

**CHARTER  
THANH CONG TEXTILE GARMENT INVESTMENT  
TRADING JSC.**

*The fourteenth amendment on ..., 2023*

DRAFT

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## **INTRODUCTION**

The Charter of the Thanh Cong Textile Garment – Investment – Trading Joint Stock Company (former name: Thanh Cong Textile Garment Joint Stock Company) – hereinafter called “the Company” - is ratified by Shareholders of Company according to the regular resolution of General Meeting of Shareholders at the meeting on 27th May 2006, the first amendment dated 08th December 2007 and the second amendment dated 26th April 2008; the third amendment dated 25th April 2009; the fourth amendment dated 29th April 2011; the fifth amendment on 26th April, 2013; the sixth amendment on 29th March, 2014; the seventh amendment on April 04<sup>th</sup>, 2015; the eighth amendment on April 7<sup>th</sup>, 2017; the ninth amendment on April 6<sup>th</sup>, 2018; the tenth amendment on April 12th, 2019; the eleventh amendment on June 20th, 2020; the twelfth amendment on April 6<sup>th</sup>, 2021; the thirteenth amendment on April 15<sup>th</sup>, 2022, **the fourteenth amendment on June 30<sup>th</sup>, 2023.**

This Charter is the legal basis for all operations in business of the Company.

## **I. DEFINITIONS AND INTERPRETATIONS IN THE CHARTER**

### **Article 1. Definitions**


1. In this Charter, the following terminology shall be defined as follows:
  - a. "Charter Capital" means total book value of sold shares as stipulated in Article 5 of this Charter.
  - b. " Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17th 2020.
  - c. “Law on Securities” means the Law on Securities No.54/2019/QH14 was passed by National Assembly on November 26<sup>th</sup>, 2019.
  - d. "Date of Establishment" refers to the date of the first issuance of Business Registration Certificate of the Company, on June 23, 2006.
  - e. “Enterprise managers” is the manager of the Company, including Chairperson of the Board of Directors, a member of the Board of Directors, the General Directors and a person holding another managerial position according to the Company’s Charter.
  - f. "Enterprise executives" refers to the General Director, Deputy General Director, Chief Accountant, and other executive titles of the Company appointed by the Board of Directors.
  - g. “Relatives” of a person include: the spouse, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of the spouse.
  - h. “Legal documents” of an individual include the ID card (old or new format), passport and other legal personal identification documents.
  - i. “Legal documents” of an enterprise include the Establishment Decision, Certificate of Enterprise Registration and equivalent documents.
  - k. "Concerned Persons" refers to any individual or organization defined in Article 4.23 of the Law on Enterprises and Article 4.46 Law on Securities.
  - l. “Major Shareholder” means shareholder as stipulated in Article 4.18 of Law on Securities.
  - m. “Audit Committee” means the Audit Committee affiliated to the Board of Directors specified

in Item b, Clause 1 Article 137 of Law on Enterprises.

- n. "Term" means the operating term of the Company as stipulated in Article 2 of this Charter, and all extensions (if any) to this term which are passed by a resolution of the General Meeting of Shareholders.
  - o. "Vietnam" means the Socialist Republic of Vietnam.
  - p. "Laws" mean any and all legal documents as specified in Article 2 of the Law on Promulgation of Legal Documents No.80/2015/QH13 adopted by the National Assembly of Vietnam on June 22<sup>nd</sup>, 2015 as amended and supplemented from time to time.
  - q. "Non-executive members of the Board of Directors" are members of the Board of Directors who are not enterprise executives as defined under Article 1.1.f of this Charter.
2. In this Charter, any article or document used for reference will include all subsequent changes or replacement documents.
  3. Headings (Chapter, Article of this Charter) are used for convenience only and shall not affect to contents of this Charter.
  4. Words or terminology defined in the Law on Enterprise (if not conflict with the subject or context) will have the same definitions in this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCH(es), REPRESENTATIVE OFFICE(s), BUSINESS LOCATION(s) AND OPERATING TERM OF COMPANY AND LEGAL REPRESENTATIVE**

### **Article 2: Name, Form, Headquarter, Branch(es), Representative Office(s), Business Location(s) and Operating Term of the Company and Legal representative**

1. The name of the Company shall be:
  - The Company name in Vietnamese: "CÔNG TY CỔ PHẦN DỆT MAY - ĐẦU TƯ- THƯƠNG MẠI THÀNH CÔNG"
  - The Company name in English: "THANH CONG TEXTILE GARMENT INVESTMENT TRADING JOINT STOCK COMPANY"
  - The business name is ""CÔNG TY CỔ PHẦN DỆT MAY - ĐẦU TƯ- THƯƠNG MẠI THÀNH CÔNG"
  - The abbreviation name is "TCG"
- Logo: 
2. The Company is the Joint Stock Company, shall be a separate legal entity in accordance with the present law of Vietnam.
3. The registered address of Company's Headquarter is:
  - Headquarter: No. 36 Tay Thanh Street, Tay Thanh ward, Tan Phu District, Ho Chi Minh City, Vietnam.
  - Tel : (028)38.153.962
  - Fax : (028) 38.152.757 – 38.154.008
  - E-mail: tcm@thanhcong.com.vn
  - Website: www.thanhcong.com.vn

4. The General Director will be the sole legal representative of the Company.
5. The Company can open branch(es) representative office(s) and business location(s) in domestic and foreign to carry out the Company's objectives in accordance with the resolutions of the Board of Directors and within the limits allowed of the Laws.
6. Unless the Company terminates its Operating Term prior as stipulated in Articles 50.2 and Article 51, or extends its Operating Term as stipulated in Article 52 of this Charter, the Operating Term of the Company begun from the Date of Establishment and forever.

### **III. OBJECTIVES AND SCOPE IN BUSINESS OF COMPANY**

#### **Article 3. Objectives in Business of the Company**

1. The business lines of the Company shall be:
  - 1.1. Productions, business, exports, imports of cottons, fiber, threads, cloths, garments, footwear and machines, equipment, parts, auxiliary and raw materials, materials, chemicals (except poisonous chemicals), dyes, packing;
  - 1.2. Business, exports, imports freezing equipment, air-conditions, radios, televisions, construction materials, transport vehicles;
  - 1.3. Business in real estate;
  - 1.4. Retail in non-specialized store: Meat and meat products, aquatic products, vegetables, fruits, milk and dairy products, bread, jam, candy and other products made from cereals, flour, starch, beverage, other products; trading agent services; business mandates services; trading and consignment agent services; rental of office, shop, warehouse;
  - 1.5. Investment, construction, business, installation, repairing, founding estimate for civil and industrial projects, infrastructure of industrial zone, tourism zone; Constructing supervisor and finish civil and industrial constructions; Construction consultancy (excluding: construction surveys; construction designing operation; Construction engineer practice; Construction architect practice.);
  - 1.6. Retail according to order request through mail or internet;
  - 1.7. Hotel; Villa or apartment for short-stay services; Guest house, motels for business short-stay services; Other similar short-stay accommodation establishment; Restaurant;
  - 1.8. Computer consultancy services and network administration;
  - 1.9. Retail clothing, footwear, leather articles and imitation leather in specialized store;
  - 1.10. Manufacturing knitted, crocheted and non-woven fabrics.
  - 1.11. Manufacturing other products made by woven fabrics.
  - 1.12. Retail fabrics, wool, yarn, sewing thread and other textiles in specialized stores.
  - 1.13. E-commerce service business: creating and operating e-commerce website (excluding securities trading website) or applications providing e-commerce service.
  - 1.14. The other business in accordance with the Laws.
2. Objectives of operating of the Company is mobilizing and using effective capital in manufacturing and business of textile, garment products and the other business lines in order to get maximum profits; creation of employments; increase of dividends for Shareholders; contribution of national budget and development of the Company.

**Article 4. Scope in Business of the Company**

1. The Company is allowed to set up plans and carry out all business activities which is published on National Business Registration Portal and this Charter, in accordance with the Laws, as well as carry out all suitable measures to obtain the objectives of the Company.
2. The Company can carry out any other business lines that is not banned by the Laws and approved by the General Shareholder's Meeting.

**IV. CHARTER CAPITAL, SHARES**

**Article 5: Chartered Capital, Shares**

1. The Company's Charter Capital is VND **820,471,270,000** (*Vietnam Dongs Eight hundred twenty billion four hundred seventy one million two hundred seventy thousand*).

The Company's Charter Capital is divided into **82,047,127** (*Eighty two million forty seven thousand one hundred twenty seven*) shares each with a par value of VND10,000 (Vietnam Dongs Ten thousand).

2. Foreign shareholders are allowed to hold up to 70% of the Company's Charter capital after being approved by competent authorities. Charter capital and foreign ownership shall be adjusted subject to General Shareholders Meeting's resolution.
3. The Company can increase its Charter Capital when the General Meeting of Shareholders issues its approval and in accordance with the Laws.
4. The Company may decrease its charter capital in the following cases:
  - 4.1 The decrease is decided by the General Meeting of Shareholders, in which case the Company will return part of the contributed capital to the shareholders in proportion to their holdings if the Company has operate for at least two (02) consecutive years from the enterprise registration date and is able to fully pay its debts and other liabilities after the return of capital;
  - 4.2 The Company repurchase the sold shares in accordance with Article 132 and Article 133 of the Law on Enterprises;
  - 4.3 Charter capital is not fully and punctually contributed by the shareholders as prescribed in Article of Law on Enterprises;
5. All shares issued by the Company on the date of adoption of this Charter are common shares. Rights and obligation enclosed with each share as stipulated in Article 11, Article 12 of this Charter.
6. The Company can issue other preferential shares, provided, must be approved by General Meeting of Shareholders and in accordance with the Laws;
7. The common share shall have to offer such shares to all ordinary shareholders in proportion to the number of common shares each shareholder holds in the Company, except otherwise resolutions of the General Meeting of Shareholders.

The Company shall have to notify the offering of the shares, the notice must contain in full total number of shares intended to sale and suitable time- limit for registration to subscribe (not less than twenty (20) days), so that the Shareholders may subscribe. Any shares which are not subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors can allocate [or present the rights to buy] the those shares to candidates, subject to conditions and manner that the Board of Directors deems

appropriate, provided that the conditions of the offer of such share shall not be more advantage than those offered to the Shareholders, unless the General Meeting of Shareholders determines otherwise, or the shares are sold via Stock Exchange.

8. The Company can buy back its own shares (even returned incentive shares) in any way permitted by this Charter and current laws. Any shares which the Company buys back must be kept and used as budgetary shares which the Board of Directors can offer in a way in accordance with this Charter and the Laws on Securities and relevant regulations.
9. The Company can issue other securities when approved by the General Meeting of Shareholders in written, as well as in accordance with the laws of securities and stock market.
10. Ordinary shares used as underlying assets to issue non-voting depository receipts are called underlying ordinary shares. Non-voting depository receipts have interest and obligations proportional to the underlying ordinary shares, except voting rights.

**Article 6. Share Certificate**

1. Shareholder of the Company is entitled to be granted certificate or Share certificate corresponding to number of Shares and types of the Shares owned by a Shareholder, except the cases provided in Clause 7 of this Article.
2. All Share certificates of the Company shall be, upon their issuance, stamped by the seal of and signed by the legal representative of the Company according to the provisions of Law on Enterprises. A Share certificate must indicate the quantity and types of the Shares owned by a Shareholder, full name of the Shareholder (if it is a registered Share certificate) and other information as required by the Enterprise Law. Every Share certificate shall only stand for one type of Share.
3. Within two (02) months from the submitted date of fully file for transfer the ownership of Shares in accordance with provisions of the Company, (or may be longer if issue provisions provided otherwise) from the date of fully payment for Share transfer determined in the issue plans of the Company, the owner of Shares shall have the Share Certificate. The owner of Share shall not pay for the Company the expenses of Share certificate printing or any other expenses.
4. In case a portion of the Shares subscribed in a registered Share Certificate is transferred, the original Share Certificate shall be cancelled and a new Share Certificate certifying the ownership of the remaining Shares shall be issued free of charge.
5. In case a Share Certificate is torn or erased, or lost, stolen or destroyed, a new Share certificate certifying the ownership of the respective Shares will be issued, at the owner's request, to its owner, provided that such Shareholder must produce sufficient evidence for his/her ownership of those Share certificates and pay to the Company all costs and expenses arising from such regard;
6. The bearer Share certificate holders must bear independent responsibility for the preservation of certificate and the Company shall not be responsible in all cases where these certificates are stolen or used for the purposes of deception.
7. Company may issue registered Shares not in form of certificate. The Board of Directors may promulgate the provisions permit all Shares (regardless of whether the Shares are issued in form of certificate or not) to be transferred not necessarily with transfer documents. The Board of Directors may promulgate the provisions about certificate and



Share transfer in accordance with the Law on Enterprise, Law on securities, stock market and this Charter.

### **Article 7. Other Securities Certificate**

Bond certificates or other securities certificates of the Company (except letters of offer, temporary certificates and other documents of similar nature) shall be, upon their issuance, stamped by the seal of and signed by the legal representative of the Company, unless the terms and conditions of the offer provided otherwise.

### **Article 8. Transfer of Shares**

1. All Shares will be freely transfer, except otherwise provisions of this Charter and Laws. Shares of the Company upon posted in the Stock Exchange will be transferable subject to the regulations issued by the regulations of the laws about securities and stock market.
2. The shares that have not been fully paid are not transferable and enjoyed relevant benefits such as the right to receive dividends, the right to receive shares issued to increase the share capital from the owner's equity, the right to buy new shares offered for sale and other benefits as prescribed by Laws.

### **Article 9. Share Reclamation**

1. If a Shareholder fails to make payment in full and upon its due for Share(s) he/she has subscribed, the Board of Directors notify and request such Shareholder to make payment together with interest accrued thereon plus any costs and expenses arisen from his/her overdue payment incurred by the Company.
2. Notice, as set forth in Clause 1 herein, must specify a new time limit for payment (which shall be not less than seven (07) days from the date of notice) and the place of payment, and must also specify that if payment is not made as required, the Shares in question shall be recovered.
3. If requests provided in the above notice are not met, the Board of Directors may recover all Shares specified in such notice at any time before payment for the Shares, including interest and other related costs and expenses, is made in full. The Board of Directors may accept the returned of recovered Shares in accordance with the provisions in Clause 4, 5 and 6 of this Article below and other case provided herein this Charter.
4. Shares recovered are considered the shares with the offering right stipulated in Article 112 of Law on Enterprises. The Board of Directors may sell, redistribute or handle in other ways for the person who had once held such Share before the withdrawal or hand-over, or for any other person under the conditions and by ways, which Managing Board deems appropriate.
5. A Shareholder who holds the recovered Shares shall have to abandon his/her capacity as Shareholder over such Shares but still have to pay to the Company all money amounts related to those Shares, which must be paid to the Company by the time of withdrawal or hand-over plus the interests thereon in percentage, not more than 150% of interest rate of State Bank of Viet Nam at the same recovered time under decision of the Board of Directors as from the date of withdrawal or hand-over to the date of payment. The Board of Directors shall have full power to decide on the forced payment of the entire Share value by the time of withdrawal of hand-over.

6. Notices on the withdrawal shall be sent to the persons who hold such Shares before the time of withdrawal. In all circumstances, the withdrawal shall not be invalidated for the reasons of missing out or carelessness in sending the notices.

**V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**

**Article 10. Organizational Structure Management, Governance and Control**

Organizational structure, management, governance and control of the Company shall include:

- a. General Meeting of Shareholder;
- b. Board of Directors;
- c. Audit Committee affiliated to the Board of Directors;
- d. General Director;

**VI. SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS**

**Article 11. Rights of Shareholders**

- 1. Shareholders are the owners of the Company, shall have rights and obligations corresponding to the number of Shares and types of the Shares owned by them. A shareholder shall be liable for the debts and other property obligations of the Company within the amount of capital that it has contributed to the Company;
- 2. Persons who hold ordinary Shares shall have following rights:
  - a. To attend and express their opinions in the General Meeting of Shareholders meeting and exercise their direct voting right at the General Meeting of Shareholders or through authorized representative or through performance of remote voting;
  - b. To receive dividend(s) at a rate decided by the General Meeting of Shareholders;
  - c. To freely transfer their fully paid Shares in accordance with this Charter and current laws;
  - d. Have priority to purchase new Shares offered for sale, when the Company issues new Shares, pro rata to their ordinary Shares owned;
  - e. To review, look up and extract information about the names and contact addresses in the list of shareholders eligible to participate in the General Meeting of Shareholders; request the modification of shareholder's incorrect information.
  - f. To check, review, extract or copy the Charter of the Company, book of the minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders.
  - g. To receive part of the remaining property, where the company is dissolved or bankrupt, in proportion to their Shares owned, after the Company has paid to the creditors (including obligations with the State, tax, fee) and other type of Shareholders under the regulations of the Laws;
  - h. To request the Company to buy back their Shares as provided in Article 132 of Law on Enterprises;
  - i. Be treated equally. Each share of the same type gives the owner the same rights, obligations and interests. In case the Company has preference shares, the rights and obligations associated with those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders;
  - k. Have full access to periodic and unusual information published by the Company in accordance with the law;

- l. To have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
- m. Other rights as provided by this Charter and the Laws.
3. A single Shareholder or group of Shareholders who hold(s) from five percent (05%) of Ordinary Shares of the Company shall have the specific rights as set forth below:
  - a. To nominate candidates to the Board of Directors in accordance with the provisions in Article 24.3 of this Charter;
  - b. To request Board of Directors to carry out the convening of General Meeting of Shareholders according to Article 115.3 and Article 140 of Law on Enterprises;
  - c. Access, extract the minutes of meetings, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents except those that involve the company's business secrets.
  - d. To request the Audit Committee or Independent Member to examine specific problem relevant to the management and operation of the Company when necessary. Such request must be in writing, included full name, permanent address, nationality, legal documents of individual if the Shareholder is individual; name, head office address, nationality, legal documents of organization if the Shareholder is organization; quantity of Shares and time for registering Shares of each Shareholder; total Shares of group of Shareholder and pro rata ownership in total Shares of the Company; issues and purposes of checking.
  - e. Other rights as provided by this Charter.

### **Article 12. Obligations of Shareholders**

Shareholders shall have the following obligations:

1. To comply with this Charter and Company's internal regulations; execute **resolutions**, decisions of the General Meeting of Shareholders, the Board of Directors;
2. To pay for the purchase of Shares according to the Share volumes already registered for purchase according to the prescribed procedures;
3. To correctly provide address when subscribe for Shares;
4. To fulfill other obligations as provided by the present Laws;
5. To protect the confidentiality of information provided by the Company in accordance with the Company's charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the Company to any other organization or individual.
6. To be individually liable if he/she acts on behalf of the Company under every forms:
  - a. Violating the Laws;
  - b. Conducting business activities and other transactions for the purpose of making benefits for himself or other individual/organization;
  - c. Paying of undue debts when there is a financial danger facing the Company.

7. To participate in the General Meeting of Shareholders and exercise their direct voting right or through an authorized representative or perform remote voting. via the following methods:
  - a. To attend and vote directly the meeting;
  - b. To authorize others to attend and vote at the meeting. Shareholders can authorize for member of Board of Directors to represent them at the General Meeting of Shareholders.
  - c. Attend and vote through online meetings, electronic voting or other electronic forms;
  - d. Send vote to the meeting via post, fax, email or other communication means.

**Article 13. The General Meeting of Shareholders**

1. The General Meeting of Shareholders is the Company's highest decision making body. The annual meeting of the General Meeting of Shareholders is held once a year within the four (04) months after the completion of the fiscal year. The Board of Directors shall decide deferral of the annual GSM when necessary by up to 06 months from the end of the fiscal year.
2. The Board of Directors shall convene annual meeting of the General Meeting of Shareholders at a suitable location in Vietnam and the choice of location shall be decided by Board of Directors on each suitable time. The meeting location is the place where the chair attends within boundary of Vietnam. Annual meeting of the General Meeting of Shareholders shall decide the matters according to the Laws and this Charter, especially approve the annual financial statements and financial budget for next fiscal year. In case the annual financial statements contains material exception, the Company may invite the representatives of the independent auditing firm attending the general shareholders' meeting for explanation.
3. The Board of Directors must convene irregular meeting of the General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefits of the Company
  - b. The annual accounting balance sheet, the quarterly or semi-annual reports or the report on auditing of the fiscal year show that the charter capital has been lost by half compared with the beginning of period;
  - c. Where the number of the member of the Board of Directors is fewer than the minimum number as required by the Laws;
  - d. Shareholder or group of Shareholders as stipulated in Article 11.3 of this Charter request convening of the General Meeting of Shareholders in a written petition. Those written petitions shall must have clearly stating the reasons for and purposes of, such meeting, with signatures of concerned Shareholders (the written petition can be made in many copies so as to acquire enough signatures of all concerned Shareholders);
  - e. Other cases as provided by the Laws and the Company's Charter.
4. Convening for irregular meeting of the General Meeting of Shareholders
  - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date of the number of remaining member of Board of Directors stipulated in Clause 3.c Article 13 or received the request stipulated in Clause 3.d Article 13.

If the Board of Directors fail to convene the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors shall take legal responsibility and compensate any damage toward the Company.

- b. In the case the Board of Directors fail to convene the meetings of General Meeting of Shareholders as stipulated in Clause 4.a Article 13, within next thirty (30) days, Shareholders or group Shareholders who have request as stipulated in Clause 3d Article 13 is entitled to request for convening General Meeting of Shareholders. In this case, if necessary, Shareholders or group Shareholders convening General Meeting of Shareholders can request the authority issued enterprise registration certification or other competent authorities according to the Laws to supervise convening procedures, conducting meetings and making decisions of the General Meeting of Shareholders.
- c. The convener of the General Meeting of Shareholders must make a list of shareholders entitled to attend the meeting, provide information and settled complaints about the list of shareholders, prepare the program and agenda of the meeting, prepare documents for the meeting, determine the time and location of the meeting, send invitations to every shareholders entitled to attend the meeting.
- d. All the expenses for convening and organizing the General Meeting of Shareholders will be reimbursed by the Company. These expenses do not covered Shareholders' spending when attending the meeting of General Meeting of Shareholders, including expenses for meals, accommodation and travel.

**Article 14. Rights and Obligations of the General Meeting of Shareholders**

1. The annual General Meeting of Shareholders has the right to discuss and adopt the following:
  - a. The annual audited financial statement;
  - b. The Board of Directors' report;
  - c. The Company's short-term and long-term development plans.
2. The annual and irregular General Meeting of Shareholders adopts its resolutions on the following contents:
  - a. The ratification of annual financial statement;
  - b. The level of dividends to be paid annually for each type of Shares in conformity with the Law on Enterprises and the rights closely associated with such types of Share. This dividend level is not higher than the level proposed by the Board of Directors after consulting with Shareholders at the General Meeting of Shareholders;
  - c. The specific number of members of the Board of Directors in each defined period;
  - d. The selection of the auditing company;
  - e. The election, dismissal, discharge from duty and replacement of members of the Board of Directors;
  - f. The total amount of remuneration of the Board of Directors and the remuneration report of the Board of Directors;
  - g. The supplementation and amendment of the Charter;
  - h. The type of Shares and quantity of new Shares to be issued for each type of Share, and the transfer of Shares of the Founding Shareholders within the first three (03) years as from the Establishment Date;

- i. Division, separation, consolidation, merger or conversion of the Company;
  - j. Re-organization and dissolution (liquidation) of the Company and the designation of the liquidator.
  - k. The examination and handling of violations committed by the Board of Directors which have caused damage to the Company and its Shareholders;
  - l. Investment decision, the transaction of selling assets of the Company or any branch or the purchase transactions for service, goods effected by the Company or branches with the value of 35% or higher of the value of the assets of the Company and its branches, calculated according to the latest audited financial statement;
  - m. The Company re-purchase of more than 10% of the total Shares of each type being sold;
  - n. The signing of contracts by the Company or branches with the persons prescribed in Article 167.1 of the Law on Enterprises with value being equal to or higher than 20% of the total value of the Company and its branches, calculated according to the latest audited financial statement;
  - o. To approve internal corporate governance regulations of the Company, regulation of the Board of Directors' operation;
  - p. To choose independent audit companies carry out audit of the Company; dismiss independent audits where necessary;
  - q. To approve contracts and transactions that involve borrowing, lending, selling assets that are worth more than 10% of the company's total assets according to the latest financial statement between the company and shareholders that hold at least 51% of the total voting shares or their related persons;
  - r. Other contents as provided for by the Laws, this Charter and other regulations of the Company;
3. Shareholders shall not have to vote in following cases:
- a. The contracts prescribed in Clause 2 Article 14 of this Charter if such Shareholders or the persons relating to such Shareholders are one party to the contract, transactions; or
  - b. The buyback of shares of that shareholder or of persons related that shareholder except that the buyback of shares is made in proportion to the ownership of all shareholders or the buyback is made through order matching or tender offer on the Stock Exchange.
4. The General Meeting of Shareholders must discuss and vote on resolutions on issues already included in the agenda of the meeting.
5. The Board of Directors shall report unimplemented contents of resolutions of the General Meeting of Shareholders to the General Meeting of Shareholders during the nearest meeting. Any issue within the jurisdiction of the General Meeting of Shareholders must be presented to the General Meeting of Shareholders during the nearest meeting for approval before implementation.

### Article 15. Proxies

1. Shareholders are entitled to attend General Meeting of Shareholders prescribed by Laws may directly or authorize their proxies to attend. In the case there are more than one (01) proxy, such Shareholder have to determine number of Shares and vote of each proxy.
2. The appointment of proxies for individual, organization to attend General Meeting of Shareholders must be made in writing. The authorization letter shall be made in

accordance with civil laws and specify the name of the authorized participant, the quantity of shares authorized, authorization content, term of authorization, signatures of respective parties. The signature in authorization letter must be followed:

- a. In case Shareholders are as individuals, authorization documents must bear signatures of such Shareholders and individuals, legal representative of organization of the proxies;
- b. In case Shareholders are organization, authorization documents must bear signatures of the authorized representatives or legal representatives of such organizations and individual, the legal representative of the authorized organization;
- c. In otherwise cases, authorization documents must bear signatures of legal representatives of Shareholders and the proxies.

Proxies to attend the General Meeting of Shareholders must submit authorization documents when register the meeting. In case of re-authorization, the participant must submit the original authorization document of the shareholder, the authorized representative of shareholder who is an organization (if it has not been registered with the Company before).

3. If authorization document signed by a lawyer for and on behalf of authorizer, in case, authorization document shall be considered valid, provided, the letter of authorization of the lawyer or the valid copy thereof (if not yet registered with the Company previously) must be submitted together with the written designation of the representative to be authorized.
4. Except the cases stipulated in Clause 3 Article 15, the votes of the proxies within the authorized scopes shall take effect even when the Shareholders, who designated such Authorized Representatives, have:
  - a. died, restrict or lost the capacity to control their acts;
  - b. cancelled the designation of authorized person.
  - c. cancelled the authorized scopes of the proxies.

However, this Article shall not apply if the Company receives notices on events before the meeting or before the meeting is re-convened.

### **Article 16. Change of Rights of preferred shares**

1. The changing or cancellation of the rights of preferred shares takes effect when the shareholders holding at least sixty five (65) percent of the total number voting rights shares attending the meeting.
  - 1a. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of collection opinion in written, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.
2. The number of delegates necessary for organizing such a meeting must be at least two (02) Shareholders (or their authorized representatives), who hold at least one third (1/3) of the value of the par values of the issued Shares of such kind. If the above-mentioned number of delegates at the meeting is not enough, the meeting shall be re-organized within thirty (30) subsequent days and if any person who holds Shares of such kind (regardless of the number of participating persons and Shares) is present in person or

through the authorized representative, the required number of delegates shall be considered enough. Also at the above-said separate meetings, any persons holding Shares of such kind are present in person or via their authorized representatives may request secret ballots and each person, when casting his/her ballot, shall have one voting card for each of the owned Shares of such kind. Each share of the same kind of shares has the equivalent voting rights at the above mentioned meetings.

3. The procedures for such separate meetings shall comply with the provisions in Articles 18, **Article 19** and Article 20 of this Charter.
4. Except otherwise prescribed in articles on Share issuance, the special rights associated with the types of Shares enjoying privileges in a number of or all issues related to the division of profits or assets of the Company shall not be changed when the Company additionally issues Shares of the same class.

**Article 17. Convening of General Meeting of Shareholders, Its Agenda and Notices**

1. Board of Directors shall convene the General Meeting of Shareholders, or General Meeting of Shareholder shall be convened in case as stipulated in Article 13.4a or Article 13.4b.
2. The persons who convene the General Meeting of Shareholders must perform the following tasks:
  - a. Preparing a list of Shareholders eligible to attend and vote at the General Meeting of Shareholders within thirty one (31) days before the General Meeting of Shareholders opens; the agenda and documents must conform to Laws and regulations of the Company. The list shall be compiled not more than 10 days before day on which the invitations to participate in the GSM are sent. The Company must disclose information on the making of a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the closing date.
  - b. Determining time and venue for the General Meeting of Shareholders; and
  - c. Preparing meeting program and agenda;
  - d. Preparing materials for the meeting;
  - e. Drafting resolution of General Meeting of Shareholders;
  - f. Notifying all Shareholders of the General Meeting of Shareholders and sending them the notices thereon.
  - g. Other works for the meeting.
3. The notices on General Meeting of Shareholders must contain the meeting agenda and reasonable information on issues to be discussed and voted on at the General Meeting of Shareholders. Respect to Shareholders who registered securities deposit, the such notice may be sent to deposit organization, and announced on the communication means of the Stock Exchange, on the Company's website. Respect to Shareholders who have not registered securities deposit yet, such notice can be handed to Shareholders or sent by post offices according to the latter's registered addresses or the addresses given by such Shareholders in service of information sending. If Shareholders have notified the Company in writing of their fax numbers or email addresses, the meeting notices can be sent to such fax numbers or email addresses. Where Shareholders are employees working in the Company, the notices may be put into closed envelopes and handed to them at their work



places. The notices must be sent at least twenty one (21) days before the General Meeting of Shareholders opens (as from the date the notices are sent or carried in a lawful manner, paid with postage or put into letter-boxes). The agenda of the General Meeting of Shareholders, the documents relating to the issues to be voted at the meeting shall be sent to the shareholders and / or posted on the Company's website. In cases where the documents are not sent attached to the notice of the General Meeting of Shareholders, the meeting notice must state the website address so that the shareholders can access and study, prepare comments before the meeting.

4. At least twenty one (21) days prior to the opening of the General Meeting of Shareholders, the Company must publish on its website and the State Securities Commission, the Stock Exchange of the Meeting of the General Meeting of Shareholders, which clearly states the link to all documents of the General Meeting of Shareholders, including: meeting invitation notice, meeting agenda, votes, documents used in the meeting and attendance, draft resolutions for each issue in the agenda. Documents of the General Meeting of Shareholders must be updated with amended and supplemented contents (if any).
5. Shareholders or groups of Shareholders, mentioned in Article 11.3 of this Charter, are entitled to propose issues to be included into the agenda of the General Meeting of Shareholders. The proposals must be made in writing and sent to the Company at least three (03) days before the General Meeting of Shareholders begins. The proposals must contain the full names of the Shareholders, permanent address, nationality, legal documents of individual if the member is an individual; name, legal documents of organization, head office address of the member is an organization, the number and type of Shares they hold, and the contents of the proposals for inclusion into the meeting agenda. The proposals must bear the signature of shareholder being individual or the legal representative and the seal of shareholder being organization.
6. In case the proposal as prescribed in Clause 5 Article 17 is rejected by the convener of the General Meeting of Shareholders, a written response and clear explanation must be provided at least 02 working days before the opening date of the General Meeting of Shareholders. The conveners of the General Meeting of Shareholders may only refuse the proposals related to Clause 4 Article 17 of this Charter if:
  - a. The proposals are not sent within the prescribed time limits; the proposals do not contain necessary information;
  - b. At the time of proposal, the Shareholders or groups of Shareholders cannot acquire at least 05% of the ordinary Shares ;
  - c. The proposed issues do not fall within the scope of the General Meeting of Shareholders jurisdiction to discuss and adopt resolutions thereon.
7. For each issue in the meeting agenda, the General Meeting of Shareholders must prepare a draft resolution thereon.
8. The person who convenes the GSM shall include the issues proposed in accordance with Clause 4 of this Article in the draft agenda, except in the cases specified in Clause 5 of this Article. The issues will be included in the official agenda if their inclusion is accepted by the General Meeting of Shareholders.
9. If all Shareholders with the voting right are present in person or via their authorized representatives at the General Meeting of Shareholders, the resolutions unanimously

adopted by the General Meeting of Shareholders are all valid even when the General Meeting of Shareholders is convened improperly or the contents of the meeting are not rationally included into the agenda.

**Article 18. Conditions for Conducting Meetings of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of participating Shareholders or sending voting via the methods stipulated at Article 12.7.c and Article 12.7.d of this Charter before meeting represents more than 50% (fifty percent) of the voting Shares.
2. Where there is no sufficient number of delegates required within thirty (30) minutes from the time set for the opening of the meeting, the person convening shall cancel the meeting. The General Meeting of Shareholders shall be convened within thirty (30) days from the date of planning the organization of the first General Meeting of Shareholders. In the reconvened General Meeting of Shareholders, the number of participating members being Shareholders and authorized representatives or sending voting via the methods stipulated at Article 12.7.c and Article 12.7.d of this Charter before meeting must represent at least 33% of the voting Shares.
3. When the second General Meeting of Shareholders fails to achieve the necessary number of delegates within thirty minutes (30) as from the time set for the meeting to open, the third General Meeting of Shareholders can be convened within twenty (20) days as from the date planned to organize the second General Meeting of Shareholders and in this General Meeting of Shareholders any number of participating Shareholders and authorized representatives or sending voting via the methods stipulated at Article 12.7.c and Article 12.7.d of this Charter before meeting shall be valid and the participants shall all be entitled to decide on all issues expected to be lawfully approved by the first General Meeting of Shareholders.
4. Changes in the meeting agenda that enclosed with the meeting invitation as stipulated in Clause 3 Article 17 of this Charter can be done by request of chairperson of General Meeting of Shareholders

**Article 19. Procedures for Conducting Meetings of the General Meeting of Shareholders and for Voting Thereat**

1. Prior to the date the General Meeting of Shareholders is organized, the Shareholder-registering procedures must be carried on until the full registration of all Shareholders eligible to attend.
2. When carrying out the Shareholder registration, the Company shall grant each Shareholder or authorized representative with the voting right a voting card on which the registration number and full name of such Shareholder or authorized representative as well as the serial number of his/her voting card are inscribed. The voting at the General Meeting of Shareholders shall be conducted by way of collecting the number of voting cards agreement on resolution first, then the number of voting cards disagreement it later, and counting the total number of votes agreement or disagreement to decide. A total number of agreement, disagreement and abstention or invalid votes of each issue shall be announced by the Chairperson immediately after conducting the voting on that issue. The meeting shall elect the person responsible for counting the votes or supervising the counting of votes at the request of the Chairperson. The members of the vote counting

committee shall be decided by the General Meeting of Shareholders based on the basis of the proposal of the Chairperson.

3. The Shareholders who come to the General Meeting of Shareholders late shall have the right to register immediately, then to attend and vote right at the General Meeting of Shareholders, but the chairperson shall not have to stop such General Meeting of Shareholders for them to make registration and the effect of the already conducted voting shall not be affected.
4. The Chairperson of Board of Directors or authorize a member of Board of Directors is the chair of the meeting convened by the Board of Directors. If the Chairman is temporarily absent or not capable of working, the other members of Board of Director shall appoint one person of them to be the chair of the meeting under the majority rule. In other cases, the person who signed the notice of meeting convening shall control the General Meeting of Shareholders to appoint the chair of the meeting. In case of election of the chairperson, the name of the elected chairperson and the number of votes for him/her must be made public. The chairman of the meeting shall appoint one or more as secretary to make the minutes of the General Meeting of Shareholders.
5. The agenda and contents of General Meeting of Shareholders must be ratified by the meeting at the opening session. The agenda must specify the time for each issue on the agenda.
6. The chairperson's decisions on the order and procedures or events arising beyond the agenda of the General Meeting of Shareholders shall be top-decisive.
7. The chairperson of the General Meeting of Shareholders may decide to delay a General Meeting of Shareholders even enough necessary number of delegates to another time and at another venue if he/she deems that:
  - a. the participating members cannot have comfortable seats at the venue where the General Meeting of Shareholders is organized;
  - b. the acts of the persons present disturb or obstruct the meeting so that the meeting is not able to proceed fairly and properly; or
  - c. the delay is necessary for the works of the General Meeting of Shareholders to proceed regularly.Otherwise, chairperson may decide to delay a General Meeting of Shareholders with the agreement or request of the Shareholders' General Meeting convened with enough necessary number of delegates. Delay time cannot exceed three (3) days from proposed opening date of the meeting. The reconvened General Meeting shall not consider any issues beyond those which would have been settled lawfully at the previously delayed General Meeting.
8. If delay or suspension of the General Meeting of Shareholders are done by chairperson contrary to the Clause 7 Article 19, General Meeting of Shareholders will elect one among them to be the chairperson and validity of voting afterward remains unaffected.
9. The General Meeting of Shareholders chairperson or secretary may carry out activities which he/she deems necessary for conducting the General Meeting of Shareholders in a regular and orderly manner; or for the General Meeting of Shareholders to reflect the aspiration of the majority of the participants.

10. The Board of Directors may request Shareholders or authorized representatives who be attended the General Meeting of Shareholders to submit to the inspection or other security measures which it deems appropriate. In the case, Shareholder or authorized representative refuses to abide by the regulations on such inspection or security measures, after a thorough scrutiny, the Board of Directors may refuse the attendance by or expel a Shareholder or an authorized representative from the General Meeting of Shareholders.
11. Board of Directors may take measures, which it deems appropriate after careful consideration, to:
  - a. Regulate the number of persons present at the main venue for the General Meeting of Shareholders;
  - b. Ensure safety for all people present at such venue;
  - c. Create conditions for the Shareholders to attend the General Meeting of Shareholders (or continue to attend it).

The Board of Directors may change these measures and apply all measures if it deems necessary. These measures may be taken of entrance papers or the use of other options.
12. In cases where the General Meeting of Shareholders applies these measures, when determining the venue for the General Meeting of Shareholders, the Board of Directors may:
  - a. Announce that the General Meeting of Shareholders shall be held at the venue inscribed in the notices and the General Meeting of Shareholders chairperson shall be present there (" the main venue of General Meeting of Shareholders");
  - b. Arrange, organize so that Shareholders or authorized representatives, who are unable to attend under this Clause, or the persons who wish to attend at places other than the main venue of the General Meeting of Shareholders, can simultaneously attend the General Meeting of Shareholders.

The notices on organization of the Shareholders' General Meeting must not necessarily detail the organizational measures as provided for in this Clause.
13. In this Charter (except otherwise required by circumstances), every Shareholder shall be considered as having attended the General Meeting of Shareholders at the main venue of General Meeting of Shareholders.

Every year, the Company must organize at least one General Meeting of Shareholders. The annual General Meeting of Shareholders shall not be organized in referendum via written documents.

14. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meeting. The Company takes responsibility to ensure that shareholders are enable to attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities. Details of the application of modern technology to organize the General Meeting of Shareholders are specified in the Internal Regulations on corporate governance.

**Article 20. Adoption of Decisions of the General Meeting of Shareholders**

1. Except for cases prescribed in Clause 2 and Clause 3 Article 20 and Clause 1, Clause 1a Article 16, all resolutions of the General Meeting of Shareholders must be adopted by more than 50% (fifty percent) or more of the total number of votes of the shareholders attending and voting at the meeting to adopt according to the forms specified in Article 12.7 of this Charter.
2. Electing of Board of Directors' members must be complied with cumulative voting stipulated in Clause 3 Article 148 of Law on Enterprises.
3. The decisions of the General Meeting of Shareholders relating to (i) the amendments and supplementation of the Charter; (ii) the class of stock and number of stocks offered; (iii) the reorganization or dissolution of enterprise; (iv) investment decision, purchase and sale of company's assets or its branches done at the value of 35% or more of the total value of the company's assets based on the most recent financial statements audited; (v) changing business lines; (vi) changing corporate governance model; (vii) issue convertible bonds adopted when 65% or more of the total votes of the shareholders attending and voting at the meeting to adopt according to the forms specified in Article 12.7 of this Charter.

**Article 21. Competence and Procedures for Collecting Written Opinions of Shareholders to Adopt Decisions of the General Meeting of Shareholders**

Competence and Procedures for Collecting Written Opinions of Shareholders to Adopt Decisions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors may collect Shareholders' written opinions in order to adopt decisions of the General Meeting of Shareholders at any time when it deems it necessary for the benefits of the Company.
2. The Board of Directors must prepare opinion cards, draft decisions of the General Meeting of Shareholders and explanatory documents for the draft decisions. These shall be sent via registered mail to the permanent address of every Shareholder. The Board of Director must submit and publish documents to the shareholders within a reasonable time for consideration and voting and must send at least fifteen (15) days before the expiration date of receipt of the questionnaire.
3. An opinion card must have the following principal contents:
  - a. Name, address of the head office, number and date of grant of the business registration certificate of the Company;
  - b. Purpose for collecting opinions;

- c. Full name, mailing address, nationality, legal documents of individual of the Shareholder being an individual; name, legal documents of organization of the Shareholder being an organization or name, mailing address, nationality, legal documents of individual of Shareholder being an organization; number of Shares of each type and number of votes of the Shareholder;
  - d. Issues to be commented for the adoption of the decision;
  - e. Voting options: “Yes”, “No” and “Blank”;
  - f. The deadline to send the absentee ballot to the Company;
  - g. Full names and signatures of the Chairman of the Board of Directors.
4. Absentee ballot must be signed by Shareholders being individuals or the legal representative of Shareholders being organizations or individual, legal representative of organization is authorized.

Those absentee ballot that are sent to the Company after the deadline specified in the opinion cards or are opened shall be considered invalid. Absentee ballot can be sent to the Company by the following methods:

- a. Via post: absentee ballot must be put in sealed envelopes and no person shall be allowed to open such envelopes before vote counting.
- b. Via facsimile and email: absentee ballot sent via facsimile and email must be kept confidential until vote counting.

If a absentee ballot is not submitted, it will be excluded from voting.

5. The Board of Directors shall count the votes and make a vote counting minutes in the presence of Shareholders who do not hold managerial titles in the Company. A vote counting minutes must contain the following principal contents:
- a. Name, address of the head office, number and date of issuance of the Business Registration Certificate, place of business registration;
  - b. Purposes and issues for collecting opinions for the adoption of the decision;
  - c. Number of voting Shareholders and total number of their votes, in which the numbers of valid and invalid votes **and voting method** shall be specified, attached with a list of voting Shareholders;
  - d. Total numbers of votes that are “Yes”, “No” or “blank” with respect to each of the issues;
  - e. Decisions that are adopted **and corresponding ratio of affirmative votes**;
  - f. Full names and signatures of the Chairman of the Board of Directors, the counter, and the vote-counting controllers.

Members of the Board of Directors and vote counting controllers shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly liable for any damage caused by decisions which were adopted due to untruthful and inaccurate vote counting results.

6. Record of vote counting must be published on the Company’s website and information publishing according to the Law on Securities within twenty four (24) hours from the date of completion of vote counting.

7. All absentee ballot, vote-counting minutes, full texts of the adopted resolutions and relevant documents attached with opinion cards must be preserved at the Company's head office.
8. Except for the issues approved under Clause 3 Article 20 and Clause 1, Clause 1a Article 16 of this Charter. Decision adopted in the form of opinion gathering in writing of the shareholders must be approved by shareholders representing more than 50% (fifty percent) of the total number of shares with voting rights and valued as decisions adopted at the General Meeting of shareholders meeting.

### **Article 22. Minutes of the General Meeting of Shareholders**

1. The persons who preside over the General Meeting of Shareholders shall have to keep all the minutes thereof. The minutes of the General Meeting of Shareholders shall be published on the Company's website and information publishing according to Law on Securities within twenty-four (24) hours from the end date of the General Meeting of Shareholders. These minutes are considered true evidences on things already done at the General Meeting of Shareholders unless objections to contents of the minutes are made lawfully within ten (10) days after the minutes are published. The minutes shall be made in Vietnamese language, additional English language is permitted, signed for certification by the chairperson of the General Meeting of Shareholders and secretary, and made according to the provisions of the Law on Enterprises and this Charter. All the records, minutes, list of registered shareholders, books of participating Shareholders' signatures and the written authorizations for participation must be kept at the Company's head office.
2. The minutes of the General Meeting of Shareholders made in Vietnamese language and English language shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and English version, the Vietnamese version shall prevail.
3. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting. The chair and secretary are jointly responsible for the truthfulness and accuracy of the minutes.
4. In case the chair and the secretary refuse to sign the minutes, this minutes will be effective if it's signed by the other members of the Board of Directors participating and contain all information prescribed in this Clause. The minutes shall clearly state that the chair and the secretary refuse to sign. The persons who sign the minutes are joint responsible for its accuracy and truthfulness.
5. Resolution of the Annual General Meeting of Shareholders and attached documents in the resolutions must be announced within 24 hours from the end of the meeting.

### **Article 23. Revocation of Decisions of the General Meeting of Shareholders**

Within ninety (90) days from the date of publishing the meeting minutes or voting result in the case of consulting opinion in writing, Shareholders or group of shareholders stipulated in Clause 3 Article 13 of this Charter, member of the Board of Directors, General Director are entitled to file a petition requesting the court or arbitration to revoke decisions of the General Meeting of Shareholders, if:

1. Formality and procedure for convening meeting of Shareholders or collect written opinions of shareholders fail to comply with provisions of Law on Enterprises and Charter of the Company, except the case stipulated in Clause 9 Article 17 of this Charter;
2. Formality and procedure for adopting decisions of the General Meeting of Shareholders as well as contents thereof are contrary to the Laws or the Company' Charter.

Where the decision of the General Meeting of Shareholders is canceled by decision of the court or arbitrator, the person who convenes the General Meeting of Shareholders can consider reorganizing the General Meeting of Shareholders within thirty (30) days since the date of receipt decision by court or arbitrator. The convening of General Meeting of Shareholders is applied with the order, the procedures stipulated in the Law on Enterprises and this Charter.

3. The content of resolution violates law regulation and this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 24. Members and Tenure**

1. The number of members of the Board of Directors will not be less than three (03) and more than eleven (11) elected by the General Meeting of Shareholders with the method of accumulate votes, the number of member of Board of Directors shall be decided by General Meeting of Shareholders from time to time.
2. Each member of the Board of Directors has a maximum term of five (05) years and can be re-elected with unlimited terms, however in term of independent member may only be elected for up to 02 consecutive terms. In case the term of all members of the Board of Directors ends at the same time, they shall remain members of the Board of Directors until new members are elected and take over their jobs. A member of the Board of Directors need not necessarily also be a shareholder of the Company.
3. A member of the Board of Directors can be simultaneous the member of the Board of Directors of maximum 05 companies.
4. The structure of the Board of Directors consists of:
  - a. Non-Executive member: at least 1/3 of total Board of Directors' members.
  - b. Executive member: minimize the number of Executive member to ensure the independent.
  - c. Independent member: specific number is complied with applicable laws and total number of Board of Directors decided by General Meeting of Shareholders from time to time.

#### **Article 24a. Nomination of member for the Board of Directors**

1. General criteria and conditions to become a member of the Board of Directors:
  - a. From twenty one (21) years of age and over; have full capacity for civil acts and not to be prohibited from management of enterprises by the Laws;
  - b. Meeting one of two conditions as following:
    - Individual Shareholders owning at least five (05) per cent of the total number of shares of the Company, or authorized representative of organizational Shareholders owning at least five (05) per cent of the total number of shares of the Company; or



- Having professional qualifications and practical experience in corporate management or experience for at least five (05) years in textile-garment.
2. Criteria and conditions to become an independent member of the Board of Directors:
    - a. Not be a current employee of the Company or its parent company or its subsidiaries; not be a person that used to work for the Company or its parent company or the company's subsidiaries over at least the previous 03 consecutive years;
    - b. Not be a person receiving salaries, wages from the Company, except for the benefits to which Members of the Board of Directors are entitled;
    - c. Not have a spouse, biological parents, adoptive parents, biological children, adoptive children, or biological siblings being a major shareholder of the Company, being a manager of the Company or the company's subsidiary;
    - d. Neither directly nor indirectly hold at least 1% of the Company's voting shares;
    - e. Not ever hold the position of Member of the Board of Directors, the Control Board over at least the previous 05 consecutive years unless he/she was designated in 02 consecutive terms
  3. Nomination persons to be elected as member of the Board of Directors:

Shareholders or group of Shareholders holding numbers of shares are entitled to nominate person to be elected as member of the Board of Directors as the following rates:

    - a. Shareholder or group of shareholders holding from 5% to less than 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate;
    - b. Shareholder or group of shareholders holding from 10% to less than 20% entitled to nominate up to two (02);
    - c. Shareholder or group of shareholders holding from 20% to less than 30% entitled to nominate up to three (03) candidates;
    - d. Shareholder or group of shareholders holding from 30% to less than 40% entitled to nominate up to four (04) candidates;
    - e. Shareholder or group of shareholders holding from 40% to less than 50% entitled to nominate up to five (05) candidates;
    - f. Shareholder or group of shareholders holding from 50% to less than 60% entitled to nominate up to six (06) candidates;
    - g. Shareholder or group of shareholders holding from 60% to less than 70% entitled to nominate up to seven (07) candidates;
    - h. Shareholder or group of shareholders holding from 70% to less than 80% entitled to nominate up to eight (08) candidates;
    - i. Shareholder or group of shareholders holding from 80% to less than 80% entitled to nominate up to nine (09) candidates;

The members of the Board of Directors is nominated by the Shareholders in proportion to the ratio of shares they own in the Company in accordance with the Laws and this Charter. The Shareholders have right to add up together the voting rights of each Shareholder to be entitled to vote for the members of the Board of Directors.

In case the necessary number of nominated persons and candidates to the election of members of the Board of Directors is insufficient, the current Board of Directors may nominate

complement candidates or organize the nomination in accordance with the regulation defined by the Company on corporate governance. The candidate nomination to the Board of Directors of the actual Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the election procedure

4. Disclosing information of Board of Directors' candidate before the election:

When the candidates for Board of Directors have been identified, the information related to them must be included in the meeting document for General Meeting of Shareholders and published at least ten (10) days before the opening day of the Meeting of General Meeting of Shareholders on the website of the Company so that shareholders can find out the candidates before voting.

The candidates of Boards of Directors must have written commitments to provide truthful, accurate and reasonable information and to perform tasks honestly, faithfully, cautiously and the in the best interest of the company if elected as members of the Board of Directors.

The information related to the candidates for Board of Directors to be published must include at least:

- a. Name, date of birth;
- b. Professional qualifications;
- c. Professional knowledge;
- d. Work experience;
- e. Companies in which the candidate holds the position Board of Directors' member and other managerial positions;
- f. Evaluation report on the candidate's contribution to the Company, if the candidate is currently a member of the Board of Directors of the Company;
- g. Other benefits relating to the Company (if any) and the related parties of the Company;
- h. Name of shareholder or group of shareholders nominates this candidate (if any);
- i. Other information (if any).

### **Article 24b. Membership capacity of the Board of Directors:**

A member of the Board of Directors shall lose his/her membership capacity from the time approved by General Meeting of Shareholders in one of the following cases:

1. That member is no longer qualified to be the Board of Directors member as provided for by the Law on Enterprises or is banned by Laws from working as the Board of Directors member.
2. That member sends his/her written application to resign to the Company head-office and is approved.
3. That member is affected with mental disorder and other members of the Board of Directors have professional evidences to show that such person no longer has the act capacity.
4. That member is absent, failing to attend the Board of Directors meetings for six (06) consecutive months without the Board of Management's permission and the Board of Directors decided that his/her position is left vacant.
5. That member is dismissed from the Board of Directors membership under the resolution of the General Meeting of Shareholders.

6. Deliberately providing misleading information on professional qualifications, work experience, and related person in the nomination application submitted to the Company as a candidate for the Board of Directors.
7. Other cases stipulated in Laws and this Charter.

**Article 25. Rights and Tasks of the Board of Directors**

1. Business activities and operations of the Company must fall under the management or direction of the General Meeting of Shareholders. The Board of Directors is the body with complete jurisdiction to execute all rights on behalf of the Company except for the ones under jurisdiction of the General Meeting of Shareholders
2. The Board of Directors shall have the responsibility to supervise the General Director and other managing officials.
3. The rights and obligations of the Board of Directors shall be prescribed by Laws, the Charter, internal regulations of the Company and resolutions of the General Meeting of Shareholders. Concretely, it shall have the following powers and tasks:
  - a. To decide on the annual plans for production and business development and budgets;
  - b. To determine the operation objectives and strategic objectives on the basis of the strategic targets adopted by the General Meeting of Shareholders;
  - c. To appoint and relieve from office the company- managing officials at the proposal of the General Director and decide on their wage levels;
  - d. To decide on the organizational structure of the Company;
  - e. To lodge the Company's complaints about managing officials and select representatives of the Company in the legal procedures against such managing officials;
  - f. To propose types of Share, which can be issued, and the total number of Shares issued according to each type;
  - g. To effect the issuance of bonds, bonds converted into Shares and right certificates permitting the owners to buy Shares at a pre-set price;
  - h. To decide the offering price of bonds, stocks and convertible securities in the case of authorization from the General Shareholders' Meeting;
  - i. To appoint, relieve from office and dismiss the General Director, the director or any managing official or representative of the Company if the Board of Directors thinks that such is done for the supreme benefit of the Company. However, such dismissal must not run counter to the contractual rights of the dismissed persons, (if any).
  - j. To propose the annual dividend level and determine the temporary dividend level; to organize the dividend payment;
  - k. To determine the maximum ration of each Shareholder base on the reality situation of the Company according to the time. In case the Board of Directors change the maximum owning ration of each Shareholder, if Shareholder breaks out the regulation of maximum owning ration, they are allowed only sell their shares and have not right to buy more any shares of the Company.
  - l. To propose the restructure or dissolution of the Company.
  - m. To make report to the General Shareholders' Meeting on the appointment of General Director of the Board of Directors

- n. To decide corporate governance regulation approved by General Meeting of Shareholders to protect shareholders.
  - o. To approve meeting agenda, documents for General Meeting of Shareholders, request General Shareholders' Meeting or collect shareholder' opinions in written form.
  - p. To submit annual financial statements audited to General Meeting of Shareholders.
  - q. Other rights and obligations (if any).
4. The following issues have to be approved by the Board of Directors:
- a. The establishment of branches or representative offices of the Company;
  - b. The establishment of subsidiaries of the Company;
  - c. Under the provisions in Article 153.2 of the Law on Enterprises and except for cases prescribed in Article 167.3 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of Directors shall decide, depending on each period of time, on the signing, performance, modification or cancellation of big contracts of the Company (including contracts on purchase, sale, merger, manipulation of companies and joint ventures);
  - d. The appointment and dismissal of persons authorized by the Company to be its competent trade representatives and lawyers;
  - e. Borrowings, mortgages, security, collateral and compensations of the Company, Investments not included in the business plan and budget exceeding five hundred (500) billion Vietnam dong or the investments exceeding 10% of the value of the business plan and annual business budget
  - f. The purchase or sale of shares, capital contribution of other companies set up in Vietnam or foreign countries
  - g. The valuation of assets contributed to the Company not in cash related to the issuance of Shares or bonds of the Company, including gold, the land use right, intellectual property right, industrial property right and technological know-how;
  - h. The Company's purchase or recovery of not more than 10% of the Shares according to each type;
  - i. Any other business or transaction matters which must be approved by the Board of Directors within the scope of its powers and responsibility;
  - j. The levels of prices for purchase or recovery of Shares of the Company.
5. The Managing Board must submit to the General Meeting of Shareholders reports on its activities, specifically on its supervision over the General Director and other managing officials in the fiscal year. If there is no report of the Board of Directors, the annual financial report of the Company shall be invalid and not yet approved by the Board of Directors
6. Except otherwise provided for by Laws and the Charter, Board of Directors may authorize subordinate employees and managing officials to represent and act on behalf of the Company.
7. The members of the Board of Directors (excluding representatives authorized to replace them) may receive remuneration for their work as members of the Board of Directors. The total remuneration amount for the Board of Directors shall be decided by the General Meeting of Shareholders. This amount shall be divided to the Board of Directors members under the agreement within the Board of Directors or equally if no agreement is reached.

8. Total amount paid to each member of the Board of Directors including the remuneration, expenses, commissions, share purchase rights and other benefits earned from the Company, its subsidiaries and associated companies and other companies in which the Board members are representatives of the contributed capital must be published in detail in the annual report of the Company.
9. Any member who holds any executive position (including the Chairman or Vice-chairman), or members working in various sections of the Board of Directors, or members performing other tasks which, according to the Board of Directors' view, lie outside the routine tasks of a member of the Board of Directors, may be paid with additional remuneration in forms of a package remuneration for each time, wages, commission, percentage of benefits, or in other forms decided by the Board of Directors.
10. The Board of Directors members shall be entitled to settle all expenses for travel, accommodation, meals and other reasonable expenses they had to pay when performing their Board of Directors membership responsibility, including all expenses arising from their travel for participation in meetings of the Board of Directors, various sections of the Managing Board or the General Meeting of Shareholders.

**Article 26. Chairperson and Vice-chairperson of the Board of Directors**

1. The Board of Directors shall have to elect among its members a Chairman and a Vice-chairman. The Chairperson of Board of Directors shall not be permitted concurrently hold the post of the General Director of the Company.
2. The Chairperson of the Board of Directors must convene and preside over the General Meeting of Shareholders and meetings of the Board of Directors; and has other rights and responsibilities stipulated by this Charter and the Law on Enterprises.
3. The Vice Chairperson has acting rights and obligations with Chairperson status if authorized by the Chairperson, but only when the Chairperson informs the Board of Directors of his absence, or is absent for unavoidable reasons, or loses his ability to execute the functions of the Chairperson. If the Chairperson does not designate a Vice Chairperson to act in this way, then the remaining members of the Board of Directors will designate the Vice Chairperson. If both the Chairperson and Vice Chairperson are temporarily unable to fulfill their tasks for any reason, the Board of Directors can appoint another one of its members to execute the tasks of the Chairman in the principle of more than a half of voting count.
4. The Chairperson of the Board of Directors has the responsibility to assure the submission of the annual financial reports, the Company's operational report, the audit reports from the auditor and the inspection report from the Board of Directors to Shareholders at the General Meeting of Shareholders.
5. When both the Chairperson and Vice Chairperson resign or are dismissed for any reason, the Board of Directors must elect new persons to the positions within ten (10) days from the date the Company received the resignation letter or from the date Board of Directors approve dismissal decision to Chairperson or Vice Chairperson.

**Article 27. Meetings of the Board of Directors**

1. If the Chairman is elected by the Board of Directors, the first meeting of the term of Board of Directors must be convened within seven (07) working days from the date on which the Board of Directors is elected in order to select the chairperson and adopt other decisions.

Member who has the highest votes is responsible to convene the meeting. If there no more than on member who has the same highest votes, members will elect one of them to take responsibility of convening the meeting of the Board of Directors on principle of majority.

2. Regular meetings: The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, work out the agendas, time and venues of the meetings at least five (05) days before the expected opening dates of such meetings. The Chairman may convene meetings at any time he/she deems necessary, but at least once (01) a quarter.
3. Chairman of the Board of Directors shall convene extraordinary meetings when deemed it necessary for the benefit of the Company. The Chairman must convene without any unreasonable delay the Board of Directors' meeting when one of the following subjects makes a written request therefore, stating the purpose of the meeting as well as issues to be discussed:
  - a. The General Director or at least five (05) enterprise managers;
  - b. At least two members of the Board of Directors;
  - c. Independent member;
4. The Board of Directors meeting as mentioned in Clause 3 of Article 27 must be held within fifteen (15) days after it is proposed. If the Chairman refuses to convene the meeting, he/she is liable for damages incurred by the Company, the persons ho wish to organize such meeting as mentioned in Clause 3 of Article 27 may convene the meeting of the Board of Directors by themselves.
5. At the requests of independent auditors, the Chairman of Board of Directors must convene the Board of Directors' meetings to discuss the auditing reports and the situation of the Company.
6. Meeting venues:

The meetings of Board of Directors shall be held at the registered address of the Company or other venues in Vietnam or foreign countries under decisions of the Chairman of the Board of Directors and the agreement of the Board of Directors.
7. Meeting notices and agenda:

The Board of Directors meeting notices must sent to the Board of Directors members five (5) days before the meetings are organized. Members of the Managing Board may refuse the written notices of invitation to the meeting and such refusal may be retroactively effective. The notices on the Board of Directors' meetings must be made in Vietnamese language and other language if Board of Directors seems necessary **and can be sent physically, by phone, fax, electronically or by other methods** and contain the meeting agenda, time and venue, which must be sent together with necessary documents on issues to be discussed and voted on at the Board of Directors' meetings as well as voting cards to the Board of Directors members who cannot attend the meetings.

The written notices of invitation to the meeting can be sent by post office, fax, email or other means but ensure that it is sent to the registered address of members of the Board of Directors.
8. Minimum number of participants:

The meetings of the first Board of Directors shall be conducted only when there are at least three-fourths (3/4) of the Board members present in person or through a representative (the authorized person).

In case there are not enough members to attend the meeting as prescribed, the meeting must be reconvened within **seven (07)** days after the first meeting. The meeting reconvened shall be conducted if there is more than one half (1/2) of the Board members attending the meeting.

9. Voting :

- a. Unless the following the regulations in item 9b of Article 27, each member of the Board of Directors or his/her authorized representative with individual status who is present at the meeting will be given a voting card;
- b. A member of the Board of Directors will not be allowed to vote on any contracts or transactions or proposals in which the member or any Concerned Persons has interests could possibly contradict the interests of the Company. A member of the Board of Directors will not be counted in the required minimum number of participants present at the meeting regarding the passage of a resolution on which the member does not have the right to vote;
- c. According to the regulation in item 9b of Article 27, at a meeting of the General Meeting of Shareholders, if any issues arise related to the level of interests of a member of the Board of Directors or related to the voting right of any member, and those issues are not resolved by the member voluntarily abandoning his voting right, then those issues will be passed on to the Chairman of the meeting and the decision of the Chairman concerning all other members of the Board of Directors is final, except in cases where the nature or scope of the interests of a concerned member of the Board of Directors has not been announced adequately;
- d. Any member of the Board of Directors received benefits from a contract stipulated in Article 36.4a and Article 36.4b of this Charter will be considered having substantial interests in this contract.

10. Declaration of interests:

A member of the Board of Directors who, directly or indirectly enjoys benefits from a contract or transaction already signed or planned to be signed with the Company must declare the nature and contents of such benefits at the meeting when the Board of Directors considers for the first time the conclusion of this contract or transaction. Or such member may announced these things at the meeting of Board of Directors for the first time after he/she has already known that he/she has or shall have interests in the relevant transaction or contract.

11. Voting by majority:

The Board of Directors shall adopt resolutions and decisions by way of complying with the approval of the majority of the present members of the Board of Directors (over 50%). If the number of votes for and the number of votes against are equal, the Chairman's vote shall be the decisive one.

12. Meeting via telephone or in other forms:

A meeting of the Board of Directors may be organized in form of discussions among the Board of Directors members, of whom all or some are in different places, provided that each member participating in the meeting can:

- a. Hear speeches or read opinions of other participating members;
- b. If necessary, attendants shall speak or provide written opinions to other participating members simultaneously.

The discussions among members can be effected directly through telephones or other communications means (including they have been used at the time of adopting the Charter) or through the combination of all those modes. According to this Charter, the members of the Board of Directors participating in such a meeting as above manner shall be considered as being "present" at such meeting. The venue where the meeting is organized were according to this provision shall be considered as having occurred at the place where the largest group of Board of Directors members stays or if there is no such group, the place where the meeting Chairman.

The resolutions adopted at a via-telephone meeting organized and conducted lawfully shall take effect immediately after the end of the meeting, but must be confirmed with the signature in the minutes of every member of the Board of Directors participating in the meeting.

### 13. Written resolutions:

The written resolutions must be signed by all the following members of the Board of Directors:

- a. The members who are entitled to vote on the resolutions at the Board of Directors' meetings;
- b. The number of members present at the meetings, which must not be lower than the minimum number of members as stipulated for conducting the meeting of the Board of Directors.

The resolutions of these types are as effective and valid as the resolutions adopted by the Board of Directors' members at meetings convened and organized regularly. A resolution may also be adopted by way of using its copies, each of which is signed by one member or more.

### 14. Meeting minutes:

The Chairman of Board of Directors shall have the responsibility to hand the minutes of meetings of the Board of Directors to all members and these minutes must be considered the true evidences of the activities carried out at such meetings except when there appear objections to the contents of the minutes within ten (10) working days as from the time they are sent out. The minutes must be made in Vietnamese and English, and signed by Chairman of Board of Directors and Company's Secretary. In case of any discrepancies between the Vietnamese version and English version, the Vietnamese version shall prevail.

In case the chairperson and the secretary refuse to sign the minutes, but all other members of the Board of Directors attend and agree **to approve the minutes of the meeting** and have all the contents, this minutes will take effect. **The meeting minutes clearly state the refusal of the chairperson, secretary to sign the minutes of the meeting.** In this case, the people who sign the minutes must be responsible for the truthfulness and accuracy of the content



of the minutes of the meeting of the Board of Directors. **The chairperson, secretary are personally responsible for damage caused to the Company due to their refusal to sign the meeting minutes in accordance with the provisions of Law on Business, the Charter and relevant laws. The contents approved by the majority of the participating members shall be made into a ratified resolution.**

15. Section of the Board of Directors:

Board of Directors may establish and authorize its actions and decisions to its attached sections. The member of section may comprising one or several members of the Board of Directors and one or many persons other than the members of Board of Directors according to decision Board of Directors.

In the process of exercising the authorized powers, sections must abide by the regulations set by the Board of Directors. These regulations can regulate or permit the admission of persons other than members of the Board of Directors into the above-said sections and permit such persons to vote in the capacity as members of such sections, but (a) the number of additionally admitted members must be smaller than half of the total number of members of such a section, and (b) the resolutions of such sections shall be only valid if the majority of the members present and vote at the meetings to adopt such resolutions are members of the Board of Directors.

16. Legal value of actions:

Actions taken under decision of the Board of Directors or any of its attached section or by any person in the capacity as member of such section shall be considered legally valid even though the process of electing or appointing members of the sections of the Board of Directors may witness mistakes.

**Article 28. Audit Committee affiliated to Board of Directors**

1. The Board of Directors shall set up the Audit Committee to assist it in carrying out the Board of Directors' activities. Audit Committee must have one (1) independent member of the Board of Directors who shall act as the Chairperson.
2. The Board of Directors may authorize the Audit Committee to act and make decisions within its authority.
3. Members of Audit Committee shall include 02 (two) members of BOD or above, indeed at least 01 (one) independent member and 01 non-executive member. During the course of performance of the authorized powers, the Audit Committee must abide by the regulations issued by the Board of Directors. Such regulations may governor permit the admission of additional persons who are not members of the Board of Directors to the afore said committee and may permit such persons to vote in the capacity as members of the Audit Committee, but (i) must ensure that the number of the external members is less than half of the total members of the Audit Committee and (ii) the resolutions of the Audit Committee shall take effect only when there are more than fifty percent (50%) members of then Board of Directors under such the committee attending and voting at the meeting.
4. The Board of Directors shall provide detailed regulations on establishment of and responsibilities of the Audit Committee and each member.

**Article 29. The organizational structure and functions of the Audit Committee**

1. The organizational structure of Audit Committee: a majority of the members of the Audit Committee are independent members of the Board of Directors and non-executive members of the Board of Directors. The specific contents related to the organizational structure of the Audit Committee shall be prescribed in the Corporate Governance Regulations.
2. At least one (01) member of the Audit Committee shall have qualifications, certificates or experience relevant to finance, accounting or auditing.
3. The Audit Committee has the following rights and responsibilities:
  - a. At the request of a shareholder or group of shareholders as provided on Clause 3 Article 11 of this Charter, the Audit Committee shall carry out an inspection within a period of seven (07) working days from the date of receipt of the request. The Audit Committee must submit a report on the issues under inspection requirement to the Board of Directors and the requesting shareholder or group of shareholders. Such inspections stipulated in this Clause shall not disrupt the normal activities of the Board of Directors and shall not interrupt the management of normal corporate operations;
  - b. Establishing the mechanism in receiving comments and complaints of employees in the Company in terms of mistakes, negligence in the management, business administration, risk management, internal control. This mechanism must ensure the confidentiality and protection of the rights and interests of the respondent, as well as the provisions on independent investigation and subsequent remedies;
  - c. Upon discovery of a member of the Board of Directors or the General Directors breaching her/his managerial obligations stipulated in Article 166 of Law on Enterprises, Article 32 and Article 33 of this Charter, request the person in breach to cease the breach and a written notice shall be immediately given to the Board of Directors, the Board of Directors shall making a decision for solution;
  - d. To inspect the reasonableness, legality, truthfulness and prudence in term of management and administration of the business activities, in terms of organization of statistic and accounting work and preparation of financial statements;
  - e. To review accounting books and other documents of the Company, the management and administration of the corporate operations pursuant to a resolution of the General Meeting of Shareholders or at request of a shareholder or a group of shareholders stipulated in Article 11.3 of this Charter;
  - f. To recommend to the Board of Directors any changes, supplements, improvements of the corporate organizational structure;
  - g. To appraise reports on business activities, annual, semi- annual and quarterly financial statements of the Company. Establishing reports on evaluating these documents of the Board of Directors to the General Meeting of Shareholders
  - h. Internal Audit: the Audit Committee is responsible for internal auditing activities of the Company:
    - To propose selection of an independent auditing company, auditing fees and all related matters for the Board of Directors to submit to the General Meeting of Shareholders for approval.
    - Discussing the nature and scope of audit with the independent auditor before audit commencement.

- Discussing difficulties and outstanding issues discovered from the midterm or final-term audit results as well as issues which the independent auditors wish to discuss.
  - To exercise other powers and duties as stipulated this Charter, Regulations on Corporate Governance and Laws.
4. The Audit Committee is eligible to use independent consultants to perform assigned tasks.
  5. The General Director and the Enterprise Executives must provide all information and documents relating to the corporate operations at the request of the Audit Committee.

### **Article 30. Person in charge of corporate governance**

1. The Board of Directors must nominate at least 1 person to be in charge of corporate governance to support corporate governance effectively. The term of person in charge of corporate governance is decided by Board of Directors, maximum five (05) years.
2. The person in charge of corporate governance must:
  - a. Be knowledgeable about Laws;
  - b. Not work for the independent auditing company performing audits of the company's financial statements.
  - c. Other standards stipulated by regulations of Laws, this Charter, **Internal regulation on corporate governance** and decisions of Board of Directors.
3. Board of Directors can dismiss person in charge corporate governance when necessary, but not on contravention of Law on labor. The Board of Directors may appoint an assistant to person in charge corporate governance from time to time.
4. A person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Board of Directors on the organization of convening the meeting of General Meeting of Shareholders in compliance with regulations and law and related work between the company and shareholders.
  - b. Preparing meetings of the Board of Directors, General Meeting of Shareholders at the request of the Board of Directors .
  - c. Advising on the procedure of meetings;
  - d. Participating in meetings;
  - e. Advising on procedures for resolutions of the Board of Directors in accordance with regulations of Laws;
  - f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members on the Board of Directors and Controllers;
  - g. Monitoring and reporting to the Board of Directors on the operation of publishing information of the company;
  - h. Ensuring the security of information in accordance with regulations of Laws and the company's Charter;
  - i. Other rights and obligations in accordance with regulations of Laws and the company's Charter.

## **VIII. THE GENERAL DIRECTOR, OTHER ENTERPRISE EXECUTIVES AND COMPANY SECRETARY**

### **Article 31. Organization of the Managerial Apparatus**

The Company shall have to promulgate a managerial system whereby the managerial apparatus shall be accountable to and placed under the leadership of the Board of Directors. The Company has one General Director, a number of Deputy General Directors and a Chief Accountant, who are appointed by the Board of Directors. The General Director and deputy-General Directors may be concurrently members of the Board of Directors and shall be appointed or dismissed by the Board of Directors under a resolution lawfully adopted.

### **Article 32. Other Enterprise Executives**

1. At the request of the General Director and with the approval of the Board of Directors, the Company shall be staffed with a certain number of necessary and appropriate Enterprise Executives of various kinds for effecting the structure and practices of managing the Company, proposed by the Board of Directors for each period of time. The Enterprise Executives must be necessarily diligent in order to attain the objectives set for the operation and organization of the Company.
2. The levels of wage, remuneration, interests and other terms in the labor contract for the General Director shall be decided by the Board of Directors and in the labor contracts for other Enterprise Executives shall be decided by the Board of Directors after consulting with the General Director.

### **Article 33. Appointment, Dismissal, Removal from Office, Tasks and Powers of the General Director**

1. Appointment:  
The Board of Directors shall appoint one of its member or another person to be the General Director and sign a contract prescribing the wage level, remuneration, interests and other terms related to the recruitment. The information on wage level, allowance and interests of the General Director must be reported to the annual General Meeting of Shareholders and stated in the annual report of the Company.
2. Term of Office:  
Pursuant to Article 26 of this Charter, the General Director is not be the Chairperson of Board of Directors. The term of office of the General Director shall be three (3) years, except otherwise provided for by the Board of Directors and may be re-appointed. The appointment may be terminated effective, based on the provisions of the labor contract. The General Director must not be the person banned by Laws from holding this position, namely the minors, persons having no act capacity, persons sentenced to imprisonment, persons serving the imprisonment sentence, armed force personnel, State officials and employees and the persons who were sentenced for making the companies they once led go bankrupt.
3. Tasks and Powers:  
The General Director shall have the following powers and responsibilities:

- a. To execute the resolutions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans of the Company, which have been adopted by the Board of Directors and the General Meeting of Shareholders;
  - b. To decide all matters without having to get the resolutions of the Board of Directors, including the representation of the Company in concluding financial or trade contracts, the organization and administration of daily production and business activities according to the best managerial practices;
  - c. To propose the quantity and types of managing officials to be hired by the Company so that the Board of Directors can appoint or relieve them from office when necessary for the implementation of the best managerial practices as well as the structures proposed by the Board of Directors and to advise the Board of Directors on deciding the levels of wage, remuneration, interest and other terms of the labor contracts of the managing officials;
  - d. To consult with the Board of Directors in order to decide on the number of employees, wage and remuneration levels, interests, the appointment, dismissal and other terms related to their labor contracts;
  - e. Annually on October 31, the General Director shall have to submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the corresponding budget as well as the 5-year financial plan.
  - f. To execute the annual business plans approved by the General Meeting of Shareholders and the Board of Directors;
  - g. To propose measures to enhance activities and management of the Company;
  - h. To prepare written long-term, annual and monthly estimates of the Company (hereinafter called the written estimates) in service of its long-term, annual and monthly managerial activities of the Company according to the business plans. The annual written estimate (including the accounting balance sheet, the production and business activity report and the planned cash flow) for each fiscal year must be submitted to the Board of Directors for adoption and must contain information prescribed in the regulations of the Company.
  - i. To carry out all other activities under the provisions of this Charter and the regulations of the Company, resolutions of the Board of Directors, the labor contract of the General Director and Laws.
  - j. Other rights and obligations in accordance with the regulations of Laws, this Charter, internal policies of the company, resolutions of Board of Directors, labor contracts.
4. Report to the Board of Directors and Shareholders:  
The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of his/her assigned tasks and the exercises of his/her delegated powers and have to report thereon to these bodies when so requested.
5. Dismissal:  
The Board of Directors may dismiss the General Director when having at least 2/3 of the members of Board of Directors voting therefore (excluding the General Director's voting in this case) and appoint a new General Director to replace him/her.

**Article 34. The Company's Secretary**

The Board of Directors shall designate one (or more) Secretary of the Company with his/her term of office and terms to be decided by the Board of Directors. The Board of Directors may dismiss a Secretary of the Company at any time but not in contravention of the provisions of the current labor legislation. The Board of Directors may also appoint one or several Assistants to the Company's Secretaries, depending on each period of time. The roles and tasks of the Secretaries of the Company shall include:

- a. To participate in organizing meetings of the Board of Directors and the General Meeting of Shareholders on the order of the Chairman of Board of Directors;
- b. To make minutes of meetings;
- c. To advise on formalities of the meetings;
- d. To supply financial information, the copy of the minute of Board of Directors' meeting and other information for members of the Board of Directors; and

The Company's Secretary are liable for keep confidential all confidential information of the Company according to the Laws and Charter of Company. The Company's Secretary can be cum person in charge of corporate governance.

**IX. TASKS OF THE BOARD OF DIRECTORS MEMBERS, THE GENERAL DIRECTOR AND MANAGING OFFICIALS**

**Article 35. The Caution Responsibilities of the Board of Directors Members, General Director and Managing Officials**

The members of Board of Directors, the General Director and the managing officials shall be entrusted with the responsibility to perform their tasks, including tasks performed in their capacity as members of sections of the Board of Directors in an honest manner and by modes which they deem are for the supreme interests of the Company and with the extent of caution which any careful person needs to have when assuming the equivalent posts and under the similar circumstances.

**Article 36. The Responsibilities to be Honest and Avoid Conflicts of Interests**

1. The members of the Board of Directors, the General Directors and the managing officials must not use for their personal purposes the business opportunities which may bring about benefits for the Company; and at the same time must not use the information acquired thanks to their positions for their personal interests or for the interests of any other organizations or individuals.
2. The members of the Board of Directors, the General Director and the managing officials shall be obliged to notify the Board of Directors of every interest of possible conflict with the Company, which they may enjoy through various economic legal persons, transactions or other individuals. These subjects may use such opportunities only when the members of the Board of Directors members who have no relevant interests have decided not to investigate into this matter.
3. The Company does not provide loans or guarantees to the Board members, the Executive Director (Deputy Director) and other managers and the persons related to the members above mentioned or legal entity who has financial interests, except the above loans or guarantees have been approved by the General Meeting of shareholders.

4. The contract or transaction between the Company and one or many members of the Board of Directors, the General Director, the managing officials or their relevant persons or any other company, partner, society or organization, of which one or many members of the Board of Directors, managing officials or their relevant persons are members or where they have relations in financial interests, shall not be invalidated just only because of the mentioned relations or because such member of the Board of Directors or managing officials are present at or participate in relevant meetings or in the Board of Directors or sections which have permitted the performance of the contract or transaction or just because their votes are also counted when voting on such purpose, if:
- a. For a contract valued less than twenty percent (20%) or under of the total asset value recorded in the latest financial statement of the Company, the important elements on the contract or transaction as well as relations and interests of the managing officials or members of the Board of Directors have already been reported to the Board of Directors or the concerned sections. At the same time, the Board of Directors or such sections have permitted the performance of such contract or transaction in an honest manner with the majority of favor votes of the members of the Board of Directors who have no relevant interests; or
  - b. For a contract valued at over 20% of the total asset value recorded in the latest financial statement of the Company, the important elements of such contract or transaction as well as the relations and interests of the managing officials or members of the Board of Directors have already been announced to the Shareholders who have no relevant interests and are entitled to vote on that matter, and the Shareholders who have voted for this contract or transaction;
  - c. Such contract or transaction is considered by an independent consultancy organization fair and reasonable in all aspects related to the Company's Shareholders at the time such transaction or contract is allowed for implementation, adopted or approved by the Board of Directors or a section of the Board of Directors, or the Shareholders.

Not any member of the Board of Directors, nor the General Director, any managing staff member or their relevant persons are allowed to buy or sell or transact in any other forms Shares of the Company or subsidiaries of the Company when they have information that will surely affect the prices of those Shares while other Shareholders are not aware of such information.

The Board members, the Executive Director (Deputy Director) and other managers and the persons related to the above members are not permitted to use the information that is not permitted for publication or disclosure to other people to carry out the relevant transactions.

### **Article 37. Liability for Damage and Compensation**

1. Liability for Damage:

The members of the Board of Directors, the General Director and the managing officials, who breach the obligation to act honestly, fail to fulfill their obligations with carefulness, industriousness and professional capability, shall be held responsible for the damage caused by their acts of violation.

2. Compensation:

The Company shall pay compensations to persons who were, are being and will possibly be in danger of becoming an involved party in cases of complaint, lawsuit or prosecution, which were, are being or will possibly be conducted regardless of whether these are civil or administrative cases (other than the lawsuits initiated by the Company or falling under the Company's right to initiate lawsuits), if such persons were or are being members of Board of Directors, managing officials, employees or authorized representatives of the Company (or subsidiaries of the Company) or such persons acted or are acting at the request of the Company (or subsidiaries of the Company) in the capacity of members of Board of Directors, managing officials, employees or authorized representative of another company, partner, joint-venture, trust or legal person. The compensated expenses shall include the arising expenses (including charges for hiring lawyers), jurisdiction expense, fines, payable amounts practically arising or considered reasonable when settling these cases within the framework permitted by Laws, provided that such persons have acted honestly, cautiously, industriously and with professional capability by modes which they firmly believe are for the interests or do not run counter to the supreme interests of the Company, on the basis of compliance with Laws and without any detection or certification that such persons have breached their responsibilities. The Company is entitled to buy insurance for such persons in order to avoid the above-mentioned compensation liabilities.

When performing functions, tasks or performing tasks as authorized by the Company, Board of Directors' members, controllers, other managerial staff, employees or authorized representatives of the Company compensated by the Company when becoming a party in the complaints, litigation, prosecution (except the lawsuit in which the Company is the petitioner) in the following cases:

- a. To act honestly, cautiously, diligently for the benefit and not in conflict with the interests of the Company.
- b. To be compliance with the law and there is no evidence that do not fulfill their responsibilities.

## **X. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

### **Article 38. Right to Inspect Books and Records**

1. Shareholder or groups of Shareholders as mentioned in Article 24.3 and Article 36.2 of this Charter shall have the right to send, directly or via lawyers or authorized persons, a written request to inspect during the working hours and at the principal business location of the Company the list of Shareholders, minutes of the General Meeting of Shareholders and to copy, duplicate or extract those records. The inspection request sent via lawyer or authorized representative of a Shareholder must be enclosed with the authorization letter of the Shareholder whom such person represents or a notarized copy of this authorization paper.
2. The members of Board of Directors, General Director and the managing officials are entitled to examine books for registration of the Company's Shareholders, the list of Shareholders and other books as well as records of the Company for the purposes related to their positions provided that such information must be kept confidential.
3. The Company shall have to keep this Charter, the written amendments and supplements thereto, the Business Registration Certificate, regulations, documents proving ownership right over assets, minutes of the meetings of the General Meeting of Shareholders and the



Board of Directors, the annual financial statements, accounting books and any other papers prescribed by Laws at the head-office or another places provided that the Shareholders and business registration office are informed of the places where those papers are archived.

4. Every Shareholder is entitled to be supplied with a copy of the Company's charter free of charge. If the Company has its own website, this Charter must be loaded into such website.

## **XI. EMPLOYEES AND REPRESENTATIVE ORGANIZATIONS OF EMPLOYEES**

### **Article 39. Employees and Representative organizations of employees**

1. Representative organizations of employees are organizations established on the voluntary basis of employees in a labor-using unit in order to protect the legitimate and legitimate rights and interests of employees in labor relations through collective bargaining or other forms as prescribed by law on labor. Representative organizations of employees level includes union and the employee's organization at the Company.
2. The establishment of the union and the employee's organization at the Company will comply with the relevant laws.
3. The General Director shall have to work out plans for adoption by the Board of Directors on matters related to the recruitment, labor, work dismissal, wage, social insurance, welfare, commendation and discipline of managing officials and laborers as well as the Company's relations with representative organizations of employees recognized according to criteria, practice and the best management policies, the practices and policies prescribed in this Charter, the Company's regulations and Laws.

## **XII. DISTRIBUTION OF PROFIT**

### **Article 40. Dividends**

1. Under the decision of the General Meeting of Shareholders and the provisions of Laws, dividends shall be announced and paid from the retained profits of the Company, must not exceed the level proposed by the Board of Directors after consulting with the Shareholders at the General Meeting of Shareholders;
2. Under the provisions of the Law on Enterprises, the Board of Directors may decide on the mid-term dividend payment if deeming that such payment conforms to the Company's profit-generating capability.
3. The Company shall not pay interests of dividends or amount of money relating to a type of share.
4. The Board of Directors may propose the General Meeting of Shareholders to adopt the full or partial payment of dividends with specific assets (such as Shares or bonds issued by the Company, which are paid in full) and the Board of Directors shall be the body to enforce this resolution.
5. Where dividends or other money amounts related to a Share, being paid in cash, Company must be paid in Vietnam Dong and can be paid by checks or payment orders sent via post office to the registered addresses of the benefiting Shareholders who shall have to bear all risks if any (from the registered address of the Shareholder). Besides, all dividend amounts or other money amounts paid in cash and related to a Share certificate

may be paid through bank account transfer when the Company has acquired detailed information on the banks of the Shareholders, which permits the Company to effect the account transfer directly into the Shareholders' bank accounts. In the case the Company has already effected the account transfer strictly according to the detailed information on the banks, provided by the Shareholders, the Company shall not bear responsibility for any money amounts transferred by the Company to benefiting Shareholders but not received by the latter. The payment of dividend for the Shares listed at the Stock Exchange may be effected through securities company or **Vietnam Securities Depository and Clearing Corporation**.

6. Subject to the approval of the General Meeting of Shareholders, the Board of Directors may decide and then notify owners of ordinary Shares of the option to receive dividend in the form of ordinary Shares instead of cash. The additional Shares shall be recorded as those already paid up for the purchase thereof on the basis that the value of additional common Shares replacing the dividend amounts in cash must be equivalent to the cash amounts of dividends.
7. According to the Law on Enterprises, the Board of Directors shall adopt its resolutions on a specific date it may prescribe as the book-closing date for business activities of the Company. Pursuant to book-closing date, the persons who have registered in the capacity as Shareholders or owners of other securities are entitled to receive dividends, interests, divided profits, Share certificates, information or other documents. This book-closing date may be the same date or any time before the date when such benefits are received. This does not affect the benefits of the two parties in the transaction of transfer of relevant Shares certificate or securities.

**Article 41: Other Matters Relating to Sharing Profit**

The other matters relating to sharing profit shall be implemented according to regulations of the Laws.

**XIII. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTANTS SYSTEM**

**Article 42. Bank Accounts**

1. The Company shall open accounts at a Vietnamese bank or at various foreign banks licensed to operate in Vietnam.
2. With the pre-approval of the competent body, the Company may open bank accounts overseas under the provisions of Laws, if necessary.
3. The Company shall make all payments and accounting transactions via Vietnamese-currency accounts or foreign-currency accounts at the banks where the Company opens accounts.

**Article 43. Reserve Fund for Charter Capital Supplementation**

Annually, the Company shall have to deduct a sum from its after-tax profits into the reserve fund for Charter Capital supplementation as provided for by Laws. This deducted amount must not exceed 5% of the Company's after-tax profits and the deduction shall continue until the reserve fund represents 10% of the Charter Capital of the Company.

**Article 44. Fiscal Year**

The fiscal year of the Company shall begin on the first day of January of every year and end on the 31st day of December of the same year. The first fiscal year shall commence on the date when the Business Registration Certificate is issued and end on the 31st of December after the date of issuance of Business Registration Certificate.

**Article 45. Accounting System**

1. The accounting system employed by the Company is the Vietnam Accounting System (VAS) or any other system approved by the Finance Ministry.
2. The Company shall establish the accounting books in Vietnamese. The Company shall keep the accounting dossiers according to forms of its business activities. These dossiers must be accurate, updated, systematic and adequate to prove and explain the Company's transactions.
3. The Company shall use Vietnam Dong as currency unit used in accounting. In cases where the Company has economic transactions arising mainly in a foreign currency, it shall be entitled to select such foreign currency as the accounting currency and take responsibility for such selection before Laws and notify directly to tax authority.

**XIV. ANNUAL REPORT, RESPONSIBILITY TO ANNOUNCE INFORMATION, NOTE TO THE PUBLIC**

**Article 46. Annual, Biannual and Quarterly Reports**

1. The Company shall have to prepare an annual financial statement according to the provisions of Laws as well as the provisions of the State Securities Commission, which must be audited according to the provisions in Article 48 of this Charter, and within 90 days after the end of a fiscal year, shall have to submit the annual financial statement already approved by the General Meeting of Shareholders to the competent tax office, the State Securities Commission, the Stock Exchange and the business registration agency.
2. The annual financial statement must include a report on the results of production and business activities reflecting in an honest and objective manner the situation on the Company's losses and profits in the fiscal year, and an accounting balance sheet showing honestly and objectively the situation of activities of the Company until the time the report is made, the cash flow report and the explanation of the financial report. If the Company is a parent company, apart from the annual accounting report, it must also make the general accounting balance sheet on the situation of activities of the Company and its subsidiaries at the end of each fiscal year.
3. The Company shall have to make biannual and quarterly reports according to the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange.
4. A written summary of the contents of the annual financial statement already audited must also be sent to all Shareholders and published on a local daily and a central economic newspaper for three consecutive issues. If the Company has its own website on the net, the audited financial statements, quarterly and biannual reports of the Company must be loaded into such website.
5. Any interested organization or individual shall be entitled to check or photocopy the audited annual financial statements, biannual and quarterly reports during the working

hours of the Company, at its head-office and have to pay a reasonable charge for the photocopies.

**Article 47. Announcing Information and Notices to the Public**

The annual financial statements and other support documents must be announced to the public according to the regulations of the State Securities Commission and submitted to the concerned tax offices as well as the business registration agency according to the provisions of the Law on Enterprises.

**XV. AUDITING**

**Article 48. Auditing**

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or adopt a list of independent auditing company and authorize the Board of Directors to decide on one of these units to conduct the auditing activities to the company for the next fiscal year based on the terms and conditions agreed with the Board of Directors. For the first fiscal year, the Board of Directors shall designate an auditing company to conduct activities of auditing the Company after it is granted the Business Registration Certificate.
2. The Company shall have to prepare and send the annual financial statement to the independent auditing company after the end of each fiscal year.
3. The independent auditing company shall examine, certify and report on the annual financial statement showing the revenues and expenditures of the Company, make the auditing report and submit it to the Board of Directors within (2) months after the end of each fiscal year. Employees of the independent auditing company, who conduct the auditing for the Company, must be approved by the State Securities Commission.
4. A copy of the auditing report must be sent together with a copy of the annual financial statement of the Company.
5. The auditors who audit the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and entitled to receive announcements and other information related to the General Meeting of Shareholders, which every Shareholder is entitled to receive, and to speak out at the General Meeting of Shareholders about matters related to the auditing.

**XVI. SEAL**

**Article 49. Seal**

1. The Company's seals can be physical or digital as prescribed by e-transaction law.
2. The Board of Directors will approve the type, quantity, design and content of seal and the seal shall be engraved according to regulations of the Laws.
3. The Board of Directors and General Director will keep and use the seal according to regulation of prevailing Laws.
4. All documents and vouchers have the seal but without signature of Chairman of Board of Directors, or General Director or authorized representative will be deemed invalid and only for reference.
5. All of authorizing and confidence activity relating to the seal must be performed by writing documents. The person who is authorized and confidence must take legal responsibility for his/her activity.

6. Managers of department of the Company can grant authority to individual junior employees to perform some of works but absolutely could not authorize to using the seal of the Company.

## **XVII. TERMINATION OF OPERATION AND LIQUIDATION**

### **Article 50. Termination of Operation**

1. The Company may dissolve or terminate its operation in the following cases:
  - a. When the operation duration of the Company has expired, even after it was extended;
  - b. The Company was declared bankrupt by court according to the current Laws provisions;
  - c. It dissolves ahead of time as prescribed by the General Meeting of Shareholders.
  - d. Other cases prescribed by Laws.
2. The dissolution of the Company ahead of time (including the extended time) shall be decided by the General Meeting of Shareholders, and the Board of Directors shall implement. This decision of dissolution must be notified to the competent body or must be approved by the competent body (if obligatory) under the regulations.

### **Article 51. Cases of Deadlock Between the Members of Board of Directors and Shareholders**

Except when otherwise provided for by this Charter, the Shareholders who hold more than half of the number of Shares being circulated and have the right to elect members of the Board of Directors may lodge their written complaints to court to request the dissolution on one or several following grounds:

1. The members of Board of Directors disagree in managing the affairs of the Company, thus leading to the failure to obtain the prescribed number of votes necessary for the Board of Directors to operate.
2. Shareholders disagree, thus resulting in the failure to obtain the prescribed number of votes necessary for conducting the election of members of Board of Directors.
3. There exists internal disagreement and the Shareholders are split up into two or more factions, thus making the dissolution an option more beneficial to the entire Shareholders.

### **Article 52. Operation Extension**

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the end of operation duration so that the Shareholders may vote on the extension of the Company's operation for a period of time at the proposal of the Board of Directors.
2. The operation duration shall be extended if the Shareholders holding at least 65% of the voting Shares and present at the Shareholders' General Meeting in person or via their authorized representatives, vote for the extension.

### **Article 53. Liquidation**

1. At least six (06) months before the end of the duration of the Company's operation or after the issuance of a decision on the dissolution of the Company, the Board of Directors shall have to set up the Liquidation Board comprising (03) members, of whom two shall be appointed by the General Meeting of Shareholders and one shall be appointed by the

- Board of Directors from an independent auditing company. The Liquidation Board shall prepare regulations on its operation. The Liquidation Board's members may be selected from among the employees of the Company or independent specialists. All expenses related to the liquidation shall be prioritized by the Company with the payment thereof made before the payment of other debt amounts of the Company.
2. The Liquidation Board shall have to report to the business registration offices on the date of its founding and the date of commencing its operation. As from that time, the Liquidation Board shall act on behalf of the Company in all affairs related to the liquidation of the Company before court and administrative agencies.
  3. The proceeds from the liquidation shall be used for payments in the following order:
    - a. Liquidation expenses;
    - b. Wages and insurance premiums for workers and employees;
    - c. Taxes and payments of tax nature to be paid to the State by the Company;
    - d. Borrowings (if any);
    - e. Other debt amounts of the Company;
    - f. The remainder after effecting the payments from item (a) thru (e) above shall be distributed to Shareholders. Preferential Shares shall be paid first with priority.

## **XVIII - SETTLEMENT OF INTERNAL DISPUTES**

### **Article 54. Settlement of Internal Disputes**

1. Upon the appearance of disputes or complaints related to the operation of the Company or to the Shareholders rights arising from the Charter or from any right or obligation prescribed by the Law on Enterprises, other Laws or administrative regulations, between:
  - a. Shareholder and the Company; or
  - b. Shareholder and the Board of Directors, the General Director or senior managing officials.The involved parties shall endeavor to settle those disputes through negotiations and conciliation. Except for disputes related to the Board of Directors or its Chairman, the Chairman of Board of Directors shall preside over the settlement of disputes and request each party to present the practical elements related to the disputes within 15 working days as from the date the disputes arise.

If the disputes are related to the Board of Directors or its Chairman, any party may request to appoint an independent specialist to act as the arbitrator for the process of settling the disputes.
2. If no conciliation decision is made within six [06] weeks as from the time of starting the conciliation process or if the decision of the conciliation mediator is not accepted by the parties, any party may bring the disputes to the Arbitration or to the Court.
3. Each party shall have to bear its own expenses related to the negotiation and conciliation procedures. The party bearing the legal fees shall be decided by the order of the Court or Arbitration.

## **XIX. SUPPLEMENTATION AND AMENDMENT OF CHARTER**

### **Article 55. Supplementation and Amendment of Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders according to the regulations of this Charter and the Laws.
2. In cases where the Laws provisions related to the operation of the Company have not yet been mentioned in this Charter or where the new Laws provisions are different from the provisions in this Charter, such Laws provisions shall naturally apply and regulate the operation of the Company.

## **XX. EFFECTIVE DATE**

### **Article 56: Effective Date**

1. This Charter has XX Chapters including 57 Articles is unanimously ratified by the General Meeting of Shareholders of Thanh Cong Textile Garment – Investment – Trading Joint Stock Company on 27th May 2006 at Ho Chi Minh City, the first of amendment on 08th December 2007, the second of amendment on 26th April 2008, the third of amendment on April 25th, 2009 and the fourth amendment on April 29th, 2011, the fifth amendment on April 26th, 2013, the sixth amendment on 29th March, 2014; the seventh amendment on April 04th, 2015; the eighth amendment on April 7th, 2017; the ninth amendment on April 6th, 2018; the tenth amendment on April 12th, 2019; the eleventh amendment on June 20th, 2020, the twelfth amendment on April 6<sup>th</sup>, 2021, the thirteenth amendment on April 15<sup>th</sup>, 2022, **the fourteenth amendment on June 30<sup>th</sup>, 2023** and accepted the validity of the entire Charter. The Charter and its amendment will take effect after approved by GSM.
2. This Charter has been established in three (3) copies of Vietnamese and three (3) copies of English, they all have the same value, at references:
  - a. One (01) copy registered at State Securities Commission of Vietnam.
  - b. One (01) copy registered at Ho Chi Minh City Stock Exchange.
  - c. One (01) kept as archive at the Company's OfficeIn case of any dispute arising due to the conflicting understanding/interpretation between the both versions, the Vietnamese version shall prevail.
3. This Charter is unique and official to the Company and take into effect after the signing of members of the Board of Directors and the legal representative of the Company.
4. Copies or excerpts of this Company's Charter are only valid if signed by the Chairman of the Company or signed at least by 1/2 of the total members of the Board of Directors.

**Article 57: Signatures of Chairperson of the Board of Directors and Legal Representative:**

**Chairperson**

**Legal Representative-  
General Director**

**Tran Nhu Tung**

**Jung Sung Kwan**

**DRAFT**