

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

TRANSLATION



ISO 9001 : 2015

CHARTER

**CONSTRUCTION INVESTMENT
CORPORATION 3-2**

(9TH AMENDMENT AND SUPPLEMENT)

Binh Duong, July 17th, 2018



CHATER

CONSTRUCTION INVESTMENT CORPORATION 3-2

(9th amendment and supplement)

- Pursuant to Enterprise Law No. 68/2014/QH13 approved by National Assembly of the Socialist Republic of Vietnam dated November 26th, 2014;

- Pursuant to Securities Law No. 70/2006/QH11 approved by National Assembly of the Socialist Republic of Vietnam dated June 29th, 2006; Amendment Law No. 62/2010/QH12 dated November 24th, 2010, amending and supplementing some articles of the Securities Law and documents instructing to execute Securities Law;

- Pursuant to the Decree No. 71/2017 / ND-CP dated June 6th, 2017 of Government guiding Corporate Governance applicable to public companies;

- Pursuant to the Circular no.: 95/2017/TT-BTC dated September 22nd, 2017 of Ministry of Finance guiding some articles of the Decree No. 71/2017 / ND-CP dated June 6th, 2017 of Government guiding Corporate Governance applicable to public companies;

This Charter was approved under the valid decision of the Annual General Meeting of Shareholders held on April 26th, 2018 and according to the Dispatch No. 413 6 / UBCK-QLCB dated July 04th, 2018, State Securities Commission on the result of issuance of shares to increase capital from C32 equity.

This Charter will govern the company's activities, including the following chapters, articles and clauses:

Chapter I

DEFINTION OF TERMS IN THE CHARTER

Article 1. Explanation of terms

1. In this Charter, the terms below are understood as follows:

a) “*Vietnam*” is the Socialist Republic of Vietnam
b) “*Charter capital*” is the total value of share's face value already sold or registered for purchase upon the establishment of the Company and stipulated in Article 6 of this Charter.

c) “*Enterprise Law*” means Enterprise Law no.: 68/2014/QH13 approved by National Assembly dated November 26th, 2014.

d) “*Securities Law*” is Securities Law dated June 29th, 2006 and Law amending and supplementing some articles of Securities Law dated November 24th, 2010;

e) “*Establishment date*” is the date on which the Company was issued the first business registration certificate.

f) “*Enterprise Executive*” is General Director and other executives in the Company appointed or approved by the Board of Directors;

g) “*Vietnam*” is the Socialist Republic of Vietnam;

h) “*Company*” means Construction Investment Corporation 3-2.

i) “*Relevant person*” means any individual or organization as specified in Clause 17 Article 4 of Enterprise Law, clause 34 Article 6 of Securities Law;

j) “*Leading shareholder*” is shareholder specified in clause 9 Article 6 of Securities Law;

k) “*Operation term*” is operation term of the Company as specified in Clause 6 Article 2 of this Charter.

l) *GMS*: General Meeting of Shareholder.

m) *BOD*: Board of Directors.

2. In this Charter, references to one or some of other regulations or documents include amendments or substitutions.

3. The headings (Chapter, Article of this Charter) shall be used to facilitate the understanding of contents and not to affect the contents of this Charter.

4. Words or terms defined in the Enterprise Law (if they are not contradictory with the subject or context) have the same meaning in this charter.

Chapter II

NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, OPERATION TERM AND LEGAL REPRESENTATIVE OF COMPANY

Article 2. Name, form, head office, branch, representative office, operation term of Company

1. Name of Company:

a) Vietnamese name:

CÔNG TY CỔ PHẦN ĐẦU TƯ XÂY DỰNG 3-2

b) English name:

CONSTRUCTION INVESTMENT CORPORATION 3-2

c) Short name: CIC 3-2 (Construction Investment Corporation 3-2)

2. The company is a joint-stock company with the legal entity status in accordance with the current laws of Vietnam.

3. Registration head office of company:

a) Address: 45A Nguyen Van Tiet, Lai Thieu ward, Thuan An town, Binh Duong province.

b) Telephone: (0274) 3759 446

c) Fax: (0274) 3755 605

d) Email: Ctydt-xaydung32@vnn.vn – cic32bd@gmail.com

e) Website: www.cic32.com.vn

4. The Company may establish branches and representative offices in the business area to carry out the operating objectives of the company in accordance with the Board of Directors' decision and to the extent permitted by law.

5. Unless termination of operation prior to the time-limit under clause 2 Article 49 or extension of operation under Article 50 of this Charter, the operation term of the Company commences on the date of its establishment and is indefinite.

Article 3. Legal representative of Company

The Company has 01 legal representative is General Director of the Company.

Chapter III

OBJECTIVE, BUSINESS SCOPE

AND OPERATION OF COMPANY

Article 4. Operation objectives of Company

1. Business lines of the Company:

No.	Name of line	Code
1	Constructing railways and road works Details: Road construction.	4210 (Main)
2	Growing rubber trees.	0125
3	Planting trees and taking care of the trees.	0210
4	Disassembling	4311
5	Drainage and wastewater treatment.	3700
6	Installation of machinery and industrial equipment.	3320
7	Rental of machinery, equipment and other tangible goods Details: Renting machinery, construction equipment.	7730
8	Growing other perennial crops.	0129
9	Exploiting wood.	0221
10	Exploiting other forest products other than wood.	0222
11	Constructing of houses of all kinds.	4100

12	Wholesale of machinery, equipment and other spare parts Detail: Wholesale mineral, building machinery, equipment and spare parts; Wholesale machinery, electrical equipment, electrical materials (generators, electric motors, electrical wires and other equipment used in electrical circuits).	4659
13	Wholesale of other building materials and equipment.	4663
14	Wholesale of metals and metal ores Details: wholesale of iron, steel.	4662
15	Trading real estate, land use rights of owners, users or renters Details: Trading real estate; leasing land, offices, houses, workshops (implemented according to planning); Investing in and trading traffic bridges, marine and roads bridges.	6810
16	Consultation, brokerage, auction of real estate, auction of land use rights (except real estate brokerage, securities brokerage, marriage brokerage with foreign elements, recognition of father, mother, adoption brokerage with foreign elements).	6820
17	Prepare the site	4312
18	Installation of water supply, drainage, heating and air conditioning Details: Installation, construction of water supply, drainage, heating and air conditioning.	4322
19	Finish construction works	4330
20	Production of concrete and products from cement and plaster Details: Production of concrete and products from cement and plaster; Production of bricks and tiles (by tunnel technology).	2395
21	Production of beds, cabinets, tables, chairs.	3100
22	Wholesale of computers, peripherals and software.	4651
23	Transportation of goods by road.	4933
24	Loading and unloading of goods Details: Loading and unloading of goods by road	5224
25	Renting motor vehicles	7710
26	Growing vegetables and beans and planting flowers and ornamental plants Details: Planting flowers, ornamental plants.	0118
27	Construction of public works.	4220
28	Care and maintenance of the landscape	8130

	Details: Planting trees, urban grass.	
29	Installation of electric grids Details: Installation of low voltage grid and stations according to line of 35KV or less; Installation of lighting system; Installation of equipment: protection, alarm, fire prevention and fighting system, lightning protection system for construction works.	4321
30	Mechanical processing; processing and coating metal Detail: - Forging, stamping, pressing and rolling metal; refining metal powder (not forging, stamping, pressing, rolling, metallurgy at the head office, headquarters only used transaction offices); Mechanical processing (except for processing, coatingcoating, platingplating metal	2592
31	Wholesale of electronic, telecommunications equipment and components Detail: Trading of telecommunication equipment, audio-visual equipment.	4652
32	Warehousing and storage of goods Details: Warehouse activities (except coal, scrap, chemicals).	5210
33	Constructing other civil engineering works Detail: Construction of irrigation works; dredging canals, bridges, rivers; Construction of waste treatment system.	4290
34	Mining stone, sand, gravel, soil, clay Details: - Exploiting stone, sand, gravel, soil, clay (exploited only with the permission of the competent authority); - Stone processing.	0810
35	Agents, brokers, auction Details: Agency of goods trading and consignment, commercial brokerage (except real estate brokerage, securities brokerage, marriage brokerage with foreign factor, brokerage of father, mother, child adoption involving foreign elements), property auctions.	4610
36	Wholesale of solid, liquid and gaseous fuels and related products Details: Engine fuel (do not install gas station at the head office)	4661
37	Other specialized wholesales which have not been elsewhere classified: Trading in fire prevention and fighting means, equipment and materials.	4669
38	Architectural activities and related technical consultancy	7110

	Detail: Consultant of works. Design of civil and industrial construction works, road traffic works: architectural design; Interior and exterior works design; Landscape design; Structural design; design of - M & E of works; Water supply and drainage design; Ventilation - heat supply design; Information - communication network design in construction works; Fire prevention and fighting design.	
39	Other monetary intermediation Details: Capital contribution, share purchase.	6419
40	Cargo weighting activities related to transportation;	5229.
41	(The company must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection and business conditions applicable to conditional business lines).	The sector, line does not match the economic line system of Vietnam

2. Operation objects of company:

Using capital, labor and technology to organize production and business activities to create profits, increase income for the shareholders and accumulate to develop the company.

Effort to provide customers with products and services with high quality, reasonable cost, improve business efficiency so that the company could reach sustainable development, contribute to economic benefits to society, contribute to the state budget, and create jobs for the people to ensure harmony between the interests of enterprises, investors and laborers.

Article 5. Business scope and company's activities

1. The Company is permitted to plan and carry out all business activities according to business lines of the Company which have been disclosed in the Nation Business Registration Portal and this Charter in accordance with the provisions of current law and take appropriate measures to achieve the objectives of the Company.

2. The Company may conduct business activities in other business lines permitted by law and approved by the General Meeting of Shareholders.

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. Charter capital of the Company is: 150,301,450,000 dongs

(In words: One hundred fifty billion, three hundred and one million, and four hundred fifty thousand Vietnam dong).

Total charter capital of the Company is divided into: 15,030,145 shares with par value of 10,000 dongs/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and such change must comply with the provisions of law.

3. Shares of the Company at the date of approval of this Charter include common shares and preferred shares. The rights and obligations of this share are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after the approval of the General Meeting of Shareholders and it must comply with the provisions of law.

5. Name, address, number of shares and other details about founding shareholders as stipulated in the Law on Enterprises shall be set out in the attached appendix. This appendix is part of this Charter.

6. Common Shares must be prioritized for offering to the existing shareholders in proportion corresponding to their ratio of share ownership in the Company, unless otherwise specified by the General Meeting of Shareholders.

The number of shares not registered to purchase by the shareholders will be decided by the Board of Directors. The Board of Directors may distribute such shares to the subjects according to the conditions and manner deemed appropriate by the Board of Directors, but shall not be sold under conditions which are more favorable than those offered to existing shareholders, unless otherwise accepted by General Meeting of Shareholders or in case where shares are sold through the "Stock Exchange".

7. The Company may purchase shares issued by the Company in the manner stipulated in this Charter and applicable laws. The shares purchased by the Company are treasury bills and the Board of Directors may offer the shares under the manner in accordance with the provisions of this Charter, the Securities Law and the relevant guiding documents.

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8. The Company may issue other types of securities upon approved by the General Meeting of Shareholders in writing and in accordance with the provisions of law on securities and stock market.

Article 7. Certificate of share

1. Shareholders of the company are issued certificate of shares corresponding to the number of shares and types of shares that they own.

2. A share is a certificate issued by the Company, accounting entry or electronic data certifying the ownership of one or some shares of that company. The shares must contain all contents as stipulated in Clause 1, Article 120 of the Law on Enterprises.

3. Within a time-limit of 7 days from the date of submitting complete application dossier for a share ownership transfer as prescribed, within 30 days (or other time limit as prescribed by the issuance terms) from the date of full payment of the share purchase as stipulated in the share issuance plan of the company, the owner of the share is issued certificate of share. The owner of shares does not have to pay the company the cost of printing the share certificate.

4. In case the share certificate is lost, destroyed or damaged, the owner of such share may propose to be issued a new share certificate, provided that it provides evidence of share ownership and makes payment of all related expenses to the Company.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the company shall have the seal and signature of the legal representative of the company.

Article 9. Transfer of share

1. All shares are freely transferable unless otherwise specified by this Charter and law. Shares listed on the Stock Exchange may be transferred in accordance with the provisions of law on securities and market stock market.

2. Shares which have not been fully paid shall not be transferred and entitled to enjoy relevant rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to buy shares offered for sale and other benefits as prescribed by law.

Article 10. Recovery of share

1. In case shareholders do not pay fully and timely the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholders to pay the remaining amount together with the interest on that amount and expenses incurred due to incomplete payment causing to Company in accordance with regulations.

2. The above payment notice must specify the new payment period (minimum of seven days from the date of sending the notice), the place of payment and the notice must clearly state the case which the payment is improperly made as required, the unpaid share will be revoked.

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3. The Board of Directors shall have the right to withdraw the shares which have not been paid in full and on time in case where the requirements stated in the notice are not fulfilled.

4. Recovered shares shall be regarded as shares entitled to be offered as stipulated in Clause 3, Article 111 of the Law on Enterprises. The Board of Directors may directly sell or authorize to sale or redistribute in accordance with the conditions and manner deemed appropriate by the Board of Directors.

5. The shareholder who holds the recovered shares will have to relinquish the shareholder status with respect to those shares, but they still have to pay all related amounts plus interest according to ratio (no more than the Bank's interest rate of State Bank at the same time) at the time of revocation under the decision of the Board of Directors from the date of revocation to the date of payment. The Board of Directors has the right to decide the payment coercion of the full amount of shares at the time of recovery.

6. Notices of revocation shall be sent to the holders of shares recovered before the recovery time. The revocation is still valid even in cases where there are errors or inconsistencies in the delivery of the notice.

Chapter V

STRUCTURE OF ORGANIZATION, GOVERNANCE AND CONTROL

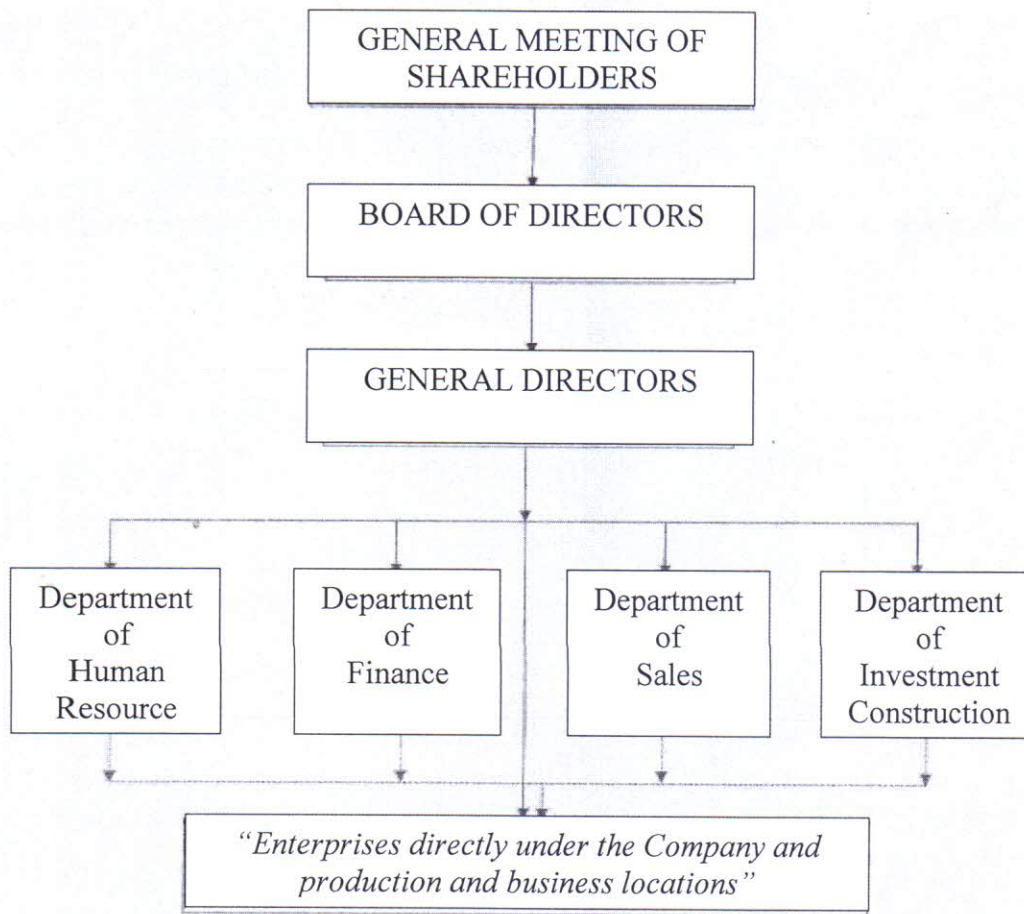
Article 11. Structure of Organization, Governance and Control

Structure of Organization, Governance and Control of the Company include:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Chief Executive Officers;
4. Departments, Factory directly under the Company and production and business locations.

ORGANIZATIONAL CHART OF CONSTRUCTION INVESTMENT CORPORATION 3-2





Note:

1. —————> Lead, operate
2. - - - - -> Inspect, supervise

Chapter VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders are owners of the company and have the rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debt and other property obligations of the company within the amount of capital contributed to the company.

2. Holders of common shares have the following rights:

a) Attend and express at the General Meeting of Shareholders and exercise the right to directly vote at the General Meeting of Shareholders or through an authorized representative or make a remote vote;



- b) Receive dividend at the rate as decided by the General Meeting of Shareholders;
- c) To be free to transfer shares which has been fully paid in accordance with provisions of this Charter and current law;
- d) To be given priority to purchase new shares offered for sale in proportion to their common shares;
- e) Review, look up and extract information relating to the shareholder and request to correct inaccurate information;
- f) Access to information about the list of shareholders entitled to attend the General Meeting of Shareholders;
- g) Review, look up and extract or copy the Company charter, the book of minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- h) In case of dissolution or bankruptcy of the Company, it shall be entitled to receive the a part of remaining of assets corresponding to ownership ratio of shares in the Company after the Company has paid debts (including debt obligations with the state, taxes, fees) and made payment to shareholders holding other types of shares of the company in accordance with the provisions of law;
- i) Request the Company to redeem its shares as prescribed by the Law on Enterprises;
- j) Other rights in accordance with the provisions of this Charter and the current law.

3. A shareholder or group of shareholders holding at least 5% of the total number of common shares for six (6) or more consecutive months shall have the following rights:

- a) Nominate candidates to the Board of Directors in accordance with the relevant provisions in Article 25 and Article 36 of this Charter;
- b) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Article 114 and Article 136 of the Law on Enterprises;
- c) Check and receive a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
- d) Other rights as prescribed by the provisions of law and this Charter.

Article 13. Obligations of shareholders

- 1. Comply with the Company's Charter and the Company's regulations; abide by the decision of the General Meeting of Shareholders, the Board of Directors.
- 2. Participate in meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:
 - a) Attend and directly vote at the meeting;
 - b) Authorize the others to attend and vote at the meeting;

- c) Participate in and vote through online meetings, electronic voting or other electronic forms;
 - d) Send votes to the meeting by mail, fax and email.
3. Pay for the purchase of shares already registered for purchase according to regulations;
 4. Provide the correct address when purchasing shares.
 5. Fulfill other obligations according to the provisions of current law.
 6. Take personal responsibility when acting on behalf of the Company in any form of committing one of the following acts:
 - a) Violate the law;
 - b) Conduct business and other transactions for personal benefit or for the benefit of other organizations and individuals;
 - c) Pay undue debts in advance for financial risks to the Company.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) a year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the financial year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select suitable venue. The Annual General Meeting of Shareholders decides on issues in accordance with the provisions of law and the Charter of the Company, particularly approves the annual financial statements and financial plan for the next fiscal year. Where the audit report of the company's annual financial statements contains significant exceptions, the company may invite the representative of the independent auditing firm to attend the annual general meeting of shareholders to explain the related contents.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) The annual balance sheet, quarterly or semi-annual reports or audit reports of the fiscal year reflect that the equity has been lost half (1/2) compared with the beginning amount of the period;
- c) The number of members of the Board of Directors, independent members of the Board of Management is less than the number of members prescribed by the provisions of law or the number of members of the Board of Directors is reduced by more than one third (1/3) compared with number of members stipulated in this Charter;
- d) The shareholder or group of shareholders as stipulated in Clause 3, Article 12 of this Charter request to convene the General Meeting of Shareholders in writing. The request for convening the General Meeting of Shareholders must

clearly state the reasons and purpose of the meeting, the signatures of the shareholders concerned or the written request shall be made in several copies and shall be sufficiently signed by the related shareholders;

e) Other cases as prescribed by the provisions of law and the company's charter.

4. Convene the extraordinary General Meeting of shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within the next thirty (30) days from the date the remaining members of the Board of Directors as stipulated in the Point c, Clause 3 or receiving request stipulated in the Point d, Clause 3 this Article.

b) According to the provisions of Law on Enterprises and Company's Charter.

c) Within the following thirty (30) days, the shareholder or group of shareholders having the request specified at Point d, Clause 3 of this Article shall have the right to replace the Board of Directors to convene a General Meeting of Shareholders as stipulated in Clause 6, Article 136 of the Enterprises Law.

In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders are entitled to request the business registration office to supervise the order and procedures for convening, conducting the meeting and making the decision of the General Meeting of Shareholders.

d) All expenses incurred for the convening and conducting of the General Meeting of Shareholders will be reimbursed by the Company. This expense does not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 15. Rights and duties of the General Meeting of Shareholders

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

a) Audited annual financial statements;

b) Report of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;

c) Short-term and long-term development plans of the Company.

2. The General Meeting of Shareholders shall hold annual and extraordinary meetings to decide on the following issues:

a) Approve the annual financial statements;

b) The annual dividend payment for each type of shares is in accordance with the Enterprises Law and the rights attached to that type of shares. This dividend level is not higher than the level proposed by the Board of Directors after consultation with the shareholders at the General Meeting of Shareholders;

c) The number of members of the Board of Directors;

d) Select independent auditing firms

e) Elect, remove, dismiss and replace members of the Board of Directors and the Supervisory Board;

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- f) Total amount of remuneration and bonus of members of the Board of Directors, and report remuneration of the Board of Directors;
- g) Amend and supplement the Charter of the Company;
- h) The type of shares and the number of new shares that will be issued for each type of shares, and the transfer of shares of founding members within the first three years from the date of establishment of the company;
- i) Divide, split, unify, merge or convert the Company;
- j) Reorganize or dissolve (liquidate) the company and assign the liquidator;
- k) Check and handle violations of the Board of Directors causing damage to the Company and shareholders;
- l) Decide to transact, invest or sell assets with value equal to 35% or more of the total value of assets of the Company recorded in the latest audited financial statement of the company;
- m) Decide to buy back more than 10% of total issued shares of each type;
- n) Chief Executive Officer is concurrently double as Chairman of Board of Directors;
- o) The Company signs contracts and transactions with the subjects defined in Clause 1, Article 162 of the Enterprise Law with value equal to 35% or more of the total value of assets of the Company recorded in the latest audited financial statement;
- p) Other issues in accordance with the law and Company's Charter.

3. Shareholders are not permitted to vote in the following cases:

- a) Approve the contracts specified in Clause 2 of this Article when such shareholder or related person of such shareholder is a party of the contract;
- b) The acquisition of shares of that shareholder or of a person related to the shareholder except where the acquisition of shares is made in proportion to the ownership of all shareholders or the acquisition is made through order matching transactions on the Stock Exchange or publicly offering to purchase in accordance with the provisions of law.

4. All resolutions and issues which were given in the meeting program must be discussed and voted at General Meeting of Shareholders.

Article 16. Authorized representatives

1. Shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize individuals or organizations to attend. In case there is more than one authorized representative, the number of shares and the number of votes authorized to each representative must be particularly determined.

2. Authorization of the representative to attend the General Meeting of Shareholders must be made in writing in the form of the Company and must be signed in accordance with the following provisions:

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a) In case where an individual shareholder is the authorizing person, the authorization letter must be signed by such shareholder and individuals, the legal representative of organization authorized to attend the meeting;

b) In case where the institutional shareholder is the authorizing person, the authorization letter must bear the signature of the authorized representative, the legal representative of the institutional shareholder and the individual, the legal representative of the organization authorized to attend the meeting;

c) In other cases, the authorization letter must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

Persons authorized to attend the General Meeting of Shareholders must submit the authorization documents when registering to attend the meeting before entering the meeting room.

3. If the attorney sign a Note of representative designation on behalf of the authorizer, the designation of a representative in this case will only be considered valid if the designation of the representative is presented together with a Authorization Letter to attorney or valid copy of that authorization letter (if previously not registered with the Company).

4. Except for the cases specified in Clause 3 of this Article, the vote of persons authorized to attend meetings within the scope of authorization shall still be effective in one of the following cases:

a) The authorizer has died, has limited capacity for civil acts or lost his/her capacity for civil acts;

b) The authorizer has canceled the designation of authorization;

c) The authorizer has canceled the authority of the person performing the authorization.

This provision does not apply if the Company receives notice of one of the above events before the General Meeting of Shareholders is opened or before the General Meeting of Shareholders is re-convened.

Article 17. Change of rights

1. The change or cancellation of the special rights attached to a type of preferred shares shall be effective when they are approved by shareholders holding at least 51% of ordinary shares attending the meeting and are voted to approve by shareholders holding at least 65% of the voting rights of the above preferred shares. The organization of a meeting of shareholders holding a type of preferred shares to approve the change mentioned above shall be valid only when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the face value of the shares of that type issued. In case where there is insufficient number of delegates as mentioned above, the meeting shall be reorganized within thirty (30) days thereafter, and the holders of such shares (not depending on the number of persons and the number of shares) are present in or through authorized representatives are considered sufficient number of delegates

requested. At the meetings of the shareholders holding such preference shares, the holders of such shares who are present in person or through their representatives may request secret ballots. Each share of the same type has equal voting rights at the above-mentioned meetings.

2. The procedures for conducting such separate meetings shall be the same as those set out in Articles 18 and 19 of this Charter.

3. Unless otherwise specified by the provisions on issuing shares, the special rights attached to the type of shares with the privileges of some or all of the issues relating to the distribution of profits or assets of the company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convene the meeting, the meeting agenda and the notice of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in accordance with the case provided in clause 4 Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. List of shareholders eligible to participate in the General Meeting of Shareholders is made no earlier than five (05) days prior to the date of receiving notice of the General Meeting of Shareholders;

b) Prepare the agenda and contents of the General Meeting;

c) Prepare documents for the General Meeting;

d) The draft resolution of the General Meeting of Shareholders according to the proposed contents of the meeting;

e) Determine the time and venue to hold the General Meeting;

f) Announce and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other duties serving for the General Meeting.

3. Notice of General Meeting of Shareholders shall be sent to all shareholders by method of security and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange (for Companies listed or registered transaction). The convener of the General Meeting of Shareholders must send a notice to all shareholders in the list of shareholders entitled to attend the meeting at least fifteen (15) days prior to the opening date of the meeting of the General Meeting of Shareholders (from the date the notice is validly sent or transferred, paid or mailed. The agenda of the general meeting of shareholders, the documents related to issues to be voted at the meeting shall be sent to the shareholders and / or posted on the website of the Company. In the event the document is not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly indicate the link to the entire meeting document so that shareholders may approach, including:

- a) Agenda, documents used in the meeting;
- b) List of candidates and detail information of candidates in case of electing members of the Board of Directors
- c) Ballot;
- d) Form of appointment of authorized representative to attend meeting;
- e) Draft resolutions for each issue in the agenda.

4. A shareholder or a group of shareholders as stipulated in Clause 3, Article 12 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three business days before the opening of the General Meeting of Shareholders. Proposals must include the full name of the shareholder, permanent address, nationality, citizen identification card number, identification card, passport or other legal personal papers in the case of individual shareholders; name, business code or establishment decision number, head office address for shareholders being organization; the number and type of share held by such shareholder, and the content of the proposal to be included in the agenda.

5. The convener of a General Meeting of Shareholders shall have the right to refuse a proposal specified in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal that is not sent on time or inadequately or improperly;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the common share for at least six consecutive months as stipulated in Clause 3, Article 12 of this Charter.
- c) The proposed issues are not within the authority of decision of the General Meeting of Shareholders;
- d) Other cases in accordance with the provisions of law and this Charter.

Article 19. Conditions for holding the General Meeting of Shareholders

1. General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting presents for at least 51% of the total number of ballot.

2. In case there is not enough necessary delegates within thirty (30) minutes from the time set for the opening of the General Meeting, the convener shall cancel the meeting. The General Meeting must be re-convened within thirty (30) days from the planned date of the first General Meeting of Shareholders. The General Meeting of Shareholders shall be convened only when the number of shareholders attending the meeting presents for at least 33% of the total number of ballot.

3. If the second General Meeting is not conducted due to inadequate number of required representatives within thirty (30) minutes from the time set for the opening of the General Meeting, the third General Meeting shall be convened within twenty (20) days after the planned date of the second General Meeting of Shareholders. In this case, the General Meeting is conducted regardless of the

number of shareholders or authorized representatives attending the meeting, which is considered valid and has the right to decide all issues that are expected to be approved at the first General Meeting of Shareholders.

Article 20. Procedure for conducting the meeting and voting at the General Meeting of Shareholders

1. Before the opening of the General Meeting, the Company must carry out procedures for registration of shareholders and must carry out registration until all shareholders entitled to attend meeting register.

2. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a ballot stating registration number, full name of shareholder, full name authorized representative and the number of votes of that shareholder. When voting at the meeting, the approval votes of the resolution shall be collected in advance, the number of the disapproval votes of the resolution shall be collected later and finally count the total number of approval votes or disapproval votes to make decision. The total number of approval, disapproval, blank or invalid votes on each issue, shall be notified by the chairman immediately after the decision is made. The General Meeting elects the person in charge of counting votes or supervising the counting votes at the proposal 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 the proposal of the chairman of the meeting.

3. The shareholders or authorized representatives who come after the opening of meeting has the right to register immediately and then have the right to participate and vote at the General Meeting right after registration. The chairman does not have the responsibility to stop the meeting to late shareholders register and the validity of the previously voted contents have not changed.

4. The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders convened by the Board of Directors. In case the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. If the chairperson cannot be elected, the member of the Board of Directors with the highest position will operate in order to the General Meeting of Shareholders elect the chairman of the meeting among the attendees and the person with the highest vote to be the chairperson of meeting.

In other cases, the convener of the General Meeting of Shareholders direct the General Meeting to elects the chairperson and the person with the highest vote is nominated to chair the General Meeting.

5. The agenda and content of the General Meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly specify the time for each issue in the agenda.

6. The Chairman of the General Meeting has the right to take necessary measures to control the General Meeting in a valid and order manner, in accordance

with the approved program and reflect the wishes of the majority of attending shareholders.

7. The Chairman of the General Meeting has the right to postpone the General Meeting of Shareholders when there is a consensus or request of the General Meeting of Shareholders which had sufficient delegates required in accordance with the provisions in Clause 8, Article 142 of Enterprises Law.

8. The person who convenes the General Meeting of Shareholders shall have the right to request the shareholders or their authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other reasonable and appropriate security measures. If any the shareholders or their authorized representatives fail to comply with the above inspection or security measures, the person who convenes the General Meeting of Shareholders shall, after careful consideration, have the right to refuse or expel the If any the shareholders or their authorized representatives mentioned above from the meeting.

9. The convener may, after careful consideration, take appropriate measures to:

- a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
- b) Ensure safety for everyone attending at the meeting venues;
- c) Facilitate shareholders to attend (or continue to attend) the General Meeting.

The convener of the General Meeting shall have full power to change the measures referred to above and apply all measures as deemed necessary. Applicable measures may be issuing permission to enter or using other selection forms.

10. In cases where the General Meeting of Shareholders applies the above-mentioned measures, the convener of the General Meeting, when determining the venue of the General Meeting, may:

a) Announce the General Meeting of Shareholders shall be conducted at the venue inscribed in the notice and the Chairman of the General Meeting of Shareholders attends there “the main venue of the General Meeting”;

b) Arrange and organize for the shareholders or their authorized representatives who cannot attend the meeting under this Article or those who want to participate in the venue other than the main venue of the General Meeting may concurrently attend the General Meeting;

Notice on the organization of the General Meeting does not need to specify the measures to hold pursuant to this Article.

11. In this Charter (unless otherwise required by circumstances), all shareholders shall be deemed to be participating in the General Meeting at the main venue of the General Meeting.

12. Annually, the Company holds the General Meeting of Shareholders at least one (01) time. Annual General Meeting of Shareholders is not hold under the form of collecting shareholders' opinions in writing.

Article 21. Approval of decisions of the General Meeting of Shareholders

1. Except for the cases stipulated in clauses 2 and 3 of this article, decisions of the General Meeting of Shareholders on the following issues shall be approved when there are 51% or more of the total number of votes of the shareholders entitled to vote directly attending or through authorized representatives attending at the General Meeting of Shareholders:

- a. Approval of annual financial statements;
- b. Short-term and long-term development plans of the Company;
- c. Dismissal, removal and replacement of members of the Board of Directors and report on the appointing General Director of the Board of Directors.

2. Election of members of the Board of Directors must comply with the provisions in Clause 3, Article 144 of the Law on Enterprises.

3. Decisions of the General Meeting of Shareholders relating to the amendment and supplement of the Charter, the type of shares and the number of shares offered for sale, the reorganization or dissolution of enterprises, the purchase and sale transactions of assets performed by the Company or its branches valued at 35% or more of the Company's total asset value calculated according to the latest audited financial statement approved when there are 65% or more of the total number of vote of shareholders entitled to vote directly presenting or indirectly or through authorized representatives at the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders approved by 100% of total voting shares are legal and in effect even if the order and procedures for approving such resolutions have not been carried out in accordance with the provisions.

Article 22. Authorities and procedures to collect shareholders' opinions in writing in order to approve decisions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions under the form of writing in order to approve the decisions 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 shareholders' opinions under the form of writing in order to approve the resolutions of the General Meeting of Shareholders when deemed it necessary for the benefit of the Company.

2. The Board of Directors must prepare a questionnaire, draft decision of the General Meeting of Shareholders; documents explaining the draft decision. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting, and must be sent no later than fifteen (15) days before the deadline for receiving questionnaire.



The request and the manner of sending the questionnaire and attached documents shall be implemented in accordance with clause 3 of Article 18 of this Charter.

3. Questionnaire must contain the following main contents:
 - a. Name, address of the head office, business code of the company;
 - b. Purpose of collecting opinion;
 - c. Full name, permanent address, nationality, citizen identification card number, identification card, passport or other legal personal papers in the case of individual shareholders; name, business code or establishment decision number, head office address for shareholders being organization or a full name, permanent address, nationality, citizen identification card number, identification card, passport or other legal personal papers of the authorized representative of the institutional shareholder; number of shares of each type and number of votes of shareholders;
 - d. Issues need to be collected opinion for approval;
 - e. Voting options include approval, disapproval and no opinion on each issues that need to be collected opinion;
 - f. The deadline for sending the answered questionnaire to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. Answered questionnaire must be signed by shareholders being individuals, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.
5. Completed questionnaire may be sent to the Company in one of the following forms:
 - a) Mail: Questionnaire sent to the Company must be placed in a sealed envelope and no one may open the envelope before counting vote;
 - b) Fax or email. Questionnaire sent to the Company by fax or email must be kept secret until the time of counting vote.

Any questionnaire sent to the Company after the deadline specified in the questionnaire or opened in the case of sending by mail and being disclosed before the time of vote counting in the case of sending by fax or email is invalid. Questionnaires which are not sent are considered as non-voting votes.

6. The Board of Directors shall organize the vote counting and make counting minutes in the presence representing shareholders who do not hold the position of managing the Company. The vote counting minutes must contain the following main contents:
 - a) Name, address of head office, business code;
 - b) Purpose and issues that need to be collected opinion to approve the resolution;
 - c) The number of shareholders with the total number of votes participating in voting, in which distinguishing the number of valid votes and the number of

invalid votes and the method of sending votes, together with the appendix of the list of shareholders participating in voting;

d) Total number of approval, disapproval and no opinion votes on each issue;

e) Issues that have been approved;

f) Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the counter and the counting supervisor.

The members of the Board of Directors, the counters and the counting supervisor shall be jointly liable for the truthfulness and accuracy of the minutes of counting votes; they shall be jointly liable for losses arising from decisions approved due to untruthful or inaccurate counting of votes.

7. Minutes of vote counting shall be sent to the shareholders within fifteen (15) days from the date of completion of vote counting. In case the Company has website, the submission of the minutes of vote counting can be replaced by posting on the website of the Company within twenty four (24) from the date of completion of vote counting.

8. The completed questionnaire, the minutes of vote counting, the approved resolutions and the related documents attached with the questionnaire must be archived at the head office of the company;

9. A resolution approved under the form of collecting written opinions of shareholders must be approved by a number of shareholders representing at least 51% of the total number of voting shares with the voting right approved in the General Meeting of Shareholders.

Article 23. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be written in minutes and may be recorded or written and stored in another electronic form. The minutes must be made in Vietnamese and may be made in English and have the following main contents:

a. Name, address of head office, business code;

b. Time and venue of the General Meeting of Shareholders;

c. Agenda and content of the meeting;

d. Full name of chairman and secretary;

e. Summarize happening of the meeting and the opinions expressed at the General Meeting on each issue in the agenda;

f. Number of shareholders and total number of votes of shareholders attending, annex of shareholders registration, shareholders' representatives attending with the corresponding shares and the number of votes;

g. The total number of votes for each issue, including the voting method, total number of valid, invalid, approval, disapproval and no opinion votes; The corresponding ratio of the total number of votes of the shareholders attending;

h. The approved issues and the proportion of votes approved respectively;

i. Signature of chairman and secretary.

Minutes made in Vietnamese and English have the same legal effect. In case of differences in the contents of the minutes in Vietnamese and English, the contents in the Vietnamese version of the minutes shall take effect.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes of the General Meeting of Shareholders must be posted on the website of the Company within twenty four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

4. Minutes of the General Meeting of Shareholders shall be considered as evidence of the works that carried out at the General Meeting of Shareholders unless there are objections to the contents of the minutes given in accordance with the procedures prescribed within ten (10) days after submitting the minutes.

5. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders who have registered to attend the meeting together with the signature of the shareholder, the authorization document to attend meeting and the related documents must be archived at the head office the Company.

Article 24. Request to cancel the decision of the General Meeting of Shareholders

Within ninety (90) days from the date receiving the minutes of the General Meeting of Shareholders or the minutes of the vote counting result to collect opinions of shareholders in writing, members of the Board of Directors, General Director, shareholder or group of shareholders as stipulated in Clause 3 Article 12 of this Charter may have right to request the Court or the Arbitrator to consider and cancel the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or collecting shareholders' opinions in writing and making decisions of the General Meeting of Shareholders do not comply with the provisions of the Enterprise Law and this Charter, except for cases stipulated in Clause 4 Article 21 of this Charter.

2. Contents of the resolution violate the law or this Charter.

If the decision of the General Meeting of Shareholders is canceled under a decision of the Court or the Arbitrator, the convener of the cancelled General Meeting of Shareholders shall consider reorganizing within sixty (60) days in accordance with the order and procedures prescribed in the Enterprises Law and this Charter.

Chapter VII

BOARD OF DIRECTORS

Article 25. Structure and nomination of Board of Directors' members

1. Where the candidate has been identified, information relating to candidates for the Board of Directors is included in the documents of General Meeting of Shareholders and announced at least ten (10) days before the opening date of General Meeting of Shareholders on the Company's website so that shareholders can find out about these candidates before voting. Candidates of the Board of Directors must have a written commitment on the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform their duties honestly if elected as member of Board of Directors. Information regarding the candidate for the Board of Directors shall be published including the following minimum contents:

- a. Name, date of birth;
- b. Academic level;
- c. Qualification level;
- d. Working process;
- e. Companies in which the candidate holds the position of a member of the Board of Directors and other managerial positions;
- f. Evaluation report on the contribution of the candidate to the Company, in case that candidate is currently a member of the Board of Directors;
- g. Benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

2. Shareholders holding common shares for a continuous period of at least six (06) months are entitled to add up the number of voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holds from 5% to less than 10% of the total number of shares are entitled to nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates; from 60% to less than 70% shall be nominated up to six (06) candidates; from 70% less than 80% will be nominated to seven (07) candidates; from 80% to less than 90% shall be entitled to nominate up to eight (08) candidates.

3. Where the number of candidates of the Board of Directors through nomination and candidacy is not enough, the current Board of Directors may nominate more candidates or organize nomination according to a mechanism prescribed by the Company in the internal regulations on corporate governance. The procedure for the currently Board of Directors nominate candidates must be

announced clearly and must be approved by the General Meeting of Shareholders before nomination in accordance with the law.

Article 26. Composition and tenure of members of the Board of Directors

1. The number of members of the Board of Directors is 05 people. The term of the members of Board of Directors is not exceeding five (05) years and may be re-elected for an unlimited number of terms.

2. Composition of members of Board of Directors is as follow:

The number of independent member of Board of Directors must be at least one-third (1/3) of the total number of members of Board of Directors.

3. Board members are no longer members of the Board of Directors in the following cases:

a) Being not eligible to be a member of the Board of Directors in accordance with the provisions of the Enterprise Law or prohibited by law from acting as a member of the Board of Directors;

b) Have letter of resignation;

c) To be mental disorder and other members of the Board have professional evidence to prove that the member has no capacity for behavior;

d) Not participate in activities of the Board of Directors for six (06) consecutive months, except in the case of force majeure;

e) According to the decision of the General Meeting of Shareholders;

f) Provide false personal information when sending to the Company as a candidate for the member of Board of Directors;

g) Other cases in accordance with the provisions of law and this Charter.

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

5. Members of the Board of Directors may not be shareholders of the Company.

Article 27. Rights and duties of the Board of Directors

1. Business activities and work of the Company must be subject to the supervision and direction of the Board of Directors. The Board of Directors is a department with full power to exercise all rights and obligations of the Company except for the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors are stipulated by the law, the company, charter and the general meeting of shareholders. Board of Directors has specific rights and duties as follows:

a) Decide strategies, medium-term development plans and annual business plans of the Company;

b) Identify operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

- c) Appoint, dismiss, sign contract, terminate the contract to General Director, other executives and decide their salary;
 - d) Supervise, direct the General Director and senior executives;
 - e) Decide the organizational structure of the Company, the establishment of subsidiaries, the establishment of branches, business locations, representative offices, and the capital contribution and share purchase of other enterprises;
 - f) Resolve the Company's complaints against the Company's executives as well as decide to select representatives of the Company to resolve issues related to the legal procedures for such executives;
 - g) Propose types of issued shares and total number of issued shares by each type;
 - h) Propose the issuance of convertible bonds and bonds enclosed with warrant;
 - i) Decide on the offer price of shares or bonds in case of being authorized by the General Meeting of Shareholders;
 - j) Propose annual dividends; decide the time and procedures for paying dividends;
 - k) Report to the General Meeting of Shareholders on the appointment of the General Director;
 - l) Propose the reorganization or dissolution of the Company;
 - m) Decide internal regulations on corporate governance after being approved by the General Meeting of Shareholders to protect shareholders;
 - n) Approve the program, contents of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders approves decision;
 - o) Submit the audited financial report, report corporate governance to the General Meeting of Shareholders;
 - p) Other rights and obligations (if any).
3. The following issues must be approved by the Board of Directors:
- a) Establishment of branches, business locations or representative offices of the Company;
 - b) Establishment of subsidiaries;
 - c) Within the extent provided for in Clause 2 Article 149 of the Enterprise Law and except as provided for in Clause 2 Article 135 and Clause 1, Clause 3 Article 162 of the Law on Enterprises, it must be approved by General Meeting of Shareholders, the Board of Directors shall decide on the implementation or amendment and cancellation of contracts of the Company;
 - d) Appointment and dismissal of persons authorized by the Company as trade representatives and lawyers of the Company;

e) Borrowing and performance of mortgages, assurance, guarantees and indemnities of the Company;

f) Investments outside the business plan and budget that exceed 10% of the plan value and annual business budget;

g) The purchase or sale of shares, capital contribution of other companies established in Vietnam or abroad;

h) The valuation of assets contributed to the Company which are not cash in the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology and technological secret;

i) The re-purchase or revocation of not more than 10% of the total number of shares of each type which has been offered for sale in twelve (12) months;

j) Decide the price for repurchase or revocation of shares of the Company;

k) Business or transaction issues that the Board of Directors determines need to be approved within the scope of their authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular on the supervision of the Board of Directors to the General Director and other executives in the fiscal year. If the Board of Directors fails to submit report to the General Meeting of Shareholders, the annual financial report of the Company is considered invalid and has not been approved by the Board of Directors.

5. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize subordinates and executives to represent and act on behalf of the Company.

Article 28. Remuneration, salary and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) are entitled to receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This remuneration shall be distributed to the members of the Board of Directors in accordance with the agreement in the Board of Directors or equally divided in case it cannot be agreed.

2. The total amount paid to each member of the Board of Directors including remuneration, expenses, commissions, share purchase rights and other benefits being enjoyed from the Company, its subsidiaries and associates and other companies in which the members of Board of Directors represent the contribution capital must be disclosed in details in the Company's Annual Report. The remuneration of members of the Board of Directors must be shown separately in the annual financial statement of the Company.

3. Members of the Board of Directors who hold executive positions or work in subcommittees of the Board of Directors or perform other tasks which the Board

of Directors consider it beyond the normal extend of mission of a member of Board of Directors, then additional wages may be paid in the form of a lump-sum pay package in each installment, salaries, commissions, percentage of profits or under other form as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to be paid all costs of travel, accommodation and other reasonable expenses for the performance of their duties as members of the Board of Directors, including expenses incurred in attendance at meetings of the Board of Directors, General Meeting of Shareholders or subcommittees of the Board of Directors.

Article 29. The chairman of the Board of Directors

1. The Board of Directors must select among the members of the Board of Directors to elect one Chairman.

2. The chairman of the Board of Directors is obliged to prepare the program and documents, convene and preside the meeting of the Board of Directors; preside the General Meeting of Shareholders; while having other rights and obligations stipulated in the Enterprises Law and this Charter.

3. The Chairman and of the Board of Directors may be dismissed in accordance with the decision of the Board of Directors. When the Chairman of Board of Directors resigns or to be dismissed, within ten (10) days the Board of Directors must elect alternate persons.

Article 30. Meetings of the Board of Directors

1. Where the Board of Directors elects the chairman, then chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days after the end of the election of Board of Directors. This meeting was convened by the member with the highest number of votes or the highest ratio of votes. If there is more than one (01) member with the highest number of votes or the highest ratio of votes, the members shall elect on the principles of majority of the members to elect one of them to convene a meeting of the Board of Directors.

2. The chairman of the Board of Directors must convene periodical and extraordinary meetings of the Board of Directors, prepare the agenda, time and venue of meeting at least three (03) working days before the meeting date. The Chairman may convene any meeting, if necessary, but at least (01) times for every quarter.

3. The chairman shall convene an meeting of the Board of Directors, it must not be delayed without any justifiable reason, when one of the following persons requests in writing showing the purpose of the meeting and issues that need to be discussed:

- a) The Chief Executive Officers or at least three (03) other executives;
- b) At least two (02) members of the Board of Directors.
- c) Independent member of the Board of Directors;

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the meeting proposal stated in Clause 3 this Article. In case of not convening meeting at the request, the Chairman shall be liable for any damages to the Company; the persons proposed to hold meetings mentioned in Clause 3, Article 30 of this Article shall have the right to convene meetings of the Board of Directors.

5. In cases where the independent auditing company has proposal to audit the financial statements of the company, the chairman of the Board of Directors must convene a meeting of the Board to discuss about the audit report and the situation of the Company.

6. Meetings of the Board of Directors will be conducted at the registered address of Company or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. The notice of the Board of Directors' meeting must be sent to the members of Board of Directors at least three (03) working days prior to the meeting date, the members of Board of Directors may decline the meeting invitation in writing and this refusal may be changed or canceled in writing by that member of the Board of Directors. The meeting notice the Board of Directors should be made in Vietnamese writing and must state the agenda, the time and venue of the meeting, the contents of the discussion, enclosed with the necessary documents on issues discussed and voted at the meeting and ballots of members.

Invitations should be sent by post, fax, email or other means, but it must ensure to arrive at the contact address of each member of the Board of Directors which was registered at the Company.

8. Meetings of the Board of Directors shall be held when there are at least three quarters (3/4) of the total number of the Board of Directors present in person or through their representatives (authorized persons) if it is approved by major number of members of the Board of Directors.

In case of insufficient number of members attending the meeting as prescribed, the meeting must be re-convened within seven (07) days from the planned date of the first meeting. A meeting convened for the second time shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

9. Meetings of the Board of Directors may be organized in the form of online conferences between members of the Board of Directors when all or some of the members are in different places, provided that each member attends meetings can:

a. Listen to each other member of the Board of Directors expressing at the meeting;

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b. Speak to all other participants concurrently. Discussion among members can be made directly by telephone or by other means of communication or a combination of these methods. Member of the Board of Directors who attend such meetings are considered "present" at that meeting. The venue of the meeting held in accordance with this provision shall be the venue where the majority of the Board members are present, or the place where the chairman of the meeting is present.

Decisions approved during the meeting through telephone are organized and conducted in a legal manner, effective immediately upon the end of the meeting, but they shall be affirmed by signatures in the minutes of all members of Board of Directors who attend this meeting.

10. Members of Board of Directors may send ballots to the meeting by mail, fax or email. In case of sending votes to the meeting by mail, the ballots must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Votes can only be opened in the presence of all participants.

11. Voting:

a. Except for the provisions at Point b, Clause 11 of this Article, each member of the Board of Directors or his / her authorized representative as provided for in Clause 8 of this Article directly appearing as an individual status in the meeting of the Board of Directors have one (01) votes;

b. A member of the Board of Directors is not allowed to vote on any contract, transaction or proposal that the member or his / her related person has interest and that interest may be in conflict with the interest of the company. Members of the Board of Directors are not included in the minimum ratio of attending members in order to be able to hold a meeting of the Board of Directors for decisions that those members do not have voting rights;

c. Under the provisions of Point d, Clause 11 of Article 30, when problems arise at meetings related to the interests or voting rights of the members of Board of Directors; however, such members do not voluntarily renounce their voting rights, then the decision of the chairman is the final decision, unless the nature or scope of the benefit of the related member of the Board of Directors has not been fully disclosed;

d. Any member of the Board of Directors who benefits from a contract stipulated in point a and b, clause 5, article 37 of this Charter shall be deemed to have a substantial interest in such contract;

12. Members of the Board of Directors to be directly or indirectly benefited from a contract or transaction that has been signed or is expected to be signed with the Company and they knows that they are the beneficiary, then they shall have responsibility to publish this benefit at the first meeting of the Board of Directors discussing the signing of this contract or transaction. If a member of the Board of

Directors does not know that he or she and its related person has interests at the time the contract or transaction is signed with the Company, the member of Board of Directors must publicly disclose the related benefits at the first meeting of the Board of Directors which is held after the member knows that he or she benefits or will benefit from the transaction or contract mentioned above.

13. The Board of Directors approves decisions and issues resolutions according to approval of the majority of the members attending the meeting. Where the numbers of approval and disapproval votes are equal, the vote of the Chairman of the Board of Directors is the decision.

14. Resolutions under the form of collecting opinions in writing are approved according to approval of the majority of the members of the Board of Directors with voting rights. This type of resolution is valid and valued as a resolution approved at the meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meeting to all members and such minutes are evidence of the work carried out in the meetings unless there are objections against the content of the minutes within ten (10) days from the date of sending. Minutes of meetings of the Board of Directors is made in Vietnamese and can be made in English. The minutes must be signed by the chairman and the recorder.

Article 31. Sub-committees under the Board of Directors

1. The Board of Directors may set up affiliated sub-committees to take charge of development policies, human resources, salary, bonus, internal audit. The number of members of the Sub-Committee shall be decided by the Board of Directors, at least three (03) members including members of the Board of Directors and external members. The independent members of the Board of Directors should be majority in the subcommittee and one of them shall be appointed as the subcommittee chief under the decision of the Board of Directors. The activities of subcommittees must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall be valid only when the majority of the members attend and the resolution passed at the meeting of the subcommittee is a member of the Board of Directors.

2. The execution of the decision of the Board of Directors, or of the Sub-Committee directly under the Board of Directors, or of the person with member status of Sub-committee under the Board of Directors shall be in accordance with the current provisions of law and regulations in the Company's Charter.

Article 32. The person in charge of the corporate governance

1. The Board of Directors appoints at least one (01) person in charge of the corporate governance to support the management of the Company effectively. The term of the person in charge of the corporate governance shall be decided by the Board of Directors, not exceeding five (05) years;

2. The person in charge of corporate governance must meet the following criteria:

- a. Have knowledge of law;
- b. It's prohibited to concurrently work for an independent auditing company which is auditing the financial statements of the Company;
- c. Other standards as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of the corporate governance if needed but not in contravention of the provisions of the current labor law.

4. The person in charge of corporate governance has the following rights and obligations:

- a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with the regulations and related work between the Company and its shareholders;
- b) Prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advise on the procedures of the meetings, attend meetings and make minutes of meetings;
- d) Advise on procedures for making the resolution of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copy of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
- f) Supervise and report to the Board of Directors on disclosure of information of the Company;
- g) Confidentiality of information in accordance with the provisions of law and the Charter of the Company;
- h) Assist the convening of the General Meeting of Shareholders, the Board of Directors;
- i) Assist members of the Board of Management in implementing the rights and obligations assigned, apply and implement corporate governance principles;
- j) Assist the company in building up shareholder's relationship and protecting shareholder's legitimate rights and interests;
- k) Assist the company in complying with the obligations of providing information, publicizing information and administrative procedures;
- l) Other rights and obligations in accordance with the provisions of law.

Chapter VIII

CORPORATE EXECUTIVE

Article 33. Organization of management apparatus

The Company's management system ensures that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in daily business of the Company. The Company has one Chief Executive Officer, Deputy Chief Executive Officer and one Chief Accountant appointed by the Board of Directors. The appointment, removal or dismissal of these titles must be effected by resolution of the Board of Directors.

Article 34. Corporate Executive

1. At the proposal of the General Director and approval of the Board of Directors, the Company may recruit other executives with the number and standard in accordance with the structure and regulations of the Company as stipulated by the Board of Directors. Company executives must be diligent to support the Company to achieve the objectives set in the operation and organization.

2. The remuneration, salary, benefits and other terms of the labor contract to the General Director shall be decided by the Board of Directors and the labor contract of other executives shall be decided by the Board of Directors after consultation with the General Director.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the Chief Executive Officer; sign contract which stipulates remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the annual General Meeting of Shareholders, expressed in separate items in the annual financial statements and stated in the annual report of the Company.

2. The term of office of the Chief Executive Officer shall not exceed five (05) years and may be reappointed. Appointment may be terminated in accordance with the provisions of the labor contract. The Chief Executive Officer is not a person prohibited by law from holding this position and must satisfy the criteria and conditions prescribed by law and the company's Charter.

3. The General Director has the following rights and responsibilities:

a) Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company which were approved by the Board of Directors and the General Meeting of Shareholders;

b) Decide all matters that do not require a decision of the Board of Directors, including the signing of financial and commercial contracts on behalf of the Company, organization and operation of daily production and business activities of the Company in accordance with the best management practices;

c) Recommend to the Board of Directors about the organizational structure plan of the Company;

d) Recommend the number and structure of senior executives that the Company needs to recruit so that the Board of Directors could appoint or dismiss according to internal regulations and propose the salary, remuneration, benefits for corporate executives in order to Board of Directors decide ;

e) Consult the Board of Directors to decide on the number of employees, salary, allowances, benefits, appointment, dismissal, and other terms related to their labor contracts;

f) By November 30th each year, submit to the Board of Directors for approving detailed business plan for the next fiscal year in accordance with the 5-year budget and financial plan of the Company;

g) Propose measures to improve the Company's performance and management;

h) Prepare long-term, annual and quarterly cost estimates of the Company (hereinafter called cost estimates) for the long-term, annual and quarterly management of the Company in accordance with the business plan. The annual cost estimates, reports (including balance sheet, production and business activities report and expected cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations;

i) Other rights and obligations in accordance with the provisions of law, Charter, internal regulations of the Company, resolutions of the Board of Directors, labor contracts signed with the Company.

4. The Chief Executive Officer is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and rights and must report to these levels upon request.

5. The Board of Directors may dismiss the Chief Executive Officer when the majority of the members of the Board of Directors entitled to vote attend the meeting and appoint the new General Director to replace them.



Chapter IX

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 36. Responsibility for prudence

Members of the Board of Directors, the General Director and other executives shall be responsible for the performance of their duties, including the duties of members of the Subcommittees of the Board of Directors in an honest, careful manner for the interests of the Company.

Article 37. Responsibility for honest and avoiding conflicts of interest

1. Members of the Board of Directors, General Directors and other executives must publicize relevant interests in accordance with the provisions in Article 159 of the Law on Enterprises and other provisions of law.

2. Members of the Board of Directors, General Manager and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals may not be used.

3. Members of the Board of Directors, the General Director and other executives are obliged to inform the Board of Directors about all interests which may conflict with the interests of the Company that they may beneficial through economic entities, transactions or other individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not be entitled to provide loans or guarantees to the members of the Board of Directors, executives and other individuals and organizations related to the members mentioned above or legal persons, who have financial benefits other than those provided for by specialized law.

5. Contracts or transactions between the Company with one or more members of the Board of Directors, the General Director, other executives, or persons, organizations related to them or the Company, partners, association or organizations in which the members of the Board of Directors, the General Director, other executives or persons related to them are members or related to financial interests are not disabled in the following cases:

a) For contracts valued equal to or less than twenty percent (20%) of the total assets recorded in the latest recent audited financial statements of the Company, important contents of contracts or transactions as well as relationships and interests of the members of the Board of Directors. Corporate executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contracts or transactions in an honest manner

by a majority of the approval votes of the Board of Directors' members without relevant interests;

b) For contracts with a value equal to or greater than twenty percent (20%) of the total assets recorded in the latest audited financial statement of the Company, the important contents of this contract or transaction as well as the relationship and the benefits of the members of the Board of Directors, General Directors, senior executives have been announced to shareholders who have no related interests voting for that issue, and those shareholders have voted in favor of this contract or transaction;

c) That contract or transaction is considered fair and reasonable by an independent consultant in all respects concerning the Company's shareholders at the time of the transaction or this contract is approved by the Board of Directors or General Meeting of Shareholders.

Members of the Board of Directors, the General Director, other executives and organizations, individuals related to members stated above must not use the Company's unpublished information or disclose it to others for performing related transactions.

Article 38. Responsibility for damage and compensation

1. Members of the Board of Directors, the Chief Executive Officer and other executives who violate their duties and responsibilities of honesty and prudence, fail to fulfill their obligations with diligence and professional capacity must take responsibility for the damage caused by their violation.

2. The Company indemnifies those who have, to be or may become, a related party in a complaint, suit or proceeding (including civil and administrative cases and not lawsuits filed by the Company) if he or she have been or to be a member of the Board of Directors, General Director, other executives, employees or representatives authorized by the Company or he / the Company's Board of Directors, General Director, other executives, employees or authorized representatives of the Company, or that person has or is acting at the request of the Company as a member of the Board of Directors, General Director, other executives, employees or authorized representatives of the Company provided that such person has acted honestly, earnestly and diligently for the benefit or non-contradiction to the interests of the Company, on the basis of compliance with the law and without a certification that they he has violated his responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Company, then members of the Board of Directors, General Manager, other executives, employees or authorized representatives of the Company shall be compensated by the Company when they become a party in the case of complaints, suits and legal actions (except for cases where the Company initiates a lawsuit) in the following cases:

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a. Acted honestly, cautiously, diligently for the benefit and not in conflict with the interests of the Company;

b. Comply with the law and there is no evidence that they did not fulfill their responsibilities.

4. Compensation costs include costs incurred (including attorney's fees), judgment costs, penalties, payable amounts in practice or considered reasonable when resolving these cases within the allowable scope of the law. The company can purchase insurance for these people to avoid the above liability.

Chapter X

THE RIGHT TO INVESTIGATE BOOKS AND DOCUMENTS OF COMPANY

Article 39. The right to investigate books and documents

1. A shareholder or a group of shareholders stated in Clause 2, Article 25 of this Charter may directly or through their authorized representatives send a written request for inspecting list of shareholders, minutes of the General Meeting of Shareholders and photocopy or extract these documents during working hours and at the head office of the Company. Requests for inspection by the authorized representative of the shareholder must be accompanied by the authorization letter of the shareholder whom he or she represents or a notarized copy of this authorization letter.

2. Members of the Board of Directors, the General Director and senior executives have the right to inspect the registration book of shareholders of the Company, the list of shareholders, the books and other documents of the Company for the purposes relating to their position provided that such information is confidential.

3. The company must keep this Charter and amendments and supplements to the Charter, business registration certificate, the regulations and documents evidencing the ownership of the assets, resolutions of General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, annual financial reports, accounting books and other documents as prescribed by the provisions of law at the head office or another place with conditions that the shareholders and the business registration office are informed about the location of these documents.

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

Chapter XI

ORGANIZATION OF PARTY, YOUTH UNION EMPLOYEE AND TRADE UNION

Article 40. Organization of the Party - Youth Union

Political organizations: The Communist Party of Vietnam, the Union Trade, the Ho Chi Minh Communist Youth Union in the Company operate under the Constitution, the laws of the Socialist Republic of Vietnam and the Charter of that organization.

The company respects and facilitates the above organizations to operate in accordance with function, duties and regulations of their organization.

1. Organization of Party

a) Organization of the Company's Party is a political organization, directly leads the Youth Union and the Trade Union of the company. Organization of the Company's Party participate in activities and subject to the direction of Party Committee of Enterprise - Binh Duong;

b) Activities of Organization of the Company's Party must strictly comply with current provisions of law, abide by the Party's Charter and resolutions of the Party at all levels; to be facilitated by the joint stock company in daily life;

c) Organization of the Company's Party has obligations and rights as follow:

- Perform political tasks and other tasks as prescribed by the Charter for Organization of the Party in joint-stock companies.

- Request the Company's Board of Directors and General Director to comply with current laws.

- Popularize the policy of the Party to each employee in the company.

- Foster and introduce managers and employees of the company into elite members, able to meet the requirements of work as well as the development of the company, meet the requirements of industrialization and modernization of the country.

2. Trade Union

a) The Youth Union of the Company is a socio-political organization, operating under the direct guidance of the Party's Sub-Branch of the Company, which is an organization protecting the legal rights and interests of the youth. In addition, the activities of the Youth Union of the company are also under the direction of the Party Committee of Enterprise - Binh Duong.

b) The activities of the Youth Union in the Company must strictly comply with the law, the Charter of the Union and facilitated by the Company for operation.

c) Responsibilities and rights of the Youth Union:

- Mobilize and educate youths to live and work according to law, properly comply with the Charter of the Union and the internal labor regulations of the joint-stock companies;



- Encourage and help the youth union members to improve their education, cultures, skills and profession to meet the needs of the company;
- Co-ordinate with the Trade Union to organize activities of emulation and entertainment for youth union members and workers in the company.

Article 41. Employees and Trade Union

1. General Director must make plans so that the Board could approve issues related to the recruitment, dismissal of employees, wages, social security, welfare, commendation and discipline Employees and executives.
2. The General Director shall plan so that the Board could approve issues relating to the Company's relationship with trade union organizations in accordance with the best standards, practices and management policies, practices and policies regulated in this Charter, regulations of the company and the current provisions of law.

Charter XII

PROFIT DISTRIBUTION

Article 42. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividends payment and the form of annual dividend payment from retained earnings of the Company.
2. According to the Law on Enterprises, the Board of Directors may decide to advance mid-term dividend if it deems that such payment is in line with the Company's ability to generate revenue.
3. The company does not pay interest for payment of dividends or payments related to a type of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors is the executing agency of this resolution.
5. In the case of dividends or other payments relating to a type of shares paid in cash, the Company shall pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case where the company has transferred in accordance with the detail information of the bank provided by the shareholder, but that shareholder cannot receive money, then the Company shall not be responsible for the money transferred to the shareholder. Payment of dividends for shares listed on the Stock Exchange is made through a securities company or Vietnam Securities Depository.
6. Pursuant to the Enterprises Law, the Securities Law, the Board of Directors approves a resolution to determine a specific date for closing the list of shareholders. Based on that date, persons who register as shareholders or owners of other securities are entitled to receive dividends, interest, distribute profits, receive shares, and receive notices or other documents.

7. Other issues related to distribution of profits are made in accordance with the provisions of law.

Chapter XIII
BANK ACCOUNT, RESERVES,
FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 43. Bank account

1. The Company opens accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.

2. In necessary cases, the Company may open a bank account abroad in accordance with the provisions of law with the consent of the competent authorities.

3. The Company carries out all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks where the Company opens its accounts.

Article 44. Financial year

The financial year of the Company starts on January 01st and ends on December 31st of the same year.

The first fiscal year starts on the date of being issued the Business Registration Certificate and ends on December 31st of that year.

Article 45. Accounting system

1. The accounting system used by the company shall be the Vietnamese accounting system (VAS), the enterprise accounting system or the specific accounting system promulgated by other competent agencies approved by the Ministry of Finance.

2. The Company makes accounting books in Vietnamese and keeps accounting records in accordance with the provisions of laws on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.

3. The company uses Vietnamese dong as the currency used in accounting. In cases where the Company has economic profession arising is mainly in a foreign currency, it may select such foreign currency as its accounting unit, take responsibility for such selection before law and notify the direct tax administration agency.

Chapter XIV
ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION
DISCLOSURE RESPONSIBILITIES

Article 46. Annual, six-month and quarterly financial statements

1. The company must prepare the annual financial statement in accordance with the provisions of law as well as the regulations of the State Securities Commission and must be audited in accordance with Article 48 of this Charter.

Within ninety (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 authorities, the State Securities Commission, the Stock Exchange and Business Registration Office.

2. Annual financial statements must include report on business activity results reflecting honestly and objectively the situation of profit / loss of the Company in the fiscal year; the financial statements reflect honestly and objectively the situation of the Company's operations as of the date of the report; Cash flow statement and Notes to the financial statements reflect honestly and objectively the situation of the Company's operations as of the date of the report, Cash flow statement and Notes to the financial statements.

3. The Company must prepare and publish the reviewed six-month and quarterly financial statements (for listed companies) in accordance with the regulations of the State Securities Commission and the Stock Exchange (for listed companies) and submit them to the relevant tax authority and the business registration office in accordance with the provisions of Enterprise Law.

4. The audited annual financial statements (including auditors' opinions), the reviewed six-month reports and the company's quarterly financial statement (for listed companies, large scale public company) are posted on the Company's website.

5. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, the inspected six-month reports and the quarterly financial statements during working hours at the head office of the Company and pay a reasonable fee for the copy.

Article 47. Annual report

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

Chapter XV COMPANY AUDIT

Article 48. Audit

1. The Annual General Meeting of Shareholders appoints independent auditing firms or approves a list of independent auditing firms and authorizes to Board of Directors to select one of these companies to conduct audit of Company financial statement for the next financial year based on the terms and conditions agreed with the Board of Directors. The company must prepare and send the annual financial statement to the independent auditing firm after the end of the financial year.

2. Independent auditing firm verifies, certifies, makes report on audit and submits to the Board of Directors within two (02) months from the last day of the fiscal year.

3. A copy of the audit report must be attached to the annual financial statement of the Company.

4. An independent auditor who audits the Company is allowed to attend the General Meeting of Shareholders and receive other notices and information relating to the General Meeting of Shareholders that shareholders entitled to receive and is allowed to express his / her views at the meeting related to the audit of financial statements of the Company.

Chapter XVI

STAMP

Article 49. Stamp

1. The Board of Directors approves an official stamp of the Company and the stamp which is carved in accordance with the provisions of law and Company's Charter.

2. The Board of Directors, the General Director shall use and manage the stamp according to the provisions of current law.

Chapter XVII

TERMINATION AND LIQUIDATION OF OPERATION

Article 50. Termination of operation

1. The Company may be dissolved in the following circumstances:

a) To be dissolved ahead of time as decided by the General Meeting of Shareholders;

b) To be revoked enterprise registration certificate;

c) Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended period) is decided by the General Meeting of Shareholders and performed by the Board of Directors. This dissolution decision must be notified or approved by the competent agency as prescribed.

Article 51. Renewal of operation

1. The Board of Directors convenes the General Meeting of Shareholders at least seven (07) months prior to the end of the term of the operation so that shareholder may decide on the extension of the Company's operation at the proposal of the Board of Directors.

2. The duration of operation shall be extended when being approved 65% or more of the total number of votes of the shareholders with voting rights presenting in person or through their authorized representatives presenting at the General Meeting of Shareholders.

Article 52. Liquidation

1. At least six (06) months before the expiry of the Company's operation duration or after the dissolution of the Company, the Board of Directors

must set up a Liquidation Board consisting of three (03) members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Board prepares its operating regulations. Members of the Liquidation Board may be selected from Company's employees or independent experts. All expenses related to liquidation will be prioritized to pay by the Company prior to other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and commencement of its operation. Since then, the Liquidation Board has been acting on behalf of the Company in all issues related to liquidation of the Company before the courts and administrative agencies.
3. The proceeds from the liquidation will be paid in the following order:
 - a) The liquidation costs;
 - b) Wage, severance allowances, insurance and other interests of employees under the signed collective labor agreements and labor contracts;
 - c) Tax debt;
 - d) Loans (if any);
 - e) Other debts of the Company;
 - f) The remaining after payment of all debts from Point a to Point d of Article above shall be distributed to the shareholders. Preferential shares are preferred for payment at first.

Chapter XVIII

SETTLEMENT OF INTERNAL DISPUTES

Article 53. Settlement of Internal Disputes

1. In case of disputes or complaints related to the operation of the Company or the rights and obligations of shareholders as stipulated in the Law on Enterprises, other legal provisions, Company's Charter or regulations as specified between:

- a) Shareholder and the Company;
- b) Shareholder and Board of Directors, Chief Executive Officer or Senior Executive.

Concerned Parties try to settle the dispute through negotiation and mediation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to present the information related to disputes within seven (07) working days from the date on which the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Directors to appoint an independent expert to arbitrate the dispute resolution process.

2. If the mediation decision is not reached within six weeks since the start of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring that dispute to the Economic Arbitration or the Competent Court.

3. The parties will bear their own costs relating to the negotiation and conciliation procedures. The payment of the costs of the Court is made in accordance with the judgment of the court.

Chapter XIX

SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 54. Supplement and amendment of the Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where there are legal provisions related to the Company's activities not mentioned in this Charter or in case where there are new legal provisions other than the terms in this Charter, then those provisions of the law are automatically applied and they shall adjust the operation of the company.

Chapter XX

EFFECTIVE DATE

Article 55. Effective date

1. This Charter consists of XX chapters, 55 Articles which was agreed to approve by annual General Meeting of Shareholders of Construction Investment Corporation 3-2 on April 26th. 2018 and under the Dispatch no.: 4136/UBCK-QLCB dated 04/07/2018 of State Securities Commission on the result of issuance of shares to increase capital from C32 equity. This Charter shall take effect from 17/07/2018 and this Charter replaces to Company's Charter previously issued.

2. This Charter is made in 10 copies with the same validity, in which:

- a) 01 copy is submitted to State Notary Public Office at locality.
- b) 05 copies are registered at government office according to the provisions of Provincial People's Committee;
- c) 04 copies are archived at the Company's head office.
- d) This Charter is sole and official one of the Company.
- e) Copies or extract of Company's Charter are valid when being signed by the Chairman of the Board or by at least one-half (1/2) of the total number of the Board of Directors' members.

GENERAL DIRECTOR

(Signed and sealed)

Vo Van Lanh

**XÁC NHẬN CỦA CÔNG TY TNHH
DỊCH THUẬT CHUẨN**

**CONFIRMATION OF EXACT
TRANSLATION COMPANY LIMITED**

Xác nhận ông Ngô Ngọc Ánh, CMND số 011943796 do Công an Tp Hà Nội cấp ngày 07/05/1996, đã ký trước mặt tôi tại Công ty Cổ phần Dịch Thuật Chuẩn đã dịch văn bản đính kèm trên.

This is to certify that Mr. Ngo Ngoc Anh, ID card No. 011943796 issued by Hanoi Public Security dated 07/05/1996, signed in my presence in Exact Translation Company Limited for translation of the above attached documents.

Số chứng nhận: **111119/ DTC-CK**

Certification No.: **111119/DTC-CK**

Ngày: **23 - 07 - 2018**

Date: **23 - 07 - 2018**

THAY MẶT GIÁM ĐỐC

ON BEHALF OF DIRECTOR

**TRƯỞNG ĐẠI DIỆN VĂN PHÒNG SÀI GÒN
CHIEF REPRESENTATIVE OF SAI GON
OFFICE**

(Ký và ghi rõ họ tên)
(Signed and full name)



NGUYỄN THỊ HẢO

Tôi Ngô Ngọc Ánh, CMND số 011943796 do Công an Tp Hà Nội cấp ngày 07/05/1996, cam kết đã dịch chính xác, phù hợp nội dung văn bản đính kèm từ Tiếng Việt sang Tiếng Anh và hoàn toàn chịu mọi trách nhiệm về bản dịch.

I, Ngo Ngoc Anh, ID card no. 011943796 issued by Hanoi Public Security dated 07/05/1996, guarantee that translated document is accurate and appropriate to attached document contents from Vietnamese to English and I am completely responsible for the translated document.

**NGƯỜI DỊCH
TRANSLATOR**

(Ký và ghi rõ họ tên)
(Signed and full name)

NGÔ NGỌC ÁNH