

APPENDIX 1

(Attached with the Statement on the issues subject to ratification by the 2016 Annual General Meeting of Shareholders)

Amendment to and supplementation of a number of articles in the Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company at the 2016 Annual General Meeting of Shareholders

Ladies and gentlemen,

The Board of Directors would like to propose the Meeting to ratify the Amendment, supplementation of a number of articles in the Charter of the Company in accordance with the new laws in force, specifically the Corporate Law No. 68/2014/QH13 passed by the national Assembly of the Socialist Republic of Vietnam on 26 November 2014. Details are as follows:

No.	Contents of the current charter	Contents of the charter proposed for amendment, supplementation	Note
01	<p>Points a, b, d, and e, Section 1 Article 1. Explanation of terminology</p> <p>“a. “Charter Capital” means the amount of capital contributed by all Shareholders and prescribed as per Article 5 of this Charter.</p> <p>b. “Corporate Law” means the Law on Enterprises No.60/2005/QH11 passed by the National Assembly on November 29th, 2005.</p> <p>d. “Managers” means the General Director, Deputy General Director, Chief Accountant, and other senior managers approved by the Board of Directors.</p>	<p>Points a, b, d, e and j, Section 1 Article 1. Explanation of terminology</p> <p>“a. “Charter Capital” <i>means the total aggregate par value of shares sold or registered for purchase when establishing an enterprise</i>, which is stipulated in Article 5 of this Charter.</p> <p>b. “Corporate Law ” means the Corporate Law No. <i>68/2014/QH13 passed by the National Assembly on 26 November 2014.</i></p> <p>d. “Managers ” <i>means the Chairman of the Board of Directors, Deputy Chairman of the Board of Directors (if any) members of the Board of Directors</i>; General Director, Deputy General Director, Chief Accountant, and other senior managers approved</p>	<p>Amendment according to Article 4 of Corporate Law 2014</p>

	<p>e. "Related Persons" means individuals or organizations as stipulated in Clause 17 of Article 4 of the Law on Enterprises.</p>	<p>by the Board of Directors</p> <p>e. " Related person" means any organization or individual with a direct or indirect relationship with an stipulated in Section 34 Article 6 Securities law 2006 (amended and supplemented in 2010) and Section 17 Article 4 of the Corporate Law 2014.”</p> <p>Supplementation:</p> <p>j. “Securities Law” means Securities Law No. 70-2006-QH11 passed by the National Assembly on 29 June 2006 and the Law on Amendment of and Supplementation to a Number of Articles of the Securities Law No. 62/2010/QH12 passed by the National Assembly on 24 November 2010</p>	
02	<p>Section 4, 6 Article 2. Operating Term</p> <p>“4. The General Director is the legal representative of the Company</p> <p>“6. Since the date of establishment, the operating term of the Company shall be unlimited unless the Company terminates its operating duration as stated in Article 48.2 and 49 of this Charter.”</p>	<p>Sections 4, 6 Article 2. Operating Term</p> <p>“4. The Company has 01 (one legal representative). The General Director is the legal representative of the Company</p> <p>“6. Unless the operation is terminated prior to the expiry of the duration in accordance with Article 49 this Charter, the duration of operation of the Company shall start on the date of establishment and shall be indefinite.</p>	<p>Supplementation in accordance with Article 13.2 of Corporate Law 2014</p>
03	<p>Section 1 Article 3. Objectives of the Company</p>	<p>Section 1 Article 3. Objectives of the Company</p> <p>Supplementation: “and conduct business in the lines which are not prohibited by law and suit the Company’s orientation and coordination.”</p>	<p>Amended in accordance with section 1, Article 7, Corporate Law 2014</p>
04	<p>Section 2 Article 4. Scope of Business and operations</p> <p>“2. The Company can undertake business operations in other sectors permitted by the Law and approved by the General</p>	<p>Section 2 Article 4. Scope of Business and operations</p> <p>“2. The Company can freely conduct business in the lines which are not prohibited by law and which are suitable with</p>	<p>Amended in accordance with point 1 Article 7 Corporate Law</p>

	Meeting of shareholders.	<i>the Company.</i>	2014
05	<p>Section 1 Article 5. Charter Capital, Shares, Founding Shareholders</p> <p>“1.The Charter Capital of the Company is VND 7,081,438,950,000 (<i>seven thousand eighty one billion four hundred thirty eight million and nine hundred fifty thousand dong</i>s)</p> <p>Total Charter capital is divided into 708,143,895 shares having a par value of VND 10,000 each.”</p>	<p>Section 1 Article 5. Charter Capital, Shares, Founding Shareholders</p> <p>“1. The Charter Capital of the Company is VND 7,671,438,950,000 (<i>seven thousand six hundred seventy one billion, four hundred thirty eight million and nine hundred fifty thousand dong</i>s).</p> <p>Total Charter capital is divided into 767,143,895 shares having a par value of VND 10,000 each.”</p>	Adjusting information due to Charter capital increased
06	<p>Section 4 Article 6. Share certificates</p> <p>Where the registered share certificate is damaged, erased, lost, stolen or destroyed, the shareholder of that share certificate can request for new issuance of share certificate, provided that they must present the evidence of the ownership of shares and pay all the relevant expenses to the Company.</p>	<p>Section 4 Article 6. Share certificates</p> <p>Where the registered share certificate is damaged, erased, lost, stolen or destroyed, the shareholder of that share certificate can request for new issuance of share certificate, provided that they must present the evidence of the ownership of shares and pay all the relevant expenses to the Company and responsible for any dispute arising from the re-issuance of the new share certificates.</p>	Amended in accordance with Section 3 Article 120 Corporate Law 2014
07	<p>Article 8. Transfer of shares</p>	<p>Supplementing Sections 3, 4, 5, 6, 7, Article 8. Transfer of shares</p> <p>“3. Transfer shall be conducted in the form of a contract by normal methods or via trading on the securities market. In the case of transfer by a contract, transfer documents must be signed by the transferor and the transferee or their authorized representatives. In the case of transfer via trading on the securities market, the sequence, procedures and</p>	Amended in accordance with Article 126 Corporate Law 2014

		<p><i>acknowledgement of ownership shall be as stipulated in the law on securities.</i></p> <p><i>“4. Where a shareholder being an individual dies, the heir of such shareholder under a will or at law shall become a shareholder of the company. Where a member being an individual dies intestate or where his or her heir disclaims the inheritance or the right to inherit is forfeited, such shares shall be dealt with in accordance with the civil law.</i></p> <p><i>“5. A shareholder has the right to make a gift of part or all of his or her shares in the company to another person or use his or her shares to pay debts. In this case, the person receiving such gift or receiving payment of debts by shares shall become a shareholder of the company.</i></p> <p><i>“6. Where a shareholder assigns a number of shares, the old share certificate shall be cancelled and the company shall issue a new share certificate recording the number of shares assigned and the remaining number of shares.</i></p> <p><i>“7. Persons receiving shares in the cases stipulated in this article shall only become shareholders of the company from the time when information about such persons as stipulated in section 2, article 121 of the Corporate Law is fully recorded in the register of shareholders</i></p>	
08	<p>Section 4 Article 9. Revocation of shares</p> <p>“4. Revoked shares are deemed to be shares entitled to be offered for sale. The Board of Directors may directly or via authorization sell, re-distribute or dispose of them to the previous owners or to other entities on the conditions and in the manner which the Board of Directors deems appropriate.</p>	<p>Section 4 Article 9. Section 4 Article 9. Revocation of shares</p> <p>“4. Revoked shares are deemed to be shares unsold as stipulated in Section 4 Article 111 Corporate Law. The Board of Directors may directly or via authorization sell, re-distribute or dispose of them to the previous owners or to other entities on the conditions and in the manner which the Board of Directors deems</p>	<p>Supplementation in accordance with Corporate Law 2014</p>

		appropriate.	
09	<p>Section 2.h, 3.b, Article 11. Rights of Shareholders</p> <p>“2h. to request the Company to redeem their shares in cases stipulated in Article 90.1 of the Corporate Law;</p> <p>3. Any Shareholder or any group of Shareholders holding more than 5% of the total ordinary shares for a consecutive period of six (06) months or more shall have the following rights:</p> <p>b. to request the Board of Directors to convene the General Meeting of Shareholders in accordance with Article 79 and Article 97 of the Corporate Law.”</p>	<p>Section 2.h, 3.b, Article 11. Rights of Shareholders</p> <p>“2h. to request the Company to redeem their shares in cases stipulated in Article 129.1 of the Corporate Law;</p> <p>“3. Any Shareholder or any group of Shareholders holding 10% or more of the total ordinary shares for a consecutive period of six (06) months or more shall have the following rights:</p> <p>b. to request the Board of Directors to convene the General Meeting of Shareholders in accordance with Article 114 and Article 136 of the Corporate Law.”</p> <p>Supplementation:</p> <p>“e. to view and make an extract of the book of minutes and resolutions of the Board of Directors, interim and annual financial statements according to the forms of the accounting system of Vietnam and reports of the Board of Supervision;”</p>	Amended in accordance with Article 114 Corporate Law 2014
10	<p>Section 3, 6 Article 12. Obligations of Shareholders</p> <p>“3. To pay in full and on time for the shares registered for subscription in accordance with the regulations;</p> <p>“6. to take personal responsibility in the event that he or she performs one of the following acts under any form in the name of the Company:</p> <p>a. Breaching of the law;</p>	<p>Section 3, 6 Article 12. Obligations of Shareholders</p> <p>“3. To pay in full and on time for the shares registered for purchase in accordance with the regulations</p> <p><i>Not to withdraw the ordinary share capital contributed from the company in any form, except where shares are redeemed by the company or other persons. Where a shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such shareholder and any person with related interests in the company must be jointly liable for debts and other property obligations of the company to the extent of the value of shares withdrawn and any loss occurring.</i></p> <p>Cancellation suggested</p>	Amended in accordance with point1 Article 115 Corporate Law 2014

	<p>b. Conducting business and other transactions for the personal benefit of themselves or other organizations or individuals;</p> <p>c. Paying undue debts in case the Company is at potential financial risk.”</p>		
11	<p>Section 1, 2, 3.c, 3.d, 3.e, 4.b, 4.c Article 13. The General Meeting of Shareholders</p> <p>“1.The General Meeting of Shareholders possesses the ultimate authority of the Company. The General Meeting of Shareholders shall be held once every year and must be held annually within four (04) months from the end of the previous fiscal year.”</p> <p>2. The Board of Directors shall convene the Annual General Meeting of Shareholders and decide an appropriate venue.</p> <p>3c. The number of the members of the Board of Directors is less than that required by laws or less than half of the number of members stated in the Charter;</p> <p>3e. The Board of Supervision requests to convene a meeting in</p>	<p>Section 1, 2, 3.c, 3.d, 3.e, 4.b, 4.c Article 13. The General Meeting of Shareholders</p> <p>“1. The General Meeting of <i>Shareholders including all the shareholders with voting right</i> exercises the highest jurisdiction of the Company. The General Meeting of Shareholders must hold an annual (01) meeting. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the financial year. <i>At the suggestion of the Board of Directors, the business registration agency may extend the schedule of the General Meeting of Shareholders, but not exceeding six (06) months from the end of the financial year.</i>”</p> <p>2. The Board of Directors shall convene the Annual General Meeting of Shareholders and decide an appropriate venue. <i>The location of meetings of the General Meeting of Shareholders must be within the territory of Vietnam. If a meeting of the General Meeting of Shareholders is concurrently held in various locations, the location of the meeting of the General Meeting of Shareholders shall be determined as the location where the chairperson [of the meeting] attends the meeting</i></p> <p>3c. The number of the remaining members of the Board of Directors is less than the number of members required by law or <i>less than one third of the number of members provided in the Charter;</i></p> <p>3e. The Board of Supervision requests to convene a meeting in</p>	Amended in accordance with Article 136 and Article 156 Corporate Law 2014

	<p>case the Board of Supervision has reason to believe that members of the Board of Directors or Senior Managers have seriously breached their obligations as stipulated in Article 119 of The Corporate Law or that the Board of Directors acts or intends to act beyond its power</p> <p>4b. Where the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point 4a of Article 13, within the following 30 days, the Board of Supervision shall replace the Board of Directors to convene the meeting as stipulated in section 5 of Article 97 of The Corporate Law.</p> <p>4c. Where the Board of Supervision fails to convene the General Meeting of Shareholders as stipulated in point 4b of Article 13, within the following 30 days, any Shareholder or group of Shareholders as regulated in point 3d of Article 33 shall replace the Board of Directors and the Board of Supervision to convene a General Meeting of Shareholders, as stipulated in Section 6 of Article 97 of The Corporate Law..”</p>	<p>case the Board of Supervision has reason to believe that members of the Board of Directors or Senior Managers have seriously breached their obligations as stipulated in Article 160 of The Corporate Law or that the Board of Directors acts or intends to act beyond its power</p> <p>4b. Where the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point 4a of Article 13, within the following 30 days, the Board of Supervision shall replace the Board of Directors to convene the meeting as stipulated in section 5 of Article 136 of The Corporate Law.</p> <p>4c. Where the Board of Supervision fails to convene the General Meeting of Shareholders as stipulated in point 4b of Article 13, within the following 30 days, any Shareholder or group of Shareholders as regulated in Section 3 Article 11 shall replace the Board of Directors and the Board of Supervision to convene a General Meeting of Shareholders as stipulated in Section 6 Article 136 the Corporate Law.”</p>	
12	<p>Points I, o Section 2 Article 14. Rights and Obligations of the General Meeting of Shareholders</p> <p>“I. The decision on transactions of sales of assets of the Company or of the Company’s branches or on the purchase transactions with the value equal to or greater than 50% of the total value of assets of the Company and the Company’s branches, recorded in the most recently audited financial statements;</p> <p>“o. The Company or any branch of the Company enter into a contract with any person stipulated in Article 120.1 of the Corporate Law with the contract value of equivalent or over 20% total value of assets of the Company and the its branches</p>	<p>Points I, o Section 2 Article 14. Rights and Obligations of the General Meeting of Shareholders</p> <p>“I. The decision on investment in or sales of assets of the Company or of the Company’s branches or on the purchase transactions with the value equal to or greater than 50% of the total value of assets of the Company and the Company’s branches, recorded in the most recently audited financial statements;</p> <p>“o. The Company or any branch of the Company enter into a contract with any person stipulated in Section 1 Article 162 of the Corporate Law with the contract value of equivalent or over 35% total value of assets of the Company and the its branches</p>	Amended in accordance with Article 135, 162 Corporate Law 2014

	recorded in the most recently audited financial statements;	recorded in the most recently audited financial statements.”	
13	<p>Point a Section 1 Article 15. Authorized representatives</p> <p>1. Shareholders having right to participate in the General Meeting of Shareholders in accordance with the Law may attend in the meeting directly or via authorized representatives. In case there are more than one authorized representative is appointed, the number of votes authorized to each representative must be specified. The appointment, termination or change of authorized representatives must be notified in writing to the Company at the earliest possible time. Board of Directors The notice must contain the following main content:</p> <p>a. Name, permanent residence address, nationality, number and date of decision on establishment or business registration of the Shareholder;</p>	<p>Point a Section 1 Article 15. Authorized representatives</p> <p>1. Shareholders having right to participate in the General Meeting of Shareholders in accordance with the Law may attend in the meeting in person or <i>authorize an individual to attend and vote at in the General Meeting of Shareholders.</i> In case there are more than one authorized representative is appointed, the number of votes authorized to each representative must be specified; <i>If the number of shares corresponding to each authorized representative is not determined, then the share of capital contribution or number of shares shall be equally distributed to the number of authorized representatives.</i> The appointment, termination or change of authorized representatives must be notified in writing to the Company at the earliest possible time. The notice must contain the following main content:</p> <p>a. Name, permanent residence address, nationality, <i>identity card number, passport or other lawful personal identification in case the authorizes is individual or name, enterprise code, date of decision on establishment or business registration, head office address of the Shareholder as an organization;</i></p>	Amended in accordance with Article 140 Corporate Law 2014 and authorization stipulated in the Civil Code
14	<p>Section 1 Article 16. Changes of rights</p> <p>1. The change or termination of special rights attached to a class of preference shares shall be deemed effective when approved by the shareholders participating in such meetings and holding at least 65% of ordinary shares, and at the same time, approved by the shareholders holding at 75% of the voting rights of such</p>	<p>Section 1 Article 16. Changes of rights</p> <p>1. The change or termination of special rights attached to a class of preference shares shall be deemed effective when approved by the shareholders participating in such meetings and holding at least 51% of ordinary shares, and at the same time, approved by the shareholders holding at 65% of the voting rights of such</p>	Amended in accordance with Corporate Law 2014

	preference shares.	preference shares.	
15	<p>Point a Section 2, Section 3, point b Section 5, Section 6 Article 17. Convening the General Meeting of Shareholders</p> <p>“2.a. preparing a list of all Shareholders who are eligible to participate and vote at the meeting at least thirty days (30) prior to the date of commencement of the General Meeting of Shareholders; prepare agenda and documents in conformity with the Law and the Company’s regulations;</p> <p>3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all the shareholders and at the same time shall be announced on the media means of the Stock Exchange (for Company listed on or registered for trading), or on the portal of the Company. The notice of a meeting of the General Meeting of Shareholders must be sent at least fifteen days prior to the date of meeting of the General Meeting of Shareholders (counting from the date when the notice is properly sent or transferred, postage is paid, or it is put into the mailbox).</p> <p>5.b At the time of proposal, A shareholder or a group of shareholders do not own at least 5% of the ordinary shares for at least six (06) consecutive months”</p> <p>“6. The Board of Directors must prepare draft resolutions for each issue in the agenda.</p>	<p>Point a Section 2, Section 3, point b Section 5, Section 6 Article 17. Convening the General Meeting of Shareholders</p> <p>“2.a. The list of shareholders eligible for attending and voting at the General Meeting of Shareholders shall be prepared <i>no earlier than five days prior to the date of sending the notice of invitation</i> to the General Meeting of Shareholders prepare agenda and documents in conformity with the Law and the Company’s regulations;</p> <p>3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all the shareholders and at the same time shall be announced on the media means of the Stock Exchange (for Company listed on or registered for trading), or on the portal of the Company. The notice of a meeting of the General Meeting of Shareholders must be <i>sent to all the shareholders eligible for attending the meeting at least ten (10) days before the opening day</i> of the General Meeting of Shareholders, (counting from the date when the notice is properly sent, postage is paid, or it is put into the mailbox).</p> <p>5.b At the time of proposal, the Shareholder or group of Shareholders does not own at least <i>10%</i> of the ordinary shares for at least six (06) consecutive months”</p> <p>“6. <i>The person convening General Meeting of Shareholders</i> must prepare draft resolutions for each issue in the agenda.</p>	Amended in accordance with Section 1 Article 137, Section 1 Article 139 and Section 2 Article 114, Section 7 Article 136 Corporate Law 2014

<p>16</p>	<p>Section 1, 2 Article 18. Conditions for conducting a meeting of the General Meeting of Shareholders</p> <p>“1. The General Meeting of Shareholders can proceed if the shareholders attending the meeting own at least 65% of the total voting shares.</p> <p>2. Where there are not sufficient delegates within thirty (30) minutes from the time set for the opening of the meeting, the General Meeting of Shareholders must be reconvened within thirty (30) days after the scheduled date of the first meeting. In the reconvened meeting of the General Meeting of Shareholders, it is required that all attending Shareholders and authorized representatives who own at least 51% of the total voting shares must be present..”</p>	<p>Section 1, 2 Article 18. Conditions for conducting a meeting of the General Meeting of Shareholders</p> <p>“1. A meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents at least 51% of the voting shares;</p> <p>2. Where there are not sufficient necessary delegates within thirty (30) minutes from the time set for the opening of the meeting, the meeting must be reconvened within thirty (30) days from the date on which the first meeting was intended to take place. A General Meeting of Shareholders which is reconvened shall be conducted where the attending shareholders and authorized representatives represent at least 33% of the total voting shares.”</p>	<p>Amended in accordance with point1, 2 Article 141 Corporate Law 2014</p>
<p>17</p>	<p>Section 4 Article 19. Formality and voting method at the General Meeting of Shareholders.</p> <p>4. The Chairman of the Board of Directors preside at all meetings of Board of Directors convened by the Board of Directors. In case where the Chairman is absent or is temporarily unable to work the remaining members of the Board of Directors shall elect one of them to chair the meeting. In case none of them can act as the Chairman, the member of the Board of Directors holding the highest position shall direct the General Meeting of Shareholders to elect a chair among the attendees and the person that receives most votes shall chair the meeting</p>	<p>Section 4 Article 19. Formality and voting method at the General Meeting of Shareholders.</p> <p>4. The Chairman of the Board of Directors preside at all meetings of Board of Directors convened by the Board of Directors. In case where the Chairman is absent or is temporarily unable to work the remaining members of the Board of Directors shall elect one of them to chair the meeting. If a chair is not elected, the Chief of the Control Board shall direct the General Meeting of Shareholders to elect a chair among the attendees and the person that receives most votes shall chair the meeting</p>	<p>Amendment according to Point 2a Article 142 of Corporate Law 2014</p>
<p>18</p>	<p>Article 20. Approving Decisions of the General Meeting of Shareholders</p> <p>“1. Unless the case stipulated in section 2 Article 20, decisions of</p>	<p>Article 20. Approving Decisions of the General Meeting of Shareholders</p> <p>“1. The General Meeting of Shareholders shall pass</p>	<p>Amendment according to Articles 143 and 144 of Corporate</p>

<p>the General Meeting of Shareholders on following issues shall be passed when there is approval of a Shareholder or group of Shareholders or of Proxy holding at least 65% of the total votes of those who are present at the meeting:</p> <ol style="list-style-type: none"> a. The approval of annual financial reports; b. Long term or short term development strategy of the company; c. Election, exemption or dismissal of members of the Board of Directors and Board of Supervision and the approval of the Board of Directors' appointment of General Director. <p>2. All decisions, which are related to the types of shares and the total amount of shares of each type being offered for sale; amendments and/or additions to the Charter of the Company; restructuring and dissolution of the Company; investment or sale of 50% or more of the total asset value as recorded in the latest audited financial statements of the Company, can only be approved by at least 75% of the total votes of present Shareholders or the authorized persons attending the General Meeting of Shareholders.”</p>	<p><i>resolutions which fall within its power by way of voting at the meeting or collecting written opinions.</i></p> <p><i>2. Unless the case stipulated in section 3 and Section 4 of this Article or other regulations provided in the company's Charter, resolutions shall be ratified when they are approved by a number of shareholders that represents at least 51% of votes of attending shareholders, or at least 51% of votes in case of absentee voting</i></p> <p><i>3. A Resolution on one of the following issues shall be ratified when it is approved by a number of shareholders that represents at least 65% of votes of attending shareholders; or at least 51% of votes in case of absentee voting:</i></p> <ol style="list-style-type: none"> <i>a) Types of shares and total amount of each type;</i> <i>b) Changes of business lines;</i> <i>c) Change of the company's organizational structure;</i> <i>d) Project of investment or sale assets of which the values are equal to or higher than 50% of the total asset value written in the latest financial statement of the company;</i> 	<p>Law 2014</p>
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		d) Restructuring or dissolution of the company	
19	<p>Sections 1, 2, 4, 6 and 9 Article 21. The Authority and Procedures for conducting written opinion poll in order to pass the Resolutions of the General Meeting of Shareholders</p> <p>“1. The Board of Directors has the right to conduct a written opinion poll in order to pass the resolutions of the General Directors of Shareholders whenever necessary for the interest of the Company</p> <p>“2. The Board of Directors must prepare voting ballots and a draft resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. The written opinion ballot together with the draft resolution and explanatory documents must be sent by registered mail to reach each Shareholder’s registered address. The Board of Directors must ensure to send and disclose the documents to Shareholders within a reasonable period for consideration and voting at least fifteen (15) days prior to the expiry date of receipt of written opinion form.”</p> <p>“3. The written opinion ballot must include the following principal items:</p> <p>“a. Name, head office address, number and date of issuance of the business registration certificate, and place of business registration of the Company</p> <p>“c. Full name, permanent address, nationality, and number of identity card, passport or other lawful personal identification with regard to a shareholder being an individual; the name, permanent</p>	<p>Sections 1, 2, 4, 6 and 9 Article 21. The Authority and Procedures for conducting written opinion poll in order to pass the Resolutions of the General Meeting of Shareholders</p> <p>“1. The Board of Directors is entitled to carry out absentee voting of shareholders to ratify Resolution of the General Meeting of Shareholders on any issue subject to the Meeting’s authority whenever it is deemed necessary for the company’s interest.</p> <p>2. The Board of Directors must prepare voting ballots and a draft resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. The written opinion ballot together with the draft resolution and explanatory documents must be sent by registered mail to reach each Shareholder’s registered address. The Board of Directors must ensure to send and disclose the documents to Shareholders within a reasonable period for consideration and voting at least ten (10) days prior to the expiry date of receipt of written opinion form.”</p> <p>“3. The written opinion ballot must include the following principal items:</p> <p>“a. Name, head office address and number of Business Registration Certificate of the enterprise;</p> <p>“c. Full name, permanent address, nationality, ID/passport number if the shareholder is an individual; name, enterprise identification number or establishment decision number, and the headquarter address if the shareholder is an organization;</p>	Amendment according to Article 144 and Article 145 of Corporate Law 2014

<p>address, nationality, number of establishment decision or number of business registration of a Shareholder or Proxy with regard to a Shareholder being an organization; the number of shares of each type and number of votes of the Shareholder</p> <p>“4. The completed written ballot must bear the signature of the Shareholder being an individual, of the authorized representative or of the legal representative of the shareholder being an organization.</p> <p>Written opinion ballot must be returned to the Company in a sealed envelope and no one shall be permitted to open the envelope prior to the vote-counting. Any completed written ballot received by the Company after the expiry of the deadline stated in the written opinion ballot or any ballot which has been opened shall be invalid.”</p> <p>5. The Board of Directors shall conduct the vote-counting and shall prepare the minutes of vote-counting in the presence of the</p>	<p>or full name, permanent residence, nationality, ID/passport number of the authorized representative if the shareholder is an organization; the number of shares of each type and number of votes of the Shareholder;</p> <p>4. The completed absentee ballots must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Shareholders may send completed absentee ballots to the company in the following manner:</p> <p>a) By post: Every absentee ballot sent to the company must be put into sealed envelopes. Envelopes must not be opened before counting. Absentee ballots sent to the company after the deadline written therein, absentee ballots sent by post in envelopes that are opened are all invalid;</p> <p>b) By fax or email. Absentee ballots sent by fax or email must be kept confidential until the vote counting time.</p> <p>Absentee ballots sent to the company after the deadline written therein, absentee ballots sent by post in envelopes that are opened, absentee ballots sent by fax or email that are revealed; Absentee ballots that are not released by the Board of Directors, and contain other items than the ones in the absentee ballots are all invalid. Absentee ballots that are not sent back or sent without any voting opinion are considered not to conduct the vote”</p> <p>5. The Board of Directors shall conduct the vote-counting and shall prepare the minutes of vote-counting in the presence of the</p>	
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	<p>Board of Supervision or non-executive Shareholders. The vote-counting minutes must contain the following principal content:</p> <p>a. Name, head office address;</p> <p>6. The vote counting minutes must be published on the website of the Company within twenty four (24) hours and must be sent to Shareholders within fifteen (15) days from the date of completion of the vote-counting;</p> <p>7. Written opinion ballot which were returned, the vote-counting minutes, the full text of the resolution which was passed and other related documents sent with all of the written opinion ballots must be kept on file at the head office of the Company</p> <p>A resolution which is passed by way of conducting Shareholders' written opinion poll must be approved by the Shareholders representing at least seventy five percent (75%) of the total voting shares and shall have the same validity as a resolution passed in the meeting of the General Meeting of Shareholders The resolution of the General Meeting of Shareholders passed by the method of conducting written opinion poll is equal in validity to the one passed by the meeting of the General Meeting of Shareholders.”</p>	<p>Board of Supervision or non-executive Shareholders. The vote-counting minutes must contain the following principal content:</p> <p>a. Name, head office address, enterprise identification number;</p> <p>6. The vote counting minutes must be published on the website of the Company within twenty four (24) hours from the completion date of vote counting;</p> <p>7. Written opinion ballot which were returned, the vote-counting minutes, the full text of the resolution which was passed and other related documents sent with all of the written opinion ballots must be kept on file at the head office of the Company;</p> <p>A resolution which is passed by way of conducting Shareholders' written opinion poll must be approved by the Shareholders representing at least 51% of the total voting shares and shall have the same validity as a resolution passed in the meeting of the General Meeting of Shareholders The resolution of the General Meeting of Shareholders passed by the method of conducting written opinion poll is equal in validity to the one passed by the meeting of the General Meeting of Shareholders.”</p>	
20	<p>Article 22. Minutes of the General Meeting of Shareholders</p> <p>The Chair of the General Meeting of Shareholders shall be responsible for filing the minutes of the General Meeting of Shareholders. They must be published on the Website of the Company within twenty four (24) hours and circulated to all the</p>	<p>Article 22. Minutes of the General Meeting of Shareholders</p> <p>“1. The General Meeting of Shareholders must be recorded in writing, audio recordings, or other electronic means of recordings.</p> <p>2. The Chair of the General Meeting of Shareholders shall be responsible for filing the minutes of the General Meeting of Shareholders. They must be published on the Website of the Company within twenty four (24) hours and circulated to all the</p>	<p>Amendment according to Article 146 of Corporate Law 2014 and Section 3 Article 8 of Circular No. 155/2015/TT-</p>

	<p>Shareholders within fifteen (15) days from the date of concluding the General Meeting of Shareholders. The minutes are deemed to be reliable evidence of tasks performed at the General Meeting of Shareholders unless there are the opinions opposed to the content of the minutes given in accordance with the procedure as stipulated within 10 days from the date the minutes are sent. The minutes shall be written in Vietnamese and bear the signature of the Chair and the secretary of the General Meeting of Shareholders and taken in accordance with the Law on Enterprises and this Charter.</p> <p>The note-taking papers, minutes, Shareholders' signature book, and power of attorney giving authorization to attend the meeting must be kept on file at the head office of the Company.”</p>	<p>Shareholders within fifteen (15) days from the date of concluding the General Meeting of Shareholders. The minutes are deemed to be reliable evidence of tasks performed at the General Meeting of Shareholders unless there are the opinions opposed to the content of the minutes given in accordance with the procedure as stipulated within 10 days from the date the minutes are sent. The minutes shall be written in Vietnamese and bear the signature of the Chair and the secretary of the General Meeting of Shareholders and taken in accordance with the Law on Enterprises and this Charter.</p> <p>3. The minutes of the General Meeting of Shareholders, list of registered shareholders, ratified Resolutions, and relevant documents enclosed with the invitations must be kept at the company's headquarter.”</p>	BTC
21	<p>Article 23. Demand for revocation of a resolution of the General Meeting of Shareholders</p> <p>“Within ninety (90) days as from the date of receipt of the meeting minutes of the General Meeting of Shareholders or the voting result minutes in case of conducting written opinion poll of shareholders, members of the Board of Directors or the Board of Supervision, The General director shall be entitled to request the court or arbitration to consider and revoke the resolutions of the General Meeting of Shareholders in the following cases”</p> <p>1. The order and procedures for convening the General Meeting of Shareholders did not comply with the Law on Enterprises and</p>	<p>Article 23. Demand for revocation of a resolution of the General Meeting of Shareholders</p> <p>“Within ninety (90) days as from the date of receipt of the meeting minutes of the General Meeting of Shareholders or the voting result minutes in case of conducting written opinion poll of shareholders, groups of shareholders that hold at least 10% of ordinary shares for at least 06 consecutive months shall be entitled to request the court or arbitration to consider and revoke the resolution or part of the resolution of the General Meeting of Shareholders in the following cases”</p> <p>1. The order and procedures for convening the General Meeting of Shareholders and making decisions of the General Meeting of Shareholders did not comply with the Law on Enterprises and</p>	Amendment according to Articles 147 and 148 of Corporate Law 2014

	<p>the Company's charter;</p> <p>2. The order and procedures for issuing a decision and the content of the resolution breached the Law or this Charter</p>	<p>the Company's charter;</p> <p>2. Contents of the Resolution contravenes the law or the company's charter.</p> <p><i>In case a shareholder or group of shareholders request the court or arbitral tribunal to annul a Resolution of the General Meeting of Shareholders as prescribed in this Article, such Resolution is still effective until a dissenting decision is made by the court or arbitral tribunal, except for the case in which temporary emergency measures are taken under a decision of a competent authority.</i></p>	
22	<p>Sections 1 and 3 Article 24. Composition and term of members of the Board of Directors</p> <p>"1. The number of members of the Board of Directors consists of at least five (05) members and not over eleven (11) members. The office term of the Board of Directors shall be five (05) years. The office term of members of the Board of Directors shall not be exceed five (05) years, members of the Board of Directors may be re-elected without term limits.</p> <p>3. Where the number of candidates to the Board of Directors by way of candidacy or nomination is still insufficient, the incumbent Board of Directors Board of Directors may nominate additional candidates or organize a nomination in accordance with the mechanism stipulated by the Company in the Regulations on the Corporate Governance. The mechanism for nomination or the method of nominating candidates to the Board of Directors by the incumbent Board of Directors must be clearly announced and</p>	<p>Sections 1 and 3 Article 24. Composition and term of members of the Board of Directors</p> <p>"1. The number of members of the Board of Directors consists of at least five (5) members and not over eleven (11) members. <i>Each Member of the Board of Directors and independent member of the Board of Directors has a term of office of up to five (05) years</i> without term limit.</p> <p>3. Where the number of candidates to the Board of Directors by way of candidacy or nomination is still insufficient, the incumbent Board of Directors Board of Directors may nominate additional candidates or organize a nomination in accordance with the mechanism stipulated by the Company in the Regulations on the Corporate Governance. The mechanism for nomination or the method of nominating candidates to the Board of Directors by the incumbent Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before</p>	<p>Amendment according to Article 150 of Corporate Law 2014</p>

	<p>approved by the General Meeting of Shareholders before commencing the nomination</p>	<p>commencing the nomination. <i>In case the term of office of all Members of the Board of Directors expires at the same time, they are still Members of the Board of Directors until new members are elected and take over the office</i></p>	
<p>23</p>	<p>Points j, k, l, m and n Section 3 Article 25. Rights and Obligations of the Board of Directors</p> <p>“j. Appoint, dismiss or remove the General Director or any Managers or any representatives of the Company. The dismissal is not allowed to go against the rights, if any, defined in contracts of the person to be dismissed;</p> <p>k. Give a report on appointing the Director (General Director) of the Board of Directors to the General Meeting of Shareholders;</p> <p>l. Propose annual dividend rates and to determine temporary dividend rates; organize the dividend payment;</p> <p>m. Make decisions on the organizational structure of the Company</p>	<p>Points j, k, l, m and n Section 3 Article 25. Rights and Obligations of the Board of Directors</p> <p>“j. <i>Elect, dismiss, discharge from duty the Chairperson of the Board of Directors; designate, dismiss, sign contracts, terminate contracts with the Director/General Director and other key managers; decide salaries and other benefits of such managers; appoint representative to participate in the Board of members or the General Meeting of Shareholders of another company; decide the wages and other benefits of such persons.</i> The dismissal is not allowed to go against the rights, if any, defined in contracts of the person to be dismissed;</p> <p><i>k. Supervise, direct the Director/General Director and other managers to run the company’s everyday business operation;</i></p> <p><i>l. Propose the level of dividend payment; decide the deadline and procedures for dividend payment or settlement of losses incurred during the business operation;</i></p> <p><i>m. Make decisions on the organizational structure, rules and regulations of the company, establishment of subsidiaries, branches, representative office, capital contributions to or purchase of shares of other enterprises;</i></p> <p><i>j. Approve the agenda and documents of the General Meeting of Shareholders, convene the General Meeting of Shareholders or carry out absentee voting for the General Meeting of Shareholders to ratify decisions;</i></p>	<p>According to Article 149 of Corporate Law 2014</p>

	<p>n. Suggest the re-structuring or dissolution of the Company</p> <p>Point c, Section 4, Section 10 and Section 11 Article 25. Rights and Obligations of the Board of Directors</p> <p>“c. Within the limits of regulations in Article 108.2 of Law on Enterprises and except in cases stipulated by Article 120.3 of Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors must decide, at each given time, on the implementation, change or cancellation of large contracts of the Company (including contracts for purchase, sale, merger, takeover or joint-venture)</p>	<p>n. Suggest the re-structuring, dissolution, petition for bankruptcy of the company;</p> <p>Point c, Section 4, Section 10 and Section 11 Article 25. Rights and Obligations of the Board of Directors</p> <p>“c. Within the limits of regulations in Article 149.2 of Law on Enterprises and except in cases stipulated by Article 135.2 of Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors must decide, at each given time, on the implementation, change or cancellation of large contracts of the Company (including contracts for purchase, sale, merger, takeover or joint-venture)”</p> <p>Supplementation of Point I Section 4 Article 25</p> <p>“I. Approve sale, loan, borrowing contracts, and other contracts of which the values are equal to or higher than 35% of the total asset value written in the latest financial statement of the company.”</p> <p>Supplementation of Sections 10 and 11 Article 25</p> <p>“10. The Board of Directors shall ratify decisions by voting at meetings, absentee voting, or another voting method as per law. Each member of Board of Directors has a vote”</p> <p>11. While performing its functions, rights and obligations, the Board of Directors shall comply with law, the company’s charter, and Resolutions of the General Meeting of Shareholders. In case a Resolution is ratified by the Board of Directors against the law or the company’s charter and thus causes damage to the company, every member that approves the ratification of such Resolution shall be jointly responsible</p>	
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		<i>for such Resolution and pay compensation for the company. Members who object such Resolution shall not take responsibility. In this case, any shareholder that hold the company's shares for at least 01 year shall be entitled to request the Board of Directors to suspend the implementation of such Resolution."</i>	
24	<p>Section 1 Article 26. Chairman, Vice Chairman of the Board of Directors</p> <p>"1. The General Meeting of Shareholders or the Board of Directors must elect a Chairman and a Vice Chairman from among the members of the Board of Directors. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not act concurrently as the General Director of the Company. The Chairman of the Board of Directors to act concurrently as the General Director must be approved at the Annual General Meeting of Shareholders."</p>	<p>Section 1 Article 26. Chairman, Vice Chairman of the Board of Directors</p> <p>"1. The Board of Directors shall elect a member of the Board of Directors as the Chairperson. The Chairperson of the Board of Directors may concurrently hold the position of Director/General Director</p>	Amendment according to Section 1 Article 152 of Corporate Law 2014
25	<p>Section 1, Point d Sections 3, 4, 7, 8, 9b, 12, 15 and 16 Article 28. Meetings of the Board of Directors</p> <p>"1. In case Chairman is elected by the Board of Directors, the first meeting of the term of the Board of Directors called in order to elect the Chairman and to pass other resolutions within its authority must be conducted within 7 working days from the date of completion of the election of the Board for that term. This meeting shall be convened by the member who gains the highest number of votes. If more than one member gains the equal highest number of votes, such members shall elect a person among them to convene the meeting by majority rule.</p>	<p>Section 1, Point d Sections 3, 4, 7, 8, 9b, 12, 15 and 16 Article 28. Meetings of the Board of Directors</p> <p>"1. The Chairman of the Board of Directors shall be elected during the first meeting of the new Board of Directors within seven (07) working days from the end of the voting. This meeting shall be convened and chaired by the member that receives the most votes. If there is more than one member who has the highest votes, they shall be voted for by members under the majority rule to convene the Board of Directors.</p>	According to Article 153 and Article 154 of Corporate Law 2014

3. The Chairman must convene an extraordinary meeting of the Board of Directors when he/she deems necessary for the interest of the Company. In addition, the Board of Directors must convene a meeting of the Board of Directors which shall not be delayed with no legitimate reason when any of the following people make a written request specifying the purpose of the meeting and the issues for discussion:

d. The Board of Supervision

4. The meetings of the Board of Directors stipulated in the Article 28.3 must be held within fifteen (15) days after the request for a meeting. If the Chairman does not accept to convene a meeting as proposed, the Chairman of the Board of Directors must be liable for any loss or damage to the Company and the person(s) making the request as referred to in Article 28.3 can themselves convene a meeting of the Board of Directors.

7. Notice and meeting agenda. Any notice of the meeting of the Board of Directors must be sent to the Members of the Board of Directors at least five (5) days before holding the meeting; members of the Board of Directors may give a written refusal to attend the meeting which may have retroactive effect. The notice of the meeting of the Board of Directors must be written in Vietnamese, and must provide information on the meeting's agenda, schedule and venue of the meeting along with necessary documents regarding to the issues to be discussed and voted on at the meeting, as well as voting ballot for members of the Board of Directors who may be unable to attend the meeting.

3. Extraordinary meetings. The Chairman must convene an extraordinary meeting of the Board of Directors when he/she deems necessary for the interest of the Company. In addition, the Board of Directors must convene a meeting of the Board of Directors which shall not be delayed with no legitimate reason when any of the following people make a written request specifying the purpose of the meeting and the issues for discussion:

d. The Board of Supervision **or independent member.**

4. The meetings of the Board of Directors stipulated in the Article 28.3 must be held within **seven (07) days** after the request for a meeting. If the Chairman does not accept to convene a meeting as proposed, the Chairman of the Board of Directors must be liable for any loss or damage to the Company and the person(s) making the request as referred to in Article 28.3 can themselves convene a meeting of the Board of Directors.

7. Notice and meeting agenda. Any notice of the meeting of the Board of Directors must be sent to the Members of the Board of Directors at least three **(03)** days before holding the meeting; members of the Board of Directors may give a written refusal to attend the meeting which may have retroactive effect. The notice of the meeting of the Board of Directors must be written in Vietnamese, and must provide information on the meeting's agenda, schedule and venue of the meeting along with necessary documents regarding to the issues to be discussed and voted on at the meeting, as well as voting ballot for members of the Board of Directors who may be unable to attend the meeting.

The Chairman of the Board of Directors or the convener shall send invitations and enclosed documents to Controllers as if

<p>8. Quorum. The first meeting of the Board of Directors shall only be conducted for passing resolutions if at least three quarters (3/4) of the total members of the Board of Directors are present or have their authorized representatives in attendance at the meeting).</p> <p>In case the number of members attending the meeting does not constitute a quorum, the meeting must be reconvened within fifteen (15) days from the tentative date of the first meeting. The reconvened meeting shall be conducted if over half (1/2) of the members of the Board of Directors attend the meeting.</p> <p>“9b. A member of the Board of Directors shall not be permitted to vote on any contracts or transactions or proposals in which such member or any related person of such member has interests which conflict or possibly conflicts with the interest of the Company. A member of the Board of Directors shall not be included in quorum required to be present to hold the meeting of the Board of Directors regarding to the Resolutions on which the member does not have the voting right;</p> <p>15. Meeting minutes. The Chairman of the Board of Directors is responsible for delivering the minutes of a meeting of the Board of</p>	<p><i>they are members of the Board of Directors. Controllers are entitled to attend meetings of the Board of Directors, participate in discussion, and must not cast votes.</i></p> <p>8. Quorum. A meeting of the Board of Directors shall be held when it is attended by at least three quarters of the members. If the number of attending members is not sufficient, <i>the second meeting shall be convened within 07 days</i> from the initial meeting date. In this case, the meeting shall be held if it is attended by at least half of Members of the Board of Directors.</p> <p>“9b. A member of the Board of Directors shall not be permitted to vote on any contracts or transactions or proposals in which such member or any related person of such member has interests which conflict or possibly conflicts with the interest of the Company.</p> <p>Supplementation of Section 12</p> <p><i>“12. A member of the Board of Directors who cannot directly attend the meeting shall be permitted to send votes to the meeting by post. Votes sent to the meeting by post must be contained in sealed envelopes and given to the Chairman of the Board of Directors at least one (01) hour before the opening time. Votes shall be open before every participants.</i></p> <p>15. Meeting minutes. The Chairman of the Board of Directors is</p>	
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	<p>Directors to members, and such minutes shall be deemed authentic evidence of work carried out at such meeting unless there are objections to the content of the minutes within ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors must be made in Vietnamese language and signed by all participating members of the Board of Directors or the minutes are made in many versions and each of minutes must bear the signature of at least one (01) member of the Board of Directors participating in the meeting.”</p>	<p>responsible for delivering the minutes of a meeting of the Board of Directors to members, and such minutes shall be deemed authentic evidence of work carried out at such meeting unless there are objections to the content of the minutes within ten (10) days from the date of delivery. <i>The minutes of the meeting of the Board of Directors must be made in Vietnamese language and contain the information on full names, signatures of the chair and the minutes maker.”</i></p> <p>Supplementation of Section 16</p> <p>Sub-Committees of the Board of Directors. The Board of Directors may establish and authorize its sub-committees. The members of sub-committees may consist of one or more members of the Board of Directors and one or more outside members as decided by the Board of Directors. In the course of exercising the authorized power, the sub-committees must abide by the regulations issued by the Board of Directors. The regulations are able to adjust or allow admission of people who are not members of the Board of Directors to the committees. The newly admitted people have the right to vote as members of the sub-committees but (a) the number of new admissions to a sub-committee must be lower than half of the total members of the sub-committee and (b) resolutions of the sub-committee will not take effect if the majority of the members present at the meeting to pass the resolutions are not members of the Board of Directors.</p>	
26	<p>Sections 2, 5 Article 31. Appointment, dismissal, tasks and authority of Director or the General Director</p>	<p>Sections 2, 5 Article 31. Appointment, dismissal, tasks and authority of Director or the General Director</p>	<p>Amendment according to Article 157 of</p>

<p>“2. Office term. Based on Article 26 of this Charter, the Director or General Director can be the Chairman of The Board of Directors or not. The term of Director or the General Director shall not be longer than three (03) years unless otherwise decided by the Board of Directors and the Director or General Director can be re-elected. The Director or General Director can be reappointed. The appointment can become invalid based on regulations in the employment contract. Director or the General Director cannot be a person who is banned by the law from holding the position, that is, a person who has insufficient civil conduct capacity, who is convicted of a crime, sentenced to imprisonment, who is doing military service, who is a civil servant or has been convicted of causing bankruptcy of the company where he used to be an executive.”</p> <p>“5. Dismissal: The Director shall be dismissed upon the occurrence of the following cases:</p> <ul style="list-style-type: none"> a. Passing away, becoming insane, being disenfranchised; b. Violating Article 11 of the Corporate Law; c. Submitting resignation letter; d. According to a Resolution of the Board of Directors; e. Other cases in line with the regulations in this Charter and of the law. <p>The Board of Directors can dismiss the Director as stipulated in Point d Section 5 herein when at least 3/4 of the members of</p>	<p>“2. Office term: <i>The term of Director or the General Director shall not be longer than five (05) years</i> unless otherwise decided by the Board of Directors and the Director or General Director can be re-elected. The Director or General Director can be reappointed without term limit. The appointment can become invalid based on regulations in the employment contract. Director or The General Director cannot be a person who is banned by the law from holding the position, that is, a person who has insufficient civil conduct capacity, who is convicted of a crime, sentenced to imprisonment, who is doing military service, who is a civil servant or has been convicted of causing bankruptcy of the company where he used to be an executive”</p> <p>“5. Dismissal: The Director or the General Director shall be dismissed upon the occurrence of the following cases:</p> <ul style="list-style-type: none"> a. Passing away, becoming insane, being disenfranchised; b. Violating <i>obligations, responsibilities of the Director or the General Director, the company manager;</i> c. Submitting resignation letter; <i>The resignation of the Director must be made in writing and sent to the Board of Directors. Within 15 days after receipt of the resignation letter, the Board of Directors shall consider to make a decision.</i> d. According to a Resolution of the Board of Directors; e. Other cases in line with the regulations in this Charter and of the law. <p>The Board of Directors can dismiss the Director (or the</p>	<p>Corporate Law 2014</p>
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	<p>the Board issue yes votes (excluding the votes of the Chairman or members of the Board of Directors in case the Chairman or the member is Director) and appoint a new Director to replace him. The dismissed Director has the right to object to the dismissal at the next General Meeting of Shareholders.</p>	<p>General Director) <i>under the majority rule.</i></p>	
<p>27</p>	<p>Sections 2, 3, 4 Article 32. Secretary of the Company</p> <p>The Board of Directors will appoint one (01) (or more) person to act as Company Secretary with tenure and terms decided by the Board of Directors. The Board of Directors is able to dismiss a Company Secretary at any time without violating the prevailing regulations on labour. One or more people can be appointed the Company Secretary Assistant by the Board of Directors. The roles and duties of the Secretary of Company shall comprise:</p> <p>“2. To provide advice on meeting procedures;</p> <p>“3. To attend the meetings.</p> <p>“4. To take meeting minutes;</p>	<p>Sections 2, 3, 4 Article 32. Secretary of the Company</p> <p>The Board of Directors will appoint one (01) (or more) person to act as Company Secretary with tenure and terms decided by the Board of Directors. <i>(The Company Secretary must have understanding of laws). The Company Secretary must not concurrently work for an audit company that audits the company’s financial statements.</i> The Board of Directors is able to dismiss a Company Secretary at any time without violating the prevailing regulations on labour. One or more people can be appointed the Company Secretary Assistant by the Board of Directors. The roles and duties of the Secretary of Company shall comprise:</p> <p>“2. To provide advice on meeting procedures; <i>to attend the meetings and to take meeting minutes;</i></p> <p><i>“3. To assist Members of the Board of Directors in performing their rights and obligations;</i></p> <p><i>“4. To assist the Board of Directors in applying and implementing the company’s administration principles; to assist the company in building shareholder relationships and protecting the lawful rights and interests of shareholders; to assist the company in fulfilling its obligation to provide information, disclose information and administrative procedures;</i></p>	<p>Amendment according to Article 152 of Corporate Law 2014 and Article 31 of Circular No. 121-2012-TT-BTC</p>

<p>28</p>	<p>Section 1, Section 5 Article 36. Members of the Board of Supervision</p> <p>“1. The number of members of the Board of Supervision must be composed of three (03) to five (05) members. The members of the Board of Supervision must not be any person working in financial accounting department of the Company, and they also shall not be members or employees of the independent audit company that audits the Company’s financial statements. The Board of Supervision must have at least one (01) member who is an accountant or an auditor.</p> <p>The members of the Board of Supervision shall not be persons relating to the members of the Board of Directors, Director (General Director) and other managers of the Company.</p> <p>The Board of Supervision must appoint one (01) member to be the Head of the Board of Supervision. Head of the Board of Supervision is qualified in accounting.</p> <p>4. The members of the Board of Supervision are appointed by the General Meeting of Shareholders with a maximum term of five (05) years; the members of the Board of Supervision may be re-</p>	<p>Section 1, Section 5 Article 36. Members of the Board of Supervision</p> <p>“1. The number of members of the Board of Supervision must be composed of three (03) to five (05) members. The members of the Board of Supervision (“Supervisor”) must not be any person working in financial accounting department of the Company, and they also shall not be members or employees of the independent audit company that audits the Company’s financial statements. <i>The members of the Board of Supervision must be accountants or auditors.</i></p> <p>The members of the Board of Supervision shall not <i>be a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling</i> of the members of the Board of Directors, Director (General Director) and other managers of the Company. <i>The members of the Board of Supervision must not hold managerial positions of the company, are not necessarily the shareholders or employees of the company, satisfy other standards and conditions of relevant regulations of law.</i></p> <p>The members of the Board of Supervision shall elect one (01) of them as the Head of the Board of Supervision under the majority rule. <i>The Head of the Board of Supervision must be a professional accountant or auditor and has to work full-time at the company.</i></p> <p>“4. The members of the Board of Supervision are appointed by the General Meeting of Shareholders. <i>A Supervisor has a term of office of up to five (05) years</i> and can be re-elected without term limit.</p>	<p>Amendment according to Articles 163, 164 169 of Corporate Law 2014</p>
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<p>elected without term limit.</p> <p>5. A member of the Board of Supervision will no longer have his/her status as member in the following cases:</p> <p>a. The member is forbidden by the Law to be a Board of Supervision member;</p> <p>b. The member resigns with a written announcement sent to the Company's head office;</p> <p>c. The member is influenced by a mental disorder and other Board of Supervision members have enough professional evidence to prove that the member is not competent;</p> <p>d. The member is absent from the Board of Supervision meetings for a period of 6 consecutive months without permission from the Board of Supervision, and the Board of Supervision</p>	<p>If term of office of all Supervisors expires at the same time and Supervisors of the new term are not elected, the Supervisors shall keep performing their rights and obligations until Supervisors of a new term are elected and take over the office.</p> <p>5. A member of the Board of Supervision will no longer have his/her status as member in the following cases:</p> <p>a. A Supervisor shall be dismissed if he or she:</p> <ul style="list-style-type: none"> - no longer satisfies the standards prescribed in Article 164 of the Corporate Law; - fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events; - tenders a resignation which is accepted. <p>b. A Supervisor shall be discharge from duty if he or she:</p> <ul style="list-style-type: none"> - fails to fulfill the given tasks or duties; - commit serious or repeated violations against obligations of Supervisor prescribed by the Corporate Law and this Charter; - is discharge under a decision of the General Meeting of Shareholders. 	
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	<p>determines that the post is vacant;</p> <p>e. The member is removed by the decision of the General Meeting of Shareholders.”</p>		
29	<p>Section 1 Article 37. Board of Supervision</p> <p>“1. The company must have the Board of Supervision. The Board of Supervision has the rights and responsibilities as stipulated in Article 123 of Corporate Law and this Charter, including the following rights and responsibilities”</p>	<p>Section 1 Article 37. Board of Supervision</p> <p>“1. The company must have the Board of Supervision. The Board of Supervision has the rights and responsibilities as stipulated in Article 165 of Corporate Law and this Charter, including the following rights and responsibilities”</p>	Amendment according to Corporate Law 2014
30	<p>Article 39.a. Employees and Trade Union</p>	<p>Article 39. Employees and Trade Union</p>	Amendment for harmony purpose
31	<p>Section 4, Article 39.b. Profit distribution</p> <p>Dividends may be paid in cash, in shares of the Company, or in other assets which are proposed by the Board of Directors and are decided by the General Meeting of Shareholders. Where the dividend is paid in cash, such payment can be paid in Vietnamese currency and can be paid by check or postal order to the registered address of the beneficiary shareholder.</p> <p>The dividend payment can be made by bank transfer when the Company has the information about the Shareholder’s bank necessary to make a direct transfer. Where the Company makes a bank transfer based on the bank’s exact detail provided by the Shareholder but such shareholder can not receive the money, the Company shall not be liable for amount which it has transferred to the shareholder entitled to such amount. The dividends payment for shares listed at the Stock Exchange or the Securities Exchange Center can be made via a securities company or the</p>	<p>Section 4, Article 40. Profit distribution</p> <p>The Board of Directors may proposes the General Meeting of Shareholders approve the payment of all or a part of dividends in shares and the Board of Directors is the implementer of this decision.</p>	Amendment for harmony purpose

	Securities Depository Center.		
32	<p>Section 1 Article 47. Auditing</p> <p>“1. At the Annual General Meeting of Shareholders, an independent auditing company licensed to legally operate in Vietnam and approved by the State Securities Commission to perform audits on financial statements of listed companies will be assigned to audit the Company for the next fiscal year based on the terms and conditions agreed to by the Board of Directors. For the first fiscal year, the Board of Directors shall appoint an auditing company to conduct auditing work to the Company after the Company was granted the business registration certificate (in case the Company has listed on the stock market).”</p>	<p>Section 1 Article 47. Auditing</p> <p>“1. At the Annual General Meeting of Shareholders, an independent auditing company <i>or the list of independent auditing companies, among which one will be selected by the Board of Directors under the authority given by the Annual General Meeting of Shareholders,</i> licensed to legally operate in Vietnam and approved by the State Securities Commission to perform audits on financial statements of listed companies will be assigned to audit the Company for the next fiscal year based on the terms and conditions agreed to by the Board of Directors. For the first fiscal year, the Board of Directors shall appoint an auditing company to conduct auditing work to the Company after the Company was granted the business registration certificate (in case the Company has listed on the stock market).”</p>	Amendment according to Article 45 of Circular No. 121/2012/TT-BTC
33	<p>Article 48. Seal</p> <p>“1. The Board of Directors shall make a decision on approving the official seal of the Company and the content of the seal as permitted by the Law;</p> <p>2. The Board of Directors, Director or General Director shall use and manage the seal in accordance with the applicable Law.”</p>	<p>Article 48. Seal</p> <p><i>“1. The Board of Directors is entitled to decide the form, quantity, and contents of the Company’s seal. A seal must specify:</i></p> <p><i>a. The enterprise’s name;</i></p> <p><i>b. The enterprise’s code.</i></p> <p><i>2. Before using the seal, the enterprise must send the seal design to the business registration authority in order for the business registration authority to post it on the National Business Registration Portal.</i></p> <p><i>3. The seal shall be used in the cases prescribed by law or agreed by the parties.</i></p>	Amendment according to Article 44 of Corporate Law 2014

		4. The Board of Directors, Director or General Director shall use, manage and store the seal in accordance with the applicable Law.”	
34	Section 1 Article 54. Effective date “1. The charter including XXI chapters and 53 articles are passed by the General Meeting of Shareholders on 1 May 2015 in Ho Chi Minh and unanimously agreed on the validity of the full content of this Charter”	Section 1 Article 54. Effective date “1. The charter including XXI chapters and 54 articles are passed by the General Meeting of Shareholders on 15 September 2016 in Ho Chi Minh and unanimously agreed on the validity of the full content of this Charter”	

Gia Lai, 15 September 2016

For and on behalf of the Board of Directors

(signed)

DOAN NGUYEN DUC