribution representative must be disclosed in detail in the annual report of the Company. Remuneration for members of the Board of Director should be shown in separate section of the annual report.
8. Any member of the Board of Directors who holds a management position or who works in a sub- committee of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum wage on each occasion, [or] salary, commission, profit percentage or other form as decided by the Board of Directors.
9. Members of the Board of Directors shall be entitled to reimbursement of all travel and

accommodation expenses and other reasonable expenses paid by them when performing their responsibilities as a member of the Board of Directors, including expenses arising out of attending meetings of the General Meeting of Shareholders, of the Board of Directors or of sub- committees of the Board of Directors.

Article 26. Chairman and Vice Chairman of Board of Directors

1. The General Meeting of Shareholders or the Board of Directors must select one of the members of the Board of Directors to elect as Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not act concurrently as the Managing Director of the Company. Approval shall be required at the annual General Meeting of Shareholders for the Chairman of the Board of Directors to act concurrently as the Managing Director.
2. The Chairman of the Board of Directors is responsible to convene and to chair the General Meeting of Shareholders and meetings of the Board of Directors, and concurrently has other rights and responsibilities stipulated in this Charter and in the *Law on Enterprises*. The Vice Chairman has the rights and obligations to act as the Chairman in case of being authorized by the Chairman of the Board of Directors but only when the Chairman has informed the Board of Directors for his absence or any event of force majeure occurs or losing his capacity to perform his duties. If the Chairman has not authorized the Vice Chairman, then the remaining members of the Board of Directors shall designate the Vice Chairman. In the event that both the Chairman and Vice Chairperson are temporarily unable to carry out their duties for any reason, the Board of Directors may appoint another member among them to perform the Chairman's duties on majority principle.
3. The Chairman of the Board of Directors is responsible to ensure that the Board of Directors sends annual financial statements, operational reports of the Company, audit reports and inspection reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.
4. The Chairman of the Board of Directors can be dismissed upon a resolution of the Board of Directors. Where the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect another person for replacement within a period of ten (10) days.

Article 27. Meetings of Board of Directors

1. If the Board of Directors elects the Chairman, the initial meeting of a term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven working days from the date of completion of the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect by a majority vote a person amongst themselves to convene the meeting.
2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, and must prepare the agenda, time and venue of a meeting within at least five (5) working days before the proposed date of such meeting. The Chairman may convene a meeting at any time considered necessary, but there must be at least one (01) meeting every quarter.
3. The Chairman of the Board of Directors shall convene an extraordinary meeting when it is deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors which shall not be delayed without a legitimate reason, when any of the following entities makes a written request stating the purpose of the meeting and the matters to be discussed:
 - (a) The Managing Director or at least five managers;
 - (b) At least two (2) members of the Board of Directors;
 - (c) An Independent Board Member;

(d) The Board of Supervisors.

4. Meetings of the Board of Directors stipulated in clause 3 of article 27 must be conducted within a time-limit of seven (7) working days after receiving the request as stipulated in clause 3 of this article. If the Chairman of the Board does not accept to convene a meeting as requested, then the Chairman must be liable for any loss and damage caused to the Company; the person making the request as referred to in clause 3 of article 27 may himself/herself convene a meeting of the Board of Directors.
5. Where an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the status of the Company.
6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board of Directors and as agreed by the Board of Directors.
7. The notice of a meeting of the Board of Directors must be sent to the members of the Board of Directors and the Board of Supervisors at least five (5) days before holding the meeting; the members of the Board of Directors may refuse the notice of invitation in writing and such refusal may be changed or aborted by a written notice by that member. The notice of the meeting of the Board of Directors must be in writing and in Vietnamese, and must provide complete information about the agenda, contents of matters to be discussed, time and venue of the meeting, accompanied by necessary documents regarding the matters to be discussed and voted on at the meeting of the Board of Directors and voting slips for the members of the Board of Directors who are unable to attend the meeting.
The notice of invitation shall be sent by post, fax, electronic mail or other method guaranteed to reach the address of each member of the Board of Directors as registered with the Company.
8. The first meeting of the Board of Directors shall be permitted to implement resolutions if at least three quarters of the members of the Board of Directors are present in person or via their representatives (being authorized representatives) if approved by majority of the members of the Board of Directors.
In a case where the number of attending members is not sufficient as stipulated, the meeting must be re-convened within a period of seven (07) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Directors attend.
9. A meeting of the Board of Directors may be held by way of an online conference between the members of the Board of Directors when all or a number of members are at different places, provided that each attending member is able to:
 - a) Hear each other member of the Board of Directors expressing their opinions in the meeting;
 - (b) Express his/her opinions at the same time as other attending members.The communication between the members may be implemented directly via telephone or by other means of communication (including the use of such means at the time of approving the Charter or thereafter) or by a combination of such means. The members of the Board of Directors who attend such a meeting shall be deemed physically present at such meeting. The venue of the meeting to be held in accordance with this provision shall be the venue where the group having the largest number of members of the Board gathers, or shall be the venue where the Chairman of the meeting is present if there is no such a group.
Resolutions to be passed at a meeting via telephone which is duly held and conducted shall take effect immediately after the closing of the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the minutes.
10. A member of the Board of Directors can send the voting slip to the meeting via postal mail, fax, email. In case the voting slip is sent to the meeting via postal mail, it should be in a sealed

envelop and sent to the Chairman of the Board of Director at least 1 hour prior to the opening of the meeting. Such a voting slip shall be opened in front of the meeting's attendants.

11. Voting.

- (a) Except for point (b), clause 11 of article 27, each member of the Board of Directors or authorized person in accordance with clause 8 of this article, who is present in his or her capacity as an individual at a meeting of the Board of Directors shall have one vote;
 - (b) A member of the Board of Directors shall not be permitted to vote on any contract, transaction or proposal in which such member or any related person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;
 - (c) Pursuant to point (d), clause 11 of article 27, when an issue arises at a meeting of the Board of Directors relating to the interests or voting right of a member of the Board of Directors, who do not voluntarily waive his/her voting right, the decision of the Chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;
 - (d) Any member of the Board of Directors who benefits from any contract stipulated in points (a) and (b), clause 4 of article 34 of this Charter shall be deemed to have a material interest in such contract.
12. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction is responsible to disclose such interest at the first meeting where the Board of Directors considers the signing of such contract or transaction. Where a member of the Board of Directors is not aware that such member and his/her related person has an interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
13. The Board of Directors shall pass decisions and issue resolutions on the basis of the consent of the majority of members of the Board of Directors present (more than fifty (50) per cent). Where the number of votes for and against are equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote.
14. A resolution by way of collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting which is convened and held in accordance with the normal practice.
15. The Chairman of the Board of Directors is responsible to deliver the minutes of a meeting of the Board of Directors to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within a time-limit of ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and must bear the signatures of the Chair person, secretary and all attending members of the Board of Directors or the minutes shall be made into multiple copies and each copy shall bear the signature of at least one (1) attending member of the Board of Directors.
16. The Board of Directors may establish and authorize sub-committees. Such a sub-committee may consist of one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. During the course of performance of authorized, the sub-committees must comply with the rules stipulated by the Board of

Directors. Such rules may govern or permit the admission of additional persons who are not members of the Board of Directors to a sub-committee mentioned above and permit such persons to vote in the capacity as a member of the sub-committee, but (a) must ensure that the number of external members is less than half of the total number of members of the sub-committee, and (b) resolutions of the sub-committee shall take effect only when the majority of members attending and voting at a meeting of the sub-committee are members of the Board of Directors.

17. The implementation of resolutions of the Board of Directors of sub-committees under the Board of Directors or of a person with the status as a member of a sub-committee of the Board of Directors shall be deemed to be in accordance with the prevailing regulations and the Company's charter.

Article 28. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer in order to support the conduct of corporate governance effectively. A tenure of a Corporate Governance Officer shall be decided by the Board of Directors but shall not exceed 5 years.
2. A Corporate Governance Officer shall meet the following requirements:
 - (a) To have legal knowledge;
 - (b) Do not concurrently work for an independent auditing firm which is auditing the Company's financial reports;
 - (c) Other criterion as required by the laws, this Charter and decisions of the Board of Directors
3. The Board of Directors may dismiss the Corporate Governance Officer if it is necessary but such dismissal should not violate the prevailing regulations on employment. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.
4. The Corporate Governance Officer shall have the following rights and obligations:
 - a. To advise the Board of Directors on organization of the General Meeting of Shareholders in accordance with regulations and other matters relating to the Company and shareholders;
 - b. To prepare for General meetings of Shareholders, meetings of the Board of Directors, meetings of the Board of Supervisors at the request of the Board of Directors, the Board of Supervisors;
 - c. To advise on the proceedings of the meetings;
 - d. To attend meetings
 - e. To advise on the procedures to issue resolutions of the Board of Directors in accordance with regulations
 - f. To provide financial data, copies of Board of Directors' meetings minutes and other documents to the Members of the Board of Directors, the Board of Supervisors
 - g. To supervise the public disclosure activities and report to the Board of Directors on this activity;
 - h. To protect confidential information in accordance with regulations and the Company's Charter;
 - i. Other rights and obligations in accordance with regulations and the Company's Charter.

VIII. MANAGING DIRECTOR, OTHER MANAGERS AND SECRETARY OF COMPANY

Article 29. Organization of managerial apparatus

The managerial system of the Company must ensure that the managerial apparatus is liable to the Board of Directors and is under the leadership of the Board of Directors. The Company shall have a Managing Director, Deputy Managing Director, one chief accountant and other positions appointed by the Board of Directors.

The appointment, removal or dismissal of any position mentioned above must be implemented by a

duly approved resolution of the Board of Directors.

Article 30. Managers

1. The Managing Director is entitled to recruit managers required within the quantity and with the quality complying with the managerial structure and practice of the Company. Managers must be diligent as required for the operations and organization of the Company to achieve the stated objectives.
2. Salary, remuneration, benefits and other terms in the labour contract with the Managing Director shall be decided by the Board of Directors, and labour contracts with other managers shall be decided by the Board of Directors after consulting the Managing Director.

Article 31. Appointment, removal, duties and powers of the Managing Director

1. The Board of Directors shall appoint a member of the Board of Directors or another person to be the Managing Director and shall enter into a contract which specifies the salary, remuneration, interests [benefits] and other related terms. The information about salary, allowances and benefits of the Managing Director must be reported at the annual General Meeting of Shareholders, must be shown in a separate section in the annual financial report and must be stated in the annual report of the Company. The term of office of the Managing Director shall be five (5) years and may be re-appointed. The appointment may become invalid pursuant to the provisions in the labour contract. The Managing Director must not be prohibited by law to hold such position and must satisfy standards and requirements in accordance with the regulations and the Company's Charter.

2 The Managing Director has the following powers and responsibilities:

- (a) To implement resolutions of the Board of Directors, and of the General Meeting of Shareholders, business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - (b) To make decisions on all matters which do not require a resolution of the Board of Directors., including the signing of financial and commercial contracts on behalf of the Company, and on the organization and operation of day-to-day business and production activities of the Company in accordance with best management practices;
 - (c) To make recommendations on the number and category of managers the Company needs to recruit for appointment or removal when it is necessary for the purpose of conducting good management activities as proposed by the Board of Directors; and to decide salary, remuneration, benefits and other terms of labour contracts of managers;
 - (d) To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointment and dismissal and other terms relating to their labour contracts;
 - (e) On 31st October in each year, the Managing Director must submit a detailed business plan for the next financial year to the Board of Directors for its approval on the basis of satisfying the requirements of appropriate budget and the five-year financial plan;
 - (f) To implement business plan and investment plan of the Company;
 - (g) To propose measures to improve the operation and management of the Company;
 - (h) To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as an estimated budget) to service long-term, annual and quarterly management activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each financial year must be submitted to the Managing Director for his/her approval and must contain information as stipulated in the rules of the Company;
 - (i) To carry out other activities in accordance with this Charter, the rules of the Company, resolutions of the Board of Directors, the labour contract of the Managing Director, and law.
4. The Managing Director is responsible before the Board of Directors and the General Meeting of Shareholders for implementation of assigned duties and powers, and must report to such authorities if so required.

5. Board of Directors may remove the Managing Director upon consent of the majority of the attending members of the Board of Directors with voting rights, and appoint a new Managing Director for replacement.

Article 32. Secretary of Company

The Board of Directors shall appoint one or more persons to act as secretary of the Company with a term of office and other terms as decided by the Board of Directors. The Board of Directors may remove the secretary of the Company when considered necessary but not contrary to the applicable law on labour. The Board of Directors may also appoint one or more secretary assistants of the Company from time to time. The role and duties of the secretary of the Company shall comprise:

1. Prepare meetings of the Board of Directors, of the Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors.
2. Provide advice on procedures for meetings.
3. Attend meetings.
4. Ensure that resolutions of the Managing Director comply with law.
5. Provide financial information, copies of minutes of meetings of the Managing Director and other information to the members of the Board of Directors and the Board of Supervisors.

The secretary of the Company is responsible to keep information confidential in accordance with law and this Charter.

IX. DUTIES OF MEMBERS OF BOARD OF DIRECTORS, MEMBERS OF BOARD OF SUPERVISORS, MANAGING DIRECTOR AND OTHER MANAGERS

Article 33. Responsibility to be prudent

Members of the Board of Directors, members of the Board of Supervisors, the Managing Director and other managers are responsible to perform their duties including duties in the capacity as a member of a sub-committee of the Board of Directors in an honest manner in the best interests of the Company and with the degree of prudence which a prudent person must have in order to fill corresponding positions under similar circumstances.

Article 34. Responsibility to be honest and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the Managing Director and other managers shall disclose related interest in accordance with provisions of article 159 of the Law on Enterprises and other regulations.
2. Members of the Board of Directors, members of the Board of Supervisors, the Managing Director and other managers are not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.
3. Members of the Board of Directors members of the Board of Supervisors, the Managing Director and other managers are obliged to notify the Board of Directors of any interest which may conflict with the interests of the Company and which they may be entitled to via other economic legal entities, transactions or individuals. The content of the disclosure shall contain the following:
 - (a) Name, business registration number, address of head quarter, registered lines of business of the enterprise that they contribute capital or have share ownership, percentage of ownership and time of capital contribution or share acquisition;
 - (b) Name, business registration number, address of head quarter, registered lines of business of the enterprise that their related persons have jointly or separately hold 10% or more share of chartered capital;
 - (c) Name, business registration number, address of head quarter, registered lines of business of the enterprise that they contribute capital or have share ownership or their

related persons have jointly or separately hold 10% or more share of chartered capital within seven (07) working days of changes or supplements;

4. The Company shall not provide any loan or guarantee to any member of the Board of Directors, any member of the Board of Supervisors, the Managing Director , other managers and their related persons or legal entities in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders and except the case of the public company and related entities which are in the same group such as parent-sub-subsidiaries or economic group and except the cases that specific regulations have different provisions.
5. A contract or transaction between the Company and the following entities:
 - (a) a shareholder or authorized representatives of a shareholder, holding 10% or more of the Company's common shares in the Company and their related persons;
 - (b) one or more members of the Board of Directors or of the Board of Supervisors, the Managing Director , other managers or their related persons, or
 - (c) a company which a member of the Board of Directors or of the Board of Supervisors, Managing Director, other managers, or their related persons contribute capital or have ownership of 10% or more; or
 - (d) partner, association or organization of which a member of the Board of Directors or of the Board of Supervisors or other managers or their related persons are members or are involved in terms of financial interests shall not be invalid in the following cases:
 - With respect to a contract with a value of less than twenty (20) per cent of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been reported to the Board of Directors or to the relevant sub- committee. At the same time, the Board of Directors of such sub-committee permitted to implement such contract or transaction honestly by majority of votes for of members of the Board of Directors who do not have any related interest;
 - With respect to a contract with a value of more than twenty (20) per cent of the total value of assets recorded in the most recent financial statements, the important factors regarding the

contract or transaction as well as relations and interests of a manager or member of the Board of Directors have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders voted in favour of such contract or transaction;

- Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in any respect relates to the shareholders of the Company at the time such transaction or contract is permitted to be executed by the Board of Directors or a sub-committee of the Board of Directors or the shareholders.

Members of the Board of Directors, members of the Board of Supervisors, the Managing Director, other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

Article 35. Responsibilities for loss and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the Managing Director and other managers who breach their obligations and responsibilities for honesty and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any loss and damage caused by their breach.
2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company, or such person acted or is acting at the request of the Company or the Company's subsidiaries in the capacity as a member of the Board of Directors, a manager, an employee or an authorized representative of the Company. The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law, provided that such person acted honestly, prudently and diligently in the best interests or not against the best interests of the Company on the basis of compliance with law and that there is no evidence that such person committed a breach of his/her responsibilities.
3. The Company may purchase insurance for such persons in order to avoid the above responsibilities for compensation.

X. BOARD OF SUPERVISORS

Article 36. Nomination and Self-Nomination for the position of Members of Board of Supervisors

1. Nomination and Self-Nomination for the position of Member of Board of Supervisors should be carried out in accordance with provisions in clauses 1 and 2, article 25 of this Charter.
2. Where the number of candidates to the Board of Supervisors by way of standing for election or nomination is still insufficient, the incumbent Board of Supervisors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the internal rules on corporate governance. The mechanism for nomination or the method of nominating candidates to the Board of Supervisors by the incumbent Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before commencing the nomination.
3. The number of members of the Board of Supervisors of the Company shall be Three (03). The members of the Board of Supervisors shall not work in the accounting/finance department of the Company and shall not be members or employee of the independent

auditing company which currently audits the financial statements of the Company. The Board of Supervisors must have at least one (1) member who is an accountant or auditor.

The members of the Board of Supervisors must not be related persons of the members of the Board of Directors, of the Managing Director and other managers of the Company. The Board of Supervisors must appoint one (1) member to act as the Head. The Head of the Board of Supervisors must be professional accountant or auditor and shall work full time for the Company. The Head of the Board of Supervisors has the following rights and responsibilities:

- (a) To convene meetings of the Board of Supervisors;
 - (b) To request the Board of Directors, the Managing Director and other managers to provide relevant information in order to report to the Board of Supervisors;
 - (c) To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors, and to submit same to the General Meeting of Shareholders.
4. The shareholders may aggregate the votes of each of them to nominate candidates to the Board of Supervisors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (1) candidate; from ten (10) per cent to less than thirty (30) per cent to nominate up to two (2) candidates; from thirty (30) per cent to less than forty (40) per cent to nominate up to three (3) candidates; from forty (40) per cent to less than fifty (50) per cent to nominate up to four (4) candidates; and from fifty (50) per cent to less than sixty (60) per cent to nominate up to five (5) candidates.
5. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders; the term of office of the Board of Supervisors shall not exceed five (5) years; and members of the Board of Supervisors may be re-appointed with an unlimited number of terms.
6. The status as a member of the Board of Supervisors shall be terminated in the following cases:
- (a) Such member is prohibited from being a member of the Board of Supervisors by law;
 - (b) Such member resigns by sending a written notice to the head office of the Company;
 - (c) Such member suffers a mental disorder and other members of the Board of Supervisors have professional evidence that such person has lost capacity for civil acts;
 - (d) Such member is absent and does not attend the meetings of the Board of Supervisors for six (6) consecutive months without approval of the Board of Supervisors, and the Board of Supervisors decides that the position of such member is vacated;
 - (e) Such member is dismissed from the position of the member of the Board of Supervisors by a decision of the General Meeting of Shareholders.

Article 37. Board of Supervisors

1. The Company must have an Board of Supervisors, and the Board of Supervisors has the powers and responsibilities stipulated in article 165 of the *Law on Enterprises* and in this Charter, mainly the following powers and responsibilities:
 - (a) To propose the selection of an independent auditing company, fees for auditing and all related matters;
 - (b) To discuss the nature and scope of auditing with the independent auditor before starting the audit;
 - (c) To consult independent professional or legal consultants, and to guarantee the involvement of external experts with appropriate professional qualifications and experience in the affairs of the Company when considered necessary;

- (d) To inspect annual, semi-annual and quarterly financial statements;
 - (e) To discuss difficult and outstanding issues discovered from the mid-term or final-term audit results as well as issues which the independent auditor wishes to discuss;
 - (f) To review the management letter of the independent auditor and feedbacks from the Company's management board;
 - (g) To review reports of the Company on the internal control system before the Board of Directors approves; and
 - (h) To review the internal inspection results and feedbacks from the management board.
2. Members of the Board of Directors, the Managing Director and other managers must provide all information and documents relating to the operations of the Company at the request of the Board of Supervisors. The secretary of the Company must ensure that all copies of financial and other information provided to the members of the Board of Directors and copies of minutes of meetings of the Board of Directors are provided to the members of the Board of Supervisors at the same time as they are provided to the Board of Directors.
 3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the operational manner of the Board of Supervisors. The Board of Supervisors must meet at least twice each year and the minimum number of members attending the meetings must be two (2).
 4. The remuneration of the members of the Board of Supervisors shall be decided by the General Meeting of Shareholders. The members of the Board of Supervisors shall be entitled to reimbursement of travel, hotel and other expenses arising reasonably when they attend the meetings of the Board of Supervisors or carry out other activities of the Board of Supervisors.

XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF COMPANY

Article 38. Right to investigate books and records

1. A shareholder or group of shareholders holding 5% of the total ordinary shares for a consecutive period of six months or more shall have the right, in person or via an authorized person, to send a written request to inspect during business hours at the Company's business establishments the list of shareholders and meeting minutes the General Meeting of Shareholders and to copy or extract such records, review and copy or extract meeting minutes and resolutions of the Board of Directors, semi-annual and annual financial statements which are prepared in accordance with Vietnamese accounting standards and reports of the Board of Supervisors during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of attorney of the shareholder represented by such person or a notarized copy of such power of attorney.
2. Members of the Board of Directors, members of the Board of Supervisors, the Managing Director and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for the purposes relating to their positions, provided that such information must be kept confidential.
3. The Company must store this Charter, amendments of and additions to the Charter, the Enterprise Registration Certificate, any rules, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Directors, meeting minutes the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents in accordance with law at the head office or another location, provided that the shareholders and the business registration Authority have been notified of the location where such documents are stored.

4. The Charter of the Company must be published on the website of the Company.

XII. EMPLOYEES AND TRADE UNION Article

Article 39. Employees and Trade Union

The Managing Director must prepare a plan in order for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and managers as well as the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the rules of the Company, and applicable law.

XIII. PROFIT DISTRIBUTION

Article 40. Profit distribution

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from retained profits of the Company.
2. The Company shall not pay interest on payments of dividends or on payments relating to any class of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends in kind (such as by fully paid shares or bonds which are issued by other companies), and the Board of Directors shall be the Authority implementing such decision.
4. Where the payment of dividends or other payments relating to one class of shares is made in cash, the Company must make such payment in Viet Nam Dong (VND). The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. The payment of dividends in respect of shares listed on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.
5. Subject to a resolution of the General Meeting of Shareholders, the Board of Director may make resolution and inform shareholders that common shareholders will receive common shares in lieu of cash. Such incremental shares should be recorded as fully paid up shares with a principle that the face value of shares to pay dividend should be equal to the amount of cash if the company paid cash dividend. .
6. Pursuant to the *Law on Enterprises* and the *Law on Securities*, the Board of Directors shall approve a resolution determining a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receipt of dividends, interest, profit distribution, receipt of share certificates, notices or other documents.
7. Dividend should be paid fully within six (06) months, since the completion of the annual General Meeting of Shareholders. Procedures, proceeding for payment of dividend should be in accordance with provisions at clause 4, article 132 of the *Law on Enterprises*.

Article 41. Other matters relating to profit distribution

XIV. Other matters relating to profit distribution shall be implemented in accordance with law. BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 42. Bank accounts

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. In necessary cases, the Company may open an offshore bank account in accordance with law with prior approval of the competent Authority.
3. The Company shall make all payments and conduct all accounting transactions via its Viet Nam Dong (VND) or foreign currency accounts at the banks where it opens such accounts.

Article 43. Financial year

The financial year of the Company shall commence from the first day of January each year and shall end on the 31st of December. The first financial year shall begin from the date of issuance of the Enterprise Registration Certificate and shall end on the 31st of December immediately after the date of issuance of such Enterprise Registration Certificate.

Article 44. Accounting regime

1. The accounting regime used by the Company shall be Vietnamese Accounting System (VAS) or another accounting regime approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese. The Company shall store the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use Viet Nam Dong (VND) (or freely convertible foreign currency if approved by the competent State Agencies) as the currency in accounting.

XV. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT

Article 45. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with law and the regulations of the State Securities Commission, and such statements must be audited in accordance with article 47 of this Charter, and within a time-limit of 90 days from the end of each financial year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax office, the State Securities Commission, the Stock Exchange (in a case of a listed company) and the business registration Authority.
2. Annual financial statements must contain a report on the results of business activities which reflects the profit and loss of the Company in a financial year in a truthful and objective manner, a balance sheet which reflects truthfully and objectively the operational situation of the Company as at the time of preparing the statements, a cash flow report and explanatory notes to the financial statements.
3. The Company must formulate and publish semi-annual and quarterly reports in accordance with regulations of the State Securities Commission and the Stock Exchange (in a case of a listed company) and submit them to the relevant tax office and the business registration Authority in accordance with the *Law on Enterprises*.
4. Audited financial statements (including the auditor's opinions) and semi-annual and quarterly reports of the Company must be published on the website of the Company.

5. Interested organizations and individuals shall be entitled to inspect or copy the audited annual financial statements and the semi-annual and quarterly reports during business hours of the Company at its head office, and shall be required to pay a reasonable amount of fees for copying.

Article 46. Annual reports

The Company must prepare and publish its annual reports in accordance with the law on securities and securities market.

XVI. AUDITING THE COMPANY

Article 47. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the auditing of the Company for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing company after the end of a financial year.
2. The independent auditing company shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit same to the Board of Directors within a period of two (2) months from the end of a financial year.
3. A copy of the audit report must be sent with the annual financial statements of the Company.
4. The auditors who audit the Company shall be permitted to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive other notices and information relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and shall be entitled to express their opinions about issues relating to the auditing.

XVII. SEAL

Article 48. Seal

1. The Board of Directors shall make a decision approving the official seal of the Company.
2. The Board of Directors and the Managing Director shall use and manage the seal in accordance with the applicable law.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 49. Termination of operation

1. The Company may be dissolved or terminated in the following cases:
 - (a) The duration of operation of the Company expires, including after extension;
 - (b) The Company is declared bankrupt by a court in accordance with the applicable law;
 - (c) The Company is early dissolved as decided by the General Meeting of Shareholders;
 - (d) Other cases as stipulated by law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent Authority in accordance with regulations.

Article 50. Extension of duration of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within a time-limit of at least seven (7) months prior to expiry of the duration of operation in order to enable the shareholders to vote on the extension of duration of operation of the

Company at the request of the Board of Directors.

2. The duration of operation shall be extended when it is approved by sixty five (65) per cent or more of the total votes of shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.

Article 51. Liquidation

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision on dissolution of the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, in which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its operational regulations. The members of the liquidation committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration Authority. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before a court and administrative Authorities
3. Proceeds from the liquidation shall be disbursed in the following order:
 - (a) Expenses for liquidation;
 - (b) Wages and insurance costs for employees;
 - (c) Taxes and other items paid to the State;
 - (d) Loans (if any);
 - (e) Other debts of the Company;
 - (f) Residual upon payment of the debts stated in (a) to (e) above shall be distributed to shareholders. The payment of preference shares shall be given priority.

XIX. INTERNAL DISPUTE RESOLUTION

Article 52. Internal dispute resolution

1. Where a dispute or a claim relating to the operation of the Company or to the rights and obligations of shareholders stated in the Charter of the Company, the *Law on Enterprises*, other laws or administrative regulations between:
 - (a) A shareholder and the Company;
 - (b) A shareholder and the Board of Directors, the liquidation committee, the Managing Director or a senior manager, the related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the real factors relating to the dispute within a period of 15 business days from the date of the dispute arising. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may require to appoint an independent expert to act as arbitrator during the course of dispute resolution.
2. If a decision on reconciliation is not made within a time-limit of six (6) weeks from the beginning of the mediation process or if the decision of the intermediary is not accepted by the parties, then any party may refer such dispute to economic arbitration or to the economic court.
3. The parties shall bear their own costs relating to procedures for negotiation and mediation.
The payment of court expenses shall be made in accordance with the judgment of the Court.

XX. ADDITION TO AND AMENDMENT OF THIS CHARTER

Article 53. Addition to and amendment of the Charter

1. Any addition to and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where any provision of law relating to the operation of the Company has not been mentioned in this Charter or where any new provision of law is different from the terms of this Charter, such provision of law shall automatically apply, and shall govern the operation of the Company.

XXI. EFFECTIVE DATE

Article 54. Effective date

1. This Charter comprises 21 Chapters and 54 articles, and was unanimously passed by the General Meeting of Shareholders of the Century Synthetic Fiber Corporation on 26 March 2014 at HCMC and amended and supplemented based on the Resolution of the General Meeting of Shareholders on 28 March 2016, Resolution dated 17 April 2018, Resolution dated 02 April 2019 and Resolution dated 22 June 2020 and the General Meeting of Shareholders approves the validity of the whole text of this Charter.
2. This Charter is made in ten (10) copies, each with the same validity, of which:
 - (a) 1 copy shall be submitted to the State Notary Public in the locality;
 - (b) 5 copies shall be registered with the local authority in accordance with regulations of the municipal or provincial people's committee;
 - (c) 4 copies shall be kept at the head office of the Company.
3. This Charter shall be the sole and official Charter of the Company.
4. Copies or extracts of the Charter of the Company shall be valid when they bear the signature of the Chairman of the Board of Directors or the signatures of at least half of the total number of members of the Board of Directors.

**SIGNATURE OF THE COMPANY'S LEGAL REPRESENTATIVE
CHAIRPERSON**

APPENDIX I

Full name and personal information of founding shareholders

S/N	Full name (Founding shareholders)	Date of birth (for shareholders is individual shareholders)	Nationality	Number, date, place of issue ID or passport if individual, or Business Registration Certificate if enterprise, or Decision on the Establishment of Institution		Registered permanent place if individual, or head office if institution
				Number	Date, Place of Issue	
1	Dang Trieu Hoa	19/10/1969	Vietnam	023323686	25/12/2006 at Ho Chi Minh Authority	A30 Bàu Cát Residence, Ward 14, Tan Binh Dist., HCMC
2	Dang Huong Cuong	04/07/1976	Vietnam	023323688	20/06/1999 at Ho Chi Minh Authority	65/39 Phu Tho Street, Ward 1, Dist. 11, HCMC
3	Dang My Linh	19/01/1972	Vietnam	023323687	19/01/2000 at Ho Chi Minh Authority	65/39 Phu Tho Street, Ward 1, Dist. 11, HCMC

APPENDIX II

Capital contribution of founding shareholders

S/N	Name of shareholders	Capital contribution				Number of shares	Date	
		Total amount	Categories					
			Vietnam Dong	Foreign currencies	Gold			Other assets
1.	Dang Trieu Hoa	32,500,000,000	32,500,000,000				3,250,000	03/02/2005
2.	Dang Huong Cuong	8,750,000,000	8,750,000,000				875,000	03/02/2005
3	Dang My Linh	8,750,000,000	8,750,000,000				875,000	03/02/2005
	Total amount:	50,000,000,000	50,000,000,000				5,000,000	