

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom - Happiness**

# **CHARTER**

**Hoang Anh Gia Lai Agricultural Joint Stock Company**

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## INTRODUCTION

The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company is issued in accordance with the regulations of Laws and resolutions of the General Meeting of Shareholders (“**the GMS**”) and the Board of Directors (“**the BOD**”). This Charter gives the binding rules and regulations for the conduct of the business operations of the Company.

### CHAPTER I.

#### EXPLANATION OF TERMINOLOGY IN THE CHARTER

##### Article 1 Explanation of terminology

1. In this Chapter, the following terms shall be constructed as follows:
  - a. "**Charter Capital**" means the total aggregate par value of shares sold and is stipulated in Article 5 of this Charter
  - b. "**Law on Enterprises**" means the Law on Enterprises No. 68/2014/QH13 passed by the National Assembly on 26 November 2014.
  - c. "**Date of Establishment**" means the date when the Company was first granted a Business Registration Certificate.
  - d. "**Managers**" means the Chairman of the BOD, Deputy Chairman of the BOD (if any), members of the BOD; General Director, Deputy General Director, Chief Accountant, and other senior managers approved by the BOD.
  - e. "**Related Persons**" means any organization or individual with a direct or indirect relationship with the Corporation as stipulated in Section 34 Article 6 of Law on Securities 2006 (amended and supplemented in 2010) and Section 17 Article 4 of the Law on Enterprises 2014.”
  - f. "**Delegated representative**" means the person delegated by any shareholder as an organization to exercise the rights of shareholders as prescribed by laws
  - g. "**Proxy**" means the person authorized by any shareholder (either organization or individual) or authorized representative to attend and vote at the General Meeting of Shareholders
  - h. "**Operating term**" means the operating period of the Company as stipulated in Article 2 of this Charter, and extension (if any) passed by the resolution of the General Meeting of Shareholders.
  - i. "**Vietnam**" means the Socialist Republic of Vietnam.
  - j. "**Law on Securities**" means Law on Securities 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 Law on Securities No. 62/2010/QH12 passed by the National Assembly on 24 November 2010
2. In this Charter, any reference to one or some regulations or other documents include amendments to or replacement of such regulations and documents
3. Headings (chapters, articles of this Charter) are used for better understanding only and do not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (if they do not contradict the subject or context) will have the same meanings as those in this Charter.

## **CHAPTER II.**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND OPERATING DURATION OF THE COMPANY.**

#### **Article 2 Name, form, head office, branches, representative offices and operating duration of the Company**

1. The name of the Company :
  - In Vietnamese: “Công ty Cổ phần Nông Nghiệp Quốc Tế Hoàng Anh Gia Lai”
  - In English : “Hoang Anh Gia Lai Agricultural Joint Stock Company”
  - Abbreviated name: “HAGL AGRICO”
2. The Company is a joint stock company, having legal person status under the applicable laws of Viet Nam.
3. The Company’s registered head office:
  - Address: 15 Truong Chinh Street, Phu Dong Ward, Pleiku City, Gia Lai Province, Viet Nam.
  - Telephone: 84.592222283
  - Fax: 84.592222218
  - Website: haagrico.com.vn
4. The Company has 01 (one) legal representative. The General Director is the legal representative of the Company
5. The Company can establish branches and representative offices in its operation area to carry out the Company’s objectives in accordance with the resolutions of the BOD and within the scope of the current laws.
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.

## **CHAPTER III**

### **OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

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

1. The business activities of the Company include, but not limited, as follows:
  - Planting Rubber trees;
  - Planting other perennial crops;
  - Afforestation and forest conservation;
  - Activities of planting services, detail: breeding and trading seedlings;

- Activities of other business support service unclassified. Detail: Goods trading and depository;
- Producing fertilizer and nitrogen compound;
- Trading machinery, equipment and other accessories; Detail: Trading machinery in industry, reclamation, forestry, and construction;
- Trading materials, other installed equipment in construction;
- Trading agriculture & forestry material (excluding wood, bamboo) and living animals;
- Exploiting stone, sand, gravel, clay. Detail: Exploiting stone;
- Other specialized trading unclassified. Detail: trading and exporting rubber latex with legal origin and products made from rubber wood; trading raw rubber;
- Exploiting chemical mineral and fertilizer mineral;
- Exploiting and collecting peat;
- Exploiting iron ore;
- Producing nonferrous metal and precious metal;
- Exploiting metal ore without iron;
- Producing iron, steel, cast iron;
- Planting oil-produced crops;
- Breeding and nursing industrial seedlings;
- Trading food;
- Cattle husbandry;
- Planting annual crops;
- Consulting activities in management;
- Research and experimental development of natural science and technology;
- Administrative and general office services;
- And conduct business in the lines which are not prohibited by law and suit the Company's orientation and coordination.

2. The objectives of the Company:

- To become an agricultural corporation with the large land bank, sustainable development, and diversity in Vietnam, Laos and Cambodia.
- To become a well-known brand name that is the pride of Vietnam in Southeast Asia.

**Article 4      Scope of business and operations**

1. The Company is allowed to plan and carry out all business activities as registered at the National Business Registration Portal and this Charter, in accordance with the applicable laws, as well as taking appropriate strategies to achieve the Company's objectives.
2. The Company may freely undertake business operations in other sectors permitted by the Law and the GMS being suitable to the Company's orientation.

## CHAPTER IV

### CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

#### Article 5 Charter Capital, Shares, Founding Shareholders

1. The Charter Capital of the Company is 7,671,438,950,000 (*seven thousand six hundred seventy one billion, four hundred thirty eight million and nine hundred fifty thousand dongs*).

Total Charter capital is divided into 767,143,895 shares having a par value of VND 10,000 each.

2. The Company can increase its Charter Capital upon approval of the GMS in accordance with the Laws.

3. All the shares issued by the Company on the approval date of this Charter are ordinary shares. The rights and obligations attached to ordinary shares are stipulated in Article 11 of this Charter;

4. The Company's issue of preference shares is subject to approval by the GMS and the current laws.

5. Names, addresses, numbers of shares and other details of the Founding Shareholders as prescribed by Law on Enterprises will be specified in the attached appendix "List of Founding Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company". The Appendix is an integral to this Charter.

6. The existing shareholders must be given the priority in offering ordinary shares in proportion to their present holdings in the Company, unless otherwise decided by the GMS. The Company must announce the share offering in which the number of shares to be offered and the reasonable time of registration for purchase (not less than 20 days) must be specified so that the Shareholders may place their orders. The unsold shares shall be decided by the BOD. The BOD may allocate such shares to the subjects under the conditions and methods by which the BOD they deem appropriate provided that those shares shall not be sold under conditions more favorable than the conditions offered for sale to the existing Shareholders, unless otherwise approved by the GMS or where the shares are sold via the Stock Exchange by auction.

7. The Company may repurchase its own shares (including redeemable preference shares) in any manner regulated by this Charter and by the applicable laws. Any shares repurchased by the Company shall be retained as treasury shares and may be offered for sale by the BOD in a suitable way in accordance with this Charter and the Law on Securities and other relevant guidelines.

8. The Company may issue secured bonds and debentures. The convertible bonds and warrant-linked bonds shall be issued as approved by the GMS. Other classes of bonds may be issued as approved by the BOD.

9. The Company may issue other securities as approved in writing by the GMS in accordance with the provisions of Laws on securities and security market.

#### Article 6 Share certificates

1. Shareholders are granted a share certificate corresponding to the number and type of their shares,

2. All issued certificates must be affixed by the Company's seal and signed by the legal representative of the Company in accordance with Law on Enterprises. Share certificate must be specified the number and type of shares held by Shareholders, the name of the holder (if it is a personal share) and the other information required by Law on Enterprises. A personal share certificate only represents a type of share.



3. Within 7 days from the date the sufficient documents for transferring share are submitted as stipulated by the regulations of the Company or within two (02) months (or a longer period according to the stipulated terms of issue) from the date of fulfill share payment as per stipulated by the method of issuance of the Company, the owner of shares shall be granted a certificate. Shareholders will not be responsible for any printing cost or any other fees to the Company.

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.

#### **Article 7 Other securities certificates**

Bonds or other securities certificates issued by the Company (excluding the letter of offer for sale, temporary certificates and similar documents), shall be issued with the seal and specimen signature of the legal representative of the Company unless otherwise stipulated by other provisions and issuance conditions.

#### **Article 8 Transfer of shares**

1. All shares are freely transferrable unless otherwise stipulated by this Charter and the laws. The shares listed on the Stock Exchange are transferred in compliance with the laws on securities and securities market.

2. Shares that are not fully paid shall not be transferrable and shall not entitled to attached benefits such as the right to receive dividend, right to receive issued shares to increase the share capital from the owner's equity, right to subscribe to new shares, and other rights as stipulated by the Laws.

3. Transfer shall be conducted in usual form of a contract 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 acknowledgement of ownership shall be conducted as stipulated in the law on securities.

4. In case of death of the shareholder, the heir of such shareholder under a will or at law shall become a shareholder of the company. Where the shareholder is dead without heir or where his or her heir disclaims the inheritance or where the right to inherit is forfeited, the shares of such shareholder shall be dealt with in accordance with the civil law.

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.

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.

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 Law on Enterprises is fully recorded in the register of shareholders

#### **Article 9 Revocation of shares**

1. If any Shareholder fails to pay in full and on schedule the amount payable for the subscription of shares, the BOD may serve that Shareholder a notice requesting payment of that amount, along with any accrued interest and expenses arising to the Company from the payment failure.

2. The notice mentioned above must specify a new deadline for payment (no later than seven days from the date on which the notice was served) and venue for payment, and clearly state that in the event that payment is not made as required, the unpaid shares will be revoked.
3. If any requirement in the notice is not fulfilled, the BOD can revoke all the shares mentioned in the notice, until full payment of the amounts payable, interest and related expenses have been made. The BOD can accept the handover of the shares revoked according to the provisions of clauses 4, 5 and 6 and in other cases as stipulated by this Charter.
4. Revoked shares are deemed to be shares unsold as stipulated in Section 4 Article 111 Law on Enterprises. The BOD 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 BOD deems appropriate.
5. A Shareholder who owns revoked shares must abandon his/her Shareholder status with respect to such shares, but must bears the responsibility to pay the Company all amounts related to such shares which were not paid at the time of revocation, plus interest at a rate (not exceeding 13,2% per year) decided by the BOD from the date of revocation to the date of payment. The BOD have the right to determine the coercive payment for the total value of shares at the date of revocation, or make remission of part or all of such amounts.
6. Revocation notices will be sent to holders of shares to be revoked prior to the revocation. The revocation shall remain valid even when there are errors or negligence in the sending of notices.

## **CHAPTER V**

### **THE STRUCTURE OF ORGANIZATION, GOVERNANCE AND ADMINISTRATION**

#### **Article 10 The structure of organization, governance and administration**

The Structure of Company's organization, governance, and administration comprises:

- a. The GMS;
- b. The BOD;
- c. The Board of Supervisors ;
- d. The General Directors.

## **CHAPTER VI**

### **SHAREHOLDERS AND THE GMS**

#### **Article 11 Rights of Shareholders of the Company**

1. Shareholders are owners of the Company and have rights and obligations corresponding to the number of shares and type of shares they are holding. Shareholders are responsible for the debts and other asset obligations of the Company to the extent of the capital already contributed to the Company.
2. Owners of ordinary shares have the following rights:
  - a. To participate in the meetings of the GMS and to exercise the right of voting directly, through an authorized representative, or remotely;
  - b. To receive dividends at the rate decided by the GMS;
  - c. To freely transfer shares which have been fully paid in accordance with this Charter and the applicable laws;

- d. To be given priority to buy new shares offered for sale in proportion to the number of ordinary shares owned by them;
  - e. To view, look up, extract or photocopy information about shareholders eligible to attend in the GMS, and to request correction of inaccurate information;
  - f. To view, look up, extract or photocopy the Company Charter, the book of the minutes of the GMS and resolutions of the GMS;
  - g. Upon dissolution or bankruptcy of the Company, a shareholder has the right to receive a part of the remaining assets in proportion to the number of shares held in the Company after the Company has made in full payment to creditors and any shareholder holding other types of Company's shares as stipulated by the Laws;
  - h. To request the Company to redeem their shares in cases stipulated in Article 129.1 of Law on Enterprises;
  - i. Other rights stipulated in this Charter and by the Law.
3. Any Shareholder or any group of Shareholders holding more than 10% of the total ordinary shares for a consecutive period of six (06) months or more shall have the following rights:
- a. To nominate candidates to the BOD or the Board of Supervisors in accordance with Articles 24.2 and 36.2 of this article;
  - b. To request the BOD to convene the General Meeting of Shareholders in accordance with Article 114 and Article 136 of the Law on Enterprises;
  - c. To examine and receive a copy or an extract of the list of Shareholders eligible to attend and vote at the GMS ;
  - d. To request the Board of Supervisors to examine each particular issue relating to the management and administration of the company's operations whenever necessary. The request must be made in writing; must contain full name, permanent address, nationality, identity card or passport number other legal personal identification in respect of a Shareholder being an individual; or the name, permanent address, nationality, number of the decision on establishment or number of business registration in respect of a Shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the issues to be examined and purposes of the examination;
  - e. To view and make an extract of the book of minutes and resolutions of the BOD, interim and annual financial statements according to the forms of the accounting system of Vietnam and reports of the Board of Supervisors ;
  - f. Other rights stipulated in this Charter.

## **Article 12 Obligations of Shareholders**

Shareholders have the following obligations:

1. To comply with the Charter and the regulations on Corporate Governance of the Company, to observe the decisions of the GMS, the BOD.
2. To attend the sessions of the General Meetings of Shareholders and to exercise the voting right in person or by proxy or remote voting. The Shareholder can authorize a member of the BOD to act as his/her Proxy at the meeting of the GMS;
3. To pay in full and on time for the shares registered for subscription in accordance with the regulations;

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.

4. To provide the exact address when registering for subscription;
5. To fulfill other obligations as stipulated by the applicable laws;

### **Article 13. The GMS**

1. The GMS including all the shareholders with voting right, is the highest jurisdiction of the Company. The GMS must be convened once (1) a year. The GMS must hold an annual meeting within four (04) months from the end of the financial year. At the suggestion of the BOD, the business registration agency may extend the schedule of the GMS, but not exceeding six (06) months from the end of the financial year. The BOD shall convene the Annual General Meeting of Shareholders and decide an appropriate venue. The location of meetings of the GMS must be within the territory of Vietnam. If a meeting of the GMS is concurrently held in various locations, the location of the meeting of the GMS shall be determined as the location where the Chairman of the meeting attends the meeting. The Annual GMS shall make decisions on issues stipulated in this Charter and the current Laws, and, particularly, approve the annual financial statements and the budget of the Company for the next fiscal year. Independent auditors shall be invited to the Meeting to provide consultation on the approving the annual financial statements.

2. The BOD must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. The BOD deems it necessary for the Company's benefits
- b. The annual accounting balance sheet, quarterly or interim statements, or the audit reports of the fiscal year auditing reveal loss of half of the owner's equity in comparison with the one at the beginning of the same period.
- c. The number of members of the BOD is less than that required by laws or less than one third of the number of members provided in this Charter;
- d. A shareholder or a group of shareholders as stipulated in article 11.3 of this Charter make a written request for convening a General Meeting of Shareholders. Request for convening a General Meeting of Shareholders must be made in writing and must contain the full name, permanent address, nationality, identity card or passport number other legal personal identification in respect of a Shareholder being an individual; the name, permanent address, nationality, number of the decision on establishment or number of business registration in respect of a Shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the reasons and purposes of the convening the meeting. That request must be signed by all the related Shareholders and made in multiple copies, each of which must be signed by at least one related shareholder giving reasons for convening the meeting. The request must be enclosed with any documents, evidences related to the reasons for convening the meeting.
- e. The Board of Supervisors requests to convene a meeting in case the Board of Supervisors has reason to believe that members of the BOD or Senior Managers have seriously breached their obligations as stipulated in Article 160 of Law on Enterprises or that the BOD acts or intends to act beyond its power;

f. Other cases as stipulated in Laws and this Charter.

### 3. Convening an Extraordinary General Meeting of Shareholders

- a. The BOD must convene the GMS within 30 days from the date when the number of remaining members of Board of Directors is less than the number of members as stipulated in Item 3(c) of Article 13 or from the date of receiving the requests as stipulated in Item 3(d) or 3(e) of Article 13;
- b. Where the BOD fails to convene the GMS as stipulated in item 4a of Article 13, within the following 30 days, the Board of Supervisors shall replace the BOD to convene the meeting as stipulated in Item 5 of Article 136 of Law on Enterprises.
- c. Where the Board of Supervisors fails to convene the GMS as stipulated in Item 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 BOD and the Board of Supervisors to convene a General Meeting of Shareholders, as stipulated in Item 6 of Article 136 of Law on Enterprises.

In this case, the Shareholders or the group of Shareholders convening the Shareholders' Meeting have right to request the business registration office to supervise the formality and procedures for convening, implementing and making decisions by the GMS. All expenses for convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include the expenses born by the Shareholders for participating in the GMS, including travelling and accommodation expenses.

### **Article 14 Rights and Obligations of the GMS**

1. The annual GMS has the right to discuss and approve the following issues:
  - a. Annual audited financial statements;
  - b. Reports of the BOD ;
  - c. Reports of the Board of Supervisors ;
  - d. Short-term and long-term development plans of the Company.
2. The annual and extraordinary GMS shall approve resolutions on the following issues:
  - a. Approving audited annual financial statements;
  - b. The annual dividend payout ratio for each type of shares in conformity with the Law on Enterprises and other rights associated with that type of share provided that such dividend ratio must not be higher than the rates proposed by the BOD after consulting the Shareholders at the GMS;
  - c. The number of the Members of the BOD ;
  - d. Selection of an independent auditor;
  - e. Election, dismissal, removal and replacement of members of the BOD and of the Board of Supervisors ;
  - f. The total remunerations of the Members of the BOD and the reports on remunerations of the BOD;
  - g. The amendments and addition to the Charter;
  - h. The types of shares and the number of newly issued shares for each type of shares, and the transfer of shares of the founding shareholders within the first 3 years from the establishment date;
  - i. The division, separation, consolidation, merger or conversion of the Company;

- j. The re-organization and dissolution (liquidation) of the Company and the appointment of liquidators;
  - k. The inspection and dealing with violations of the BOD or the Board of Supervisors that cause damages to the Company and the Company's Shareholders;
  - l. 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;
  - m. The redemption of over 10% of each type of issued shares;
  - n. The General Director concurrently acts as the Chairman of the BOD ;
  - o. The Company or any branch of the Company enters into a contract with any person stipulated in section 1 Article 162 of the Law on Enterprises with the contract value of equivalent or over 35% total value of assets of the Company and the its branches recorded in the most recently audited financial statements;
  - p. Other issues as stipulated in this Charter and other regulations of the Company;
3. A Shareholder shall not be permitted to vote on the following cases:
- a. The approval of contracts stipulated in Article 14.2 of this Charter when such Shareholder or the Related Persons of such Shareholder shall be a party in the contract;
  - b. The redemption of shares by such Shareholder or the Related Persons of such shareholder, except where such redemption is implemented on the basis of the ratio of ownership of all Shareholders or such redemption is implemented via order matching or public offer on the Stock Exchange.
4. All the resolutions and issues included in the meeting agenda must be voted and discussed at the GMS.

#### **Article 15 Authorized representatives**

1. Shareholders having right to participate in the GMS in accordance with the Law may attend in the meeting in person or authorize an individual to attend and vote at in the GMS. . In the case there are more than one authorized representative is appointed, the number of votes authorized to each representative must be specified. 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. The appointment, termination or change of authorized representatives must be notified in writing to the Company at the earliest possible time. The notification must contain the following main content:
- a. Name, permanent residence address, nationality, 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;
  - b. Number of shares, types of shares and registration date of the Shareholder at the Company.
  - c. Full name, permanent residence address, nationality, number of People's Identity Card, Passport or other legal personal identification of the Authorized Representative;
  - d. The number of shares for which an Authorized Representative has been appointed;
  - e. Terms of Authorized Representatives; and

- f. Full name and signature of the Authorized Representative and the legal representative of the Shareholders.
2. The appointment of authorized representatives to attend the GMS must be made in writing under the form issued by the Company and must be signed in accordance with the following regulations:
    - a. Where an individual shareholder is a principal, the power of attorney must be signed by such shareholder and his or her authorized representative;
    - b. The proxy to represent an institutional shareholder must bear the signatures of the authorized representative, the legal representative of the shareholder and of the person authorized to attend the meeting;
    - c. In other cases, the proxy must bear the signatures of the legal representative of the shareholder and of the person authorized to attend the meeting;

Any authorized representative attending the GMS must present the written power of attorney prior to entrance to the meeting room.

3. In case a lawyer on behalf of the principal signs a written letter of appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written letter of appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (If it has not been registered with the Company).

4. Except for the case stipulated in Item 3 of Article 15, the vote of the authorized representative attending the meeting within the scope of authorization shall remain effective even in any one of the following cases:

- a. The principal died, or his civil conduct capacity is lost or is restricted.
- b. The principal has rescinded the appointment of authorization;
- c. The principal has revoked the authority of the person carrying out the authorization.

This clause shall not be applicable if the Company is served with a notice of one of the above cases within forty eight (48) hours prior to the opening of the GMS or prior to the meeting reconvened.

#### **Article 16 Changes of rights**

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 preference shares.

2. The organization of a meeting for shareholders holding a type of preference shares to approve such change of rights shall be valid only where at least two (02) shareholders (or their authorized representatives) are attended and held at least one-third (1/3) of the par value of the issued shares of such type. Where the quorum required above is insufficient, the meeting shall be reconvened within a period of thirty (30) days and the number of holders of such type of shares (regardless of the number of holders and the number of shares) present in person or via authorized representatives shall be deemed quorate. At such meetings of shareholders holding preference shares, the holders of shares of such type present in person or via their authorized representatives may request a secret ballot. Each share of the same type has an equal voting right at the meetings mentioned above.

3. The procedures for running such separate meetings are implemented according to Articles 18 and 20 of this Charter.

4. Unless otherwise stipulated in the terms of share issuance, the special rights attached to various types of shares with preferential rights in respect to some or all the issues relating to the distribution of profits or asset of the Company shall not be changed when the Company issues additional shares of the same type.

**Article 17. Convening the GMS, Agenda and Notice of Meeting of the GMS.**

1. The BOD will convene the GMS except in cases stipulated by Articles 13.4(b) or 13.4(c) of this Charter.

2. The convener of a meeting of the GMS must carry out the following tasks:

- a. The list of shareholders eligible for attending and voting at the GMS shall be prepared no earlier than five days prior to the date of sending the notice of invitation to the GMS; prepare agenda and documents in conformity with the Law and the Company's regulations;
- b. Determining the time and venue of the meeting; and
- c. Informing and sending a notice of the GMS to all Shareholders entitled to attend the meeting.

3. The notice of the meeting of the GMS 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 GMS must be sent to all the shareholders eligible for attending the meeting at least ten (10) days before the opening day of the GMS (counting from the date when the notice is validly sent or transferred, postage is paid, or it is put into the mailbox). The agenda and documents relating to the issues to be voted at the GMS shall be sent to all the shareholders or/and published on the website of the Company. In the case that no document is attached with the notice of the meeting of the GMS, the notice of the meeting must specify the website address so that the shareholders can access such documents.

Shareholders or group of Shareholders as stipulated by Article 11.3 of this Charter have the right to propose any issue to be include in the agenda of a meeting of the GMS. The proposals must be made in writing and sent to the Company at least three working days prior to the date of commencement of the meeting of the GMS. The proposal must include full name of the Shareholders, the number and types of shares held by them, and the issues proposed to be included in the agenda.

5. The convener of a meeting of The GMS only have the right to refuse a proposal related to Article 17.4 in the following cases:

- a. The proposal is not sent on time or in which the information is not adequate or suitable to the agenda;
- b. At the time of proposal, the Shareholder or group of Shareholders does not own at least 10% of the ordinary shares for minimum six (06) consecutive months as stipulated in Article 11.3 of this Charter;
- c. The proposed issues does not fall within the authority of the GMS for discussion and approval;
- d. Other cases.

6. The person convening General Meeting of Shareholders must prepare draft resolutions for each issue in the agenda

7. In case where all the Shareholders representing 100% of the voting shares attend the meeting directly or via Proxies, the resolutions passed unanimously by the GMS are valid even when



the meeting of the GMS is not convened in accordance with the formality and procedures, or the issues voted are not included in the agenda.

#### **Article 18 Conditions for conducting a meeting of the GMS**

1. The GMS can proceed if the shareholders attending the meeting own at least 51% of the total voting shares.
2. Where there are not sufficient shareholders within thirty (30) minutes from the time setting for the opening of meeting, the convener shall terminate the meeting. The GMS must be reconvened within thirty (30) days after the scheduled date of the first meeting. In the reconvened meeting of the GMS, it is required that all attending Shareholders and authorized representatives who own at least 33% of the total voting shares must be present.
3. If the second meeting fails to open due to insufficient number of shareholders within thirty (30) minutes from the times setting for the opening of meeting, the third meeting may be convened within twenty (20) days from the scheduled date of the second meeting. In this case, the third meeting shall be proceeded without depending on the number of attending Shareholders and authorized representatives who shall be deemed valid and entitled to decide on all issues expected to be approved in the first meeting.
4. The Chairman of the GMS can propose to have changes in the meeting agenda that are enclosed along with the notice of the meeting, as stipulated in Articles 17.3 of this Charter

#### **Article 19. Formality and voting method at the GMS.**

1. At the date of the opening of the GMS, the Company must carry out the shareholder registration procedures and continue to implement until all the Shareholders being eligible to attend complete the registration.
2. In the process of Shareholder registration, the Company will give each Shareholder or Proxy a voting ballot bearing the registration number and full name of the Shareholder, full name of the Proxy, and the number of votes of the Shareholder. The GMS shall elect the person in charge of vote counting or supervising it as requested by the Chairman. The number of members of vote-counting committee shall be decided by the GMS based on the Chairman's proposal but must not exceed the number stipulated by the applicable laws.
3. Shareholders arriving after the opening of the GMS have the right to register immediately and then the right to participate in voting at the Meeting. However, the Chairman shall not be responsible for the postponement of the Meeting for the latecomers to complete their registration and the unaffected validity of any voting which has already been conducted before such late arrivals.
4. The Chairman of the BOD presides at all meetings convened by the BOD. In case where the Chairman is absent or is temporarily unable to work, the remaining members of the BOD shall elect one of them to chair the meeting. If a chairman is not elected, the Chief of the Board of Supervisors shall direct the GMS to elect a chairman among the attendees and the person that receives most votes shall preside the meeting.

In other cases, the person who signed the document convening the GMS shall run the meeting so that the GMS will elect the Chairman among the attendees and the person winning the majority vote shall act as the Chairman of the Meeting.

5. The Chairman has the right to decide the formality, procedures and issues which are not included in the meeting agenda of the GMS.
6. Without consulting the GMS, the Chairman of the GMS may at any time defer the Meeting even when a quorum is present to another time and at a different venue if the Chairman finds that (a) the venue of the GMS fails to provide the convenient seating arrangements for all shareholders, (b) the

behavior of some attendees cause or is likely to cause disorder at the meeting or (c) an adjournment is necessary so that the meeting agenda may proceed by the rules. Additionally, the Chairman may adjourn the GMS when unanimity is achieved by the GMS constituting a quorum. Any postpone of the meeting shall not exceed three days from the date of a tentative opening of the meeting. The reconvened meeting shall not consider any issues other than the issues which should have been resolved legally at the previous adjourned General Meeting of Shareholders.

7. Where the Chairman adjourns or suspense a General Meeting of Shareholders contrary to the provisions in Article 19.6, the GMS shall elect another person among the attendees to replace the Chairman in conducting the meeting until its completion, and the validity of the voting conducted at such a meeting shall not be affected.

8. The Chairman or Secretary of the GMS may carry out what they deem essential to run the GMS in a proper and orderly manner; or to enable the GMS reflect the expectations of the majority of attendees

9. The BOD can request the Shareholders or Proxies attending the GMS to undergo a check or subject to other security measures which the BOD deems appropriate. Where any Shareholder or Proxy refuse to comply with the security measures mentioned above, the BOD may, after careful consideration, reject or expel such Shareholder or Proxy from the GMS.

10. The BOD, after due considerations, may take the measures which they deem appropriate in order to:

- a. Arrange seats at the venue of the meeting of the GMS;
- b. Ensure safety for the attendees at the venue;
- c. Provide favorable conditions for Shareholders to attend (or continue attending) the GMS.

The BOD may exercise absolute power to change the above measures and take all measures if necessary. The measures taken may be included the issuance of entry permits or other alternatives.

11. In case the GMS applies the above measures, the BOD, when determining the venue of the Meeting, may:

- a. Announce that the GMS shall be held at the venue in the notice and the Chairman of the Meeting shall be present there (“The Official Venue of the Meeting”);
- b. Arrange for Shareholders or Proxies who are unable to attend the meeting as said in this Article or any person who wants to attend the GMS at a different venue from the Official Venue of the Meeting can attend the meeting at the same time.

The notice on holding the GMS shall not be required to state the details of the arrangement according to this Article;

In this Charter (unless otherwise required), all the Shareholders are alleged to attend the GMS at the Official Venue of the Meeting.

The Company shall hold the GMS at least once per year. The Annual General Meeting of Shareholders shall not be held by way of conducting written opinion poll.

#### **Article 20 Approving the Resolutions of the GMS**

1. The GMS shall pass resolutions by way of voting at the meeting or collecting written opinions.
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 conducting opinions poll in writing.

3. The resolutions of the GMS regarding to 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 conducting opinions poll in writing.

- a) Types of shares and total amount of each type;
- b) Changes of business lines;
- c) Change of the company's organizational structure;
- 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;
- d) Restructuring or dissolution of the company

4. Voting members into the BOD or the Board of Supervisors must be conducted following the method of cumulative voting. Whereby the total number of votes corresponding to the number of shares of shareholders is multiplied by the number of candidates of the BOD or the Board of Supervisors, and such shareholder has the right to add all their votes to votes to one or several candidates. The chosen candidates into the BOD or the Board of Supervisors shall be determined by the order of the highest to the lowest number of votes until reaching the number of members required. In case two (2) and more candidates win the same votes for the last member to be elected, the GMS shall take another vote among such candidates having the same vote or determine the candidates in accordance with the criteria stipulated in the Regulations of Voting

**Article 21 : The Authority and Procedures for conducting written opinion poll in order to pass the Resolutions of the GMS.**

The Authority and procedures for conducting written opinion poll in order to pass the Resolutions of the GMS as follows:

1. The BOD The BOD is entitled to carry out absentee voting of shareholders to ratify Resolution of the GMS on any issue subject to the Meeting's authority whenever it is deemed necessary for the company's interest
2. The BOD must prepare voting ballots and a draft resolution of the GMS 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 BOD 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
3. The written opinion ballot must include the following principal items:
  - a. Name, head office address and number of Business Registration Certificate of the enterprise;
  - b. Purpose of conducting written opinion poll;
  - 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; 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;
  - d. Issues that need opinions in order to pass the resolutions;
  - e. The method of voting includes approval, disapproval and abstention with respect to each issue to be proposed for opinion;

- f. The deadline for sending back the Company the completed written opinion ballot;
  - g. Full name, signature of Chairman of the BOD and the legal representative of the Company.
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. Shareholders may send completed absentee ballots to the company in the following manner:
- 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 or sent by post in envelopes that are opened are all invalid;
  - b) By fax or email. Absentee ballots sent by fax or email must be kept confidential until the vote counting time.
5. 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 BOD , 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. The BOD shall conduct the vote-counting and shall prepare the minutes of vote-counting in the presence of the Board of Supervisors or non-executive Shareholders. The vote-counting minutes must contain the following principal content:
- a. Name, head office address, number business registration certificate;
  - b. Purpose of conducting written opinion poll and issues to be obtained opinions in order to pass a resolution;
  - c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and including an appendix as a list of the Shareholders having participated in the vote;
  - d. Total number of votes for, against and abstentions on each issue;
  - e. Approved resolutions;
  - f. Full name and signature of the Chairman of the BOD, of the legal representative of the Company and of the person who supervised the vote-counting.

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

- 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;
- 7. Written opinion ballot which were full completed, 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.

A resolution which is passed by way of conducting Shareholders' written opinion poll must be approved by the Shareholders representing at least fifty one percent (51%) of the total voting shares and shall have the same validity as a resolution passed in the meeting of the GMS. The resolution of the GMS passed by the method of conducting written opinion poll is equal in validity to the one passed by the meeting of the GMS.

**Article 22. Minutes of the GMS**

1. The GMS must be recorded in writing, audio recordings, or other methods of recording
2. The Chairman of the GMS shall be responsible for filing the minutes of the GMS. The minutes must be published on the Website of the Company within twenty four (24) hours and circulated to all the Shareholders within fifteen (15) days from the date of concluding the GMS. The minutes is deemed to be reliable evidence of tasks performed at the GMS unless there are the opinion contrary to the content of the minutes given in accordance with the procedure as stipulated within 10 days from the date the minutes is sent. The minutes shall be written in Vietnamese and bore the signature of the Chairman and the secretary of the GMS and taken in accordance with the Law on Enterprises and this Charter.
3. The minutes of the GMS, list of registered shareholders, ratified Resolutions, and relevant documents enclosed with the invitations must be kept at the company's headquarter.

#### **Article 23 Demand for revocation of a resolution of the GMS.**

Within ninety (90) days as from the date of receipt of the meeting minutes of the GMS 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 the BOD shall be entitled to request the court or arbitration to consider and revoke the resolutions or part of the resolution of the GMS in the following cases:

1. The order and procedures for convening the GMS and making decisions of the GMS did not comply with the Law on Enterprises and the Company's charter.
2. The contents of the Resolution breach the law or the company's charter.

In case the shareholders or group of shareholders request the court or arbitral tribunal to annual a Resolution of the GMS 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. In case a resolution of the GMS is revoked in accordance with a decision by a court or arbitration, the convener of a meeting of the GMS at which such resolution is revoked may consider reorganizing the GMS within sixty (60) days in accordance with the order and procedures stipulated in the Law on Enterprise and this Charter.

## **CHAPTER VII THE BOARD OF DIRECTORS**

#### **Article 24 Composition and term**

1. The number of members of the BOD consists of at least five (5) members and not over eleven (11) members. Each Member of the BOD and independent member of the BOD has a term of office of up to five (05) years without term limit.

The total of independent members of the BOD must account for at least one third (1/3) of the total members of the BOD . The minimum number of independent or non-executive members of the BOD shall be determined by the method of rounding down.

2. Shareholders holding voting shares exercising the right to vote for at least six (6) consecutive months shall be entitled to have the number of each such shareholder's voting rights aggregated to nominate candidates to the BOD. Shareholders or a group of Shareholders holding from 5% to less than 10% of total voting shares for at least six (6) consecutive months shall be entitled to nominate one (1) candidate; from 10% to less than 30% shall be entitled to nominate maximum two (2) candidates, from 30% to less than 40% shall be entitled to

nominate maximum three (3) candidates,, from 40% to less than 50% shall be entitled to nominate maximum four (4) candidates,, from 50% to less than 60% shall be entitled to nominate maximum five (5) candidates, from 60% to less than 70% shall be entitled to nominate six (6) candidates, from 70% to less than 80% shall be entitled to nominate seven (7) candidates, and from 80% to less than 90% shall be entitled to nominate eight (8) candidates.

3. Where the number of candidates to the BOD by way of candidacy or nomination is still insufficient, the incumbent 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 BOD by the incumbent Board of Directors must be clearly announced and approved by the GMS before commencing the nomination. In case the term of office of all Members of the BOD expires at the same time, they are still Members of the BOD until new members are elected and take over the office
4. Membership in the BOD shall be terminated in the following cases:
  - a. That member is no longer eligible to be a member of the BOD in accordance with the regulations of the Law on Enterprises or is prohibited by the Law from holding membership of the BOD ;
  - b. That member tenders his/her resignation to the head office of the Company
  - c. That member is affected by a nervous disorder and other members of the BOD provide professional evidence of his/her loss of civil conduct capacity.
  - d. That member did not attend any meeting of the BOD for six consecutive months without leave of absence granted by the BOD, and the BOD concludes that the position of such member is left vacated.
  - e. That member is dismissed from the BOD under a resolution of the GMS.
5. The BOD may appoint another person as a temporary member of the BOD in order to fill in the arising vacancy, and the new member must be approved by the next General Meeting of Shareholders. Upon the approval of the GMS, the appointment of such new member shall be effective on the date of appointment by the BOD. The term of the new member of the BOD shall be from the effective date of appointment to the expiry date of the term of the BOD. In case the new member is not approved by the GMS, any decision made by the BOD in the run-up to the GMS involving the substitute member of the BOD in voting shall still be deemed effective.
6. The appointment of members of the BOD must be disclosed in accordance with the laws on securities and securities market.
7. Member of the BOD is not necessary to be a shareholder of the Company.

## **Article 25 Rights and Obligations of the BOD**

1. Business activities and operations of the Company are subject to the BOD's supervision and direction. The BOD exercises full power to execute all the rights in the name of the Company except the rights belonging to the GMS. The BOD is the governing body of the Company, and has full power in the name of the Company to exercise the rights and obligations of the Company which are not belonging to the power of the GMS. The business and operations of the Company must be supervised and governed by the BOD.
2. The BOD is responsible for supervising the General Director and other Senior Managers.

3. The rights and obligations of the BOD are stipulated by the Law, this Charter, the regulations on Corporate Governance and the resolutions of the GMS. Specifically, the BOD shall have the following rights and obligations:

- a. To make decisions on the annual plans for the business development and budget;
- b. To identify the operational objectives on the basis of strategic objectives passed by The GMS ;
- c. To resolve claims of the Company against Managers as well as to make decisions on the selection of representatives of the Company in carrying out legal proceedings against such Managers;
- d. To propose the types of shares issuable and the total number of shares of each type to be issued;
- e. To propose the issuance of convertible bonds, and warrants which entitle owners to purchase shares at a pre-determined price;
- f. To make decisions on issuance of other bonds;
- g. To make decisions on the offering price of bonds, shares and convertible securities
- h. To elect, dismiss, discharge from duty the Chairman of the BOD; 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 GMS of another company; decide the wages and other benefits of such persons. The dismissal is not allowed to go against the rights, if any, defined in contracts of the person to be dismissed;
- i. To make decisions on the organizational structure, internal governance regulations of the Company, on the establishment of the subsidiaries, branches, representative offices and on the capital contributing or purchase shares of other enterprises.
- j. To approve the agenda and documents of the GMS, convene the GMS or carry out absentee voting for the GMS to ratify decisions;
- k. To supervise, direct the Director/General Director and other managers to run the company's everyday business operations;
- l. To propose the level of dividend payment; decide the deadline and procedures for dividend payment or settlement of losses incurred during the business operation;
- m. To suggest the re-structuring, dissolution, petition for bankruptcy of the company;
- n. To make decisions on investment plan and projects within the authorization in accordance with the regulations of Laws;
- o. To make decisions on the method of market development, marketing and technology

4. The following issues must be approved by the BOD:

- a. Establishing branches or representative offices of the Company;
- b. Establishing subsidiaries of the Company;
- 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 GMS, the BOD 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)

- d. Appointing and dismissing persons who are authorized by the Company to be commercial representatives and lawyers of the Company;
- e. Loaning and implementing of any warranties and compensation of the Company;
- f. Investments which are not belonging to the business plans and exceeding VND 30,000,000,000 of the total budget, or exceed 10% of the total value of the annual plan and business budget;
- g. Buying or selling shares of other companies established in Vietnam or in foreign countries;
- h. Appraising non-cash assets contributed to the Company related to the issue of shares or bonds of the Company, including gold, land-use rights, intellectual property rights, technology and technological know-how;
- i. purchase or reclamation by the Company of no more than 10% of the shares of each category;
- j. Deciding on the price to purchase or revoke shares of the Company;
- k. Any other business issues or transaction which require approval as decided by the BOD within the scope its power and responsibilities;
- l. Approving the contract for sale, loan, borrowing, and other contracts 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 unless the transactions and contracts are stipulated in point 1 item 2 article 14 of this Charter.

5. The BOD must report to The GMS its activities, in particular, its supervision in respect of the General Director and Senior Managers in the fiscal year. If the BOD fails to submit such report to the GMS, the Company's annual financial statements shall be deemed invalid and not yet approved by the BOD.

6. The BOD may authorize junior employees and Managers to deal with work on behalf of the Company.

7. Members of the BOD (excluding authorized alternate representatives) shall be entitled to remunerations for their assignments as members of the BOD. The total remunerations for the BOD shall be determined by The GMS. These remunerations shall be allocated to members of the Board of Directors as agreed by the BOD or shall be made into equal allocations in case no agreement can be reached.

8. Total payment to the Members of the BOD comprises remunerations, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiaries and affiliated companies and other companies in which a member of the BOD is the capital contributor representative must be featured in detail in the annual report of the Company. The member of the Board of Directors (including the position of Chairman or Vice Chairman) holding any executive position or working in any sub-committee of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of the normal tasks of a member of the Board of Directors, may be paid extra remuneration in the form of a lump sum wage each time, or salary, commission, profit percentage or other forms as decided by the BOD.

9. Members of the BOD shall be entitled to reimbursement of all costs of travel and accommodation and other reasonable expenses paid by them when performing their responsibilities as a member of the BOD Directors, including expenses arising from attending at the meetings of the BOD or sub committees of the BOD, or the GMS.



10. The BOD 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.

11. While performing its functions, rights and obligations, the BOD shall comply with law, the company's charter, and Resolutions of the GMS. In case a Resolution is ratified by the BOD 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 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 BOD to suspend the implementation of such Resolution

#### **Article 26 Chairman, Vice Chairman of the BOD**

1. The BOD shall elect a member of the BOD as the Chairman . The Chairman of the BOD may concurrently hold the position of Director/General Director

2. The Chairman of the BOD is responsible to convene and preside over The GMS and meetings of the BOD; and has other rights and responsibilities stipulated by this Charter and the Law on Enterprise.

3. The Chairman of the BOD is responsible to ensure that the BOD submit annual financial statements, operational reports of the Company, auditor's report and inspection reports to the BOD at the GMS

4. Where the Chairman resign or is dismissed, the BOD must elect any alternate within the period of ten (10) days.

5. In the necessary case, the Chairman may appoint his or her vice chairman to assist in tasks of the Chairman, or on behalf of Chairman to implement tasks and rights of the Chairman in case that the Chairman is absent (absence at the Company over 3 days) without power of attorney or in case that the Chairman is not available. The Vice Chairman also implements other tasks and rights as appointed by the Chairman, the BOD, the Charter and the Governance regulations of the Company.

#### **Article 27 Alternate member of the BOD**

1. Any member of the BOD (other than an alternate member of the BOD) may appoint any other member of the BOD or any other person approved by the BOD and willing to act as an alternate, and retain the right to dismiss his or her alternate.

2. An alternate member of the BOD shall be entitled to receive any notice about the meetings of the BOD and of committees of the BOD of which his or her appointer is a member. The alternate member is able to participate and vote at any meeting where the appointer is absent. The alternate member is authorized to carry out all functions of the appointer as a member of the BOD in case of the absence of the appointer. The alternate member shall not be entitled to receive any remuneration from the Company for his work as an alternate member of the BOD. However, it is not compulsory to send such a notice to the alternate member who is not present in Vietnam.

3. Alternate member must give up his/her status as a member of the BOD if the appointer is no longer a member of the BOD. In case that the member of the BOD finishes his/her term and is then reappointed or is already seen to be reappointed or deemed to have been reappointed at the GSM at which his/her term of office expires, any appointment of an alternate BOD member made by him/her prior to the expiration of his term shall continue after his re-appointment.

4. The appointment or dismissal of the alternate member must be made in a written notice which the appointer signs and sends to the Company or in another form approved by the BOD.

5. Apart from the other regulations stipulated in this Charter, the alternate member shall be deemed a member of the BOD in all aspects and must take individual responsibility for his misconduct, and will not be taken as a representative carrying out the authority of the appointer.

## **Article 28 Meetings of the BOD**

1. The Chairman of the BOD shall be elected during the first meeting of the new term of the BOD within seven (07) working days from the end of the election of the BOD for such term. This meeting shall be convened and chaired by the member having the highest votes. If there is more than one member having the highest votes and the votes are equal, the members shall elect under majority rule one member among them to convene the meeting of the BOD.

2. The regular and irregular meetings of the BOD: The Chairman of the BOD must convene the regular meeting of the Board, and set up the meeting agenda, schedule and venue at least five (05) days ahead of the tentative meeting date. The Chairman can convene a meeting when necessary, but there must be at least one meeting every quarter.

Besides, the Chairman of the BOD has the right to convene the irregular meeting at any time the Chairman deems it necessary to do so for the benefit of the Company.

3. The meeting is convened as requested: The Chairman must convene a meeting of the BOD 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:

- a. The General Director or at least five (5) Senior Managers;
- b. At least two (2) members of the BOD ;
- c. The Board of Supervisors or independent member.

4. The meetings of the BOD stipulated in the Article 28.3 must be held within seven (7) days after the request for a meeting. If the Chairman does not accept to convene a meeting as proposed, the Chairman 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 BOD.

5. At the request of any independent auditor, the Chairman of the BOD must convene a meeting of the Board to discuss auditor's report and the financial position of the Company.

6. Meeting venue: The meetings of the BOD shall be held at the registered address of the Company or at other address in Vietnam or abroad as decided by the Chairman of the BOD and unanimously approved by the BOD.

7. Notice and meeting agenda: Any notice of the meeting of the BOD must be sent to the Members of the BOD at least three (3) days before holding the meeting; members of the BOD may give a written refusal to attend the meeting which may have retroactive effect. The notice of the meeting of the BOD 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 BOD who may be unable to attend the meeting.

The notice of invitation shall be sent by post, facsimile, electronic mail or by other means whichever guarantee to reach the address of each member of the BOD as registered with the Company.

The Chairman of the BOD or the convener shall send invitations and enclosed documents to members of the Board of Supervisors as if they are members of the BOD. The members of the Board of Supervisors are entitled to attend meetings of the BOD, participate in discussion, but unable to cast votes.

8. Quorum. The first meeting of the BOD shall only be conducted for passing resolutions if at least three quarters (3/4) of the total members of the BOD are present or have their authorized representatives in attendance at the meeting.

In case the number of members attending the meeting does not constitute a quorum, the meeting must be reconvened within seven (7) days from the tentative date of the first meeting. The reconvened meeting shall be conducted if over half of the members of the BOD attend the meeting.

9. Voting.

a. Except for Item 9(b) of Article 28, each member of the BOD or his/her Proxy who is present personally at the meeting of the BOD shall have one (1) vote.

b. A member of the BOD 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.

c. According to the regulation in Item 9 (b) of Article 28, when an issue arises at a meeting of the BOD relating to the interests of a member of the BOD or relating to the voting right of any member, and those issues are not resolved by the member voluntarily abandoning his voting right, then such issue shall be referred to the Chairman for decision. The decision of the Chairman on such issue shall be final except where the nature or scope of the interests of the relevant member of the BOD has not been fully announced.

d. The member of the BOD who benefits from any contract stipulated in Article 34.4a and Article 34.4b of this Article shall be deemed to have a considerable interest in such contract.

10. Disclosure of interests. A member of the BOD who, directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware of his interest in such contract or transaction is responsible for disclosure of the core and content of such interest at the meeting where the BOD considers the signing of such contract or transaction for the first time. Where a member of the Board of Director is not aware of his/her own and the related person's interest at the time a contract or transaction is signed with the Company, then such a member must make public his/her related interests at the first meeting of the BOD to be held after awareness of his/her interest or potential interest in the relevant contract or transaction.

11. Majority voting. The BOD passes the resolutions at the meeting of the BOD or conducting the written opinion poll by the approval of a majority of presenting members of the BOD at the meeting (more than 50%) or conducting the written opinion poll. Where the number of vote for or against is equal, the final decision shall be on the vote of Chairman of the BOD or on the vote of Vice Chairman if the Chairman's voting right is prohibited.

12. A member of the BOD who cannot directly attend the meeting shall be permitted to send votes to the meeting by post, fax or email. Votes sent to the meeting by post must be contained in sealed envelopes and given to the Chairman of the BOD at least one (01) hour before the opening time. Votes shall be open in front of every participants.

13. Meetings by telephone or by other forms. A meeting of the BOD can be organized in a form of telephone or other forms among the members of the BOD, of whom or some are in different locations provided that each member participating in the meeting is able to:

a. Hear any other member of the BOD expressing their opinion at the meeting;

b. If desired, he or she can express his or her opinion to other participating members at the same time.

The communication among members can be implemented directly via telephone or by any other means of communication (including use of such means at the time of approving the Charter or thereafter) or by combination of such means. According to this Charter, each member of the

BOD who participates in such a meeting is deemed “present” at the meeting. A meeting which is held in line with the regulation is deemed to be taking place at the venue where the largest group of members of the BOD gathers, or if there is no such group, the venue where the Chairman of the meeting is present will be seen as the venue of the meeting.

The approved resolutions at a meeting via telephone which are duly held and conducted shall take effect immediately after closing the meeting, but they must be confirmed by the signatures of all participating members of the BOD in the meeting minutes.

14. Resolutions by written opinion poll. When necessary, the Chairman of the BOD may decide to conduct the written opinion poll to approve the issues within the power of the BOD.

The Chairman must prepare the voting ballot, the draft of resolution of the BOD and relevant documents enclosed with the voting ballot (if any). The voting ballot and relevant documents must be sent by the guaranteed delivery to the registered address of each member of the BOD in the reasonable time so that such members are able to review the ballot and send the completed vote to the Company. The voting ballot must include the significant contents such as the purpose of written opinion poll; the issues to be submitted for approval; the voting methods including vote for, vote against and no idea for each proposed issue; the deadline to return the completed votes and other necessary information.

The completed ballot must be signed by the members of the BOD asked for approval or his/her proxy. The members of the BOD asked for approval can send the completed voting ballot by the following methods: by post (the voting ballot must be sent in full sealed envelope and no one has right to open it. The voting ballot is sent after the deadline stipulated therein or in the unsealed envelope is invalid); by fax or email (the voting ballot being sent back to the Company must be kept confidentially until the vote counting time). The voting ballot which is not issued by the Company or includes other content than the ones therein is invalid. The voting ballot is sent back or sent without voting is deemed not to conduct the voting.

The chairman of the BOD organizes the vote counting and makes the minutes under the witnesses of the Board of Supervisors or the Shareholders holding the management position of the Company. The counting minutes must include the following contents: The purpose and issues submitted for opinion to pass the resolution; the total number of voting ballots participating in the voting in which the invalid and valid votes must be separated; the total number of vote for; vote against and no idea to each issue; the issues to be approved; the signature of the Chairman of the BOD; the legal representative of the Company, the vote counter and counting inspector. The Chairman of the BOD, the vote counter and the counting inspector must be jointly liable for the honesty, accuracy of the counting minutes and for the loss arising from the decisions passed by the untruthful and inaccurate counting.

The completed voting ballot, the counting minutes, the full text of the approved resolution and relevant documents enclosed with the voting ballot must be filed in the head office of the Company.

The resolution which is passed by way of conducting written opinion poll must be approved by the majority of members of Shareholders having the voting rights. This resolution is equal in validity to the one passed by the BOD in the meeting convened and held as usual.

15. Meeting minutes. The Chairman of the BOD is responsible for delivering the minutes of a meeting of the BOD 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 BOD must be made in Vietnamese language and include the information on full names, signatures of the chairman and the minutes maker

16. Sub-Committees of the BOD. The BOD may establish and authorize its sub-committees. The members of sub-committees may consist of one or more members of the BOD and one or more outside members as decided by the BOD. In the course of exercising the authorized power, the sub-committees must abide by the regulations issued by the BOD. The regulations are able to adjust or allow admission of people who are not members of the BOD 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 BOD.

17. Legal value of actions. The performance of decisions of the BOD, or of its sub-committee affiliated to the BOD, or of any person holding membership of such a sub-committee, shall be deemed having legal value even there might be mistakes in the vote, assignment of members of a sub-committee or the BOD.

## **CHAPTER VIII**

### **GENERAL DIRECTOR, OTHER SENIOR MANAGERS AND SECRETARY OF THE COMPANY.**

#### **Article 29 Management organization**

The Company must enforce a management system in which the management will take responsibility to and work under the BOD. The Company has a General Director, some Deputy General Directors and a Chief Accountant and other titles appointed by the BOD. The General Director and Deputy General Directors can be members of the BOD concurrently, and are appointed or dismissed by a duly approved resolution of the BOD.

#### **Article 30 Managers**

1. At the suggestion of the General Director and approval of the BOD, the Company will recruit an adequate number of qualified managers compatible with the structure and practices of the Company as proposed by the BOD at each particular time. Managers shall be necessarily diligent in order to attain the objectives of the operation and organization of the Company.
2. Salary, remuneration, benefits and other terms in the employment contract with the General Director or Director must be decided by the BOD and employment contracts with other Senior Managers shall be decided by the BOD after consulting the General Director or Director

#### **Article 31 Appointment, dismissal, tasks and authority of Director or the General Director**

1. Appointment. The BOD will appoint a member of the Board or another person act as the Director or General Director and will sign an employment contract defining salary, allowances, benefits and other terms related to recruitment. Information on salary, allowances and benefits of the Director or General Director must be reported at the annual General Meeting of Shareholders as well as presented in the Company's annual report.
2. Office term. The term of Director or the General Director shall not be longer than five (05) years unless otherwise decided by the BOD and the Director or General Director can be re-elected for an unlimited number of terms. The appointment can be terminated based on regulations in the employment contract. Director or The General Director shall not be a person who is banned by the law from holding this 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.

3. Authority and functions. Director or The General Director has the following authority and responsibilities:

a. To organize the implementation of the resolutions of the BOD and the GMS, and business and investment plans of the Company which are approved by the BOD and the GMS;

b. To make decisions on all issues which do not require the resolutions of BOD, including acting on behalf of the Company to sign financial and commercial contracts, organizing and operating everyday business and production activities of the Company according to the best management practices;

c. To propose the quantities and titles of managers to be hired by the Company so that the BOD can appoint or dismiss when necessary to implement the best management practices and structures which the BOD suggests; to play a consulting role so that the BOD can decide on salary, honoraria, and other benefits to be included in employment contracts signed with such managers;

d. To consult the BOD to decide the number of employees, salary, pensions, benefits, appointments, dismissals and other terms included in their labor contracts;

e. On December 1<sup>st</sup> of each year, the Director or the General Director shall have to submit to the BOD for approval of the detailed business plan for the following fiscal year based on appropriate budget requirements; and also five-year financial plan;

f. To organize the implementation of annual business plans which are approved at the GMS and by the BOD;

g. To propose measures designed to improve operations and management of the Company;

h. To prepare long-term, annual and monthly estimates (hereinafter referred to as estimates) serving the long-term, annual and monthly management activity of the Company in conformity with the business plan. Annual estimates (including expected balance sheet, income statement and cash flow statement) for each of the fiscal year will be submitted to the BOD for approval and shall contain information as stipulated in the Company's regulations;

i. To manage the day-to-day business operations of the Company in line with the regulations of this Charter and the regulations of the Company, the resolutions of the BOD, the General Director's employment contract and the provision of the law.

4. Report to the BOD and Shareholders: The Director or the General Director is responsible to the BOD and the GMS in the execution of their tasks and delegated authority, and must report to these bodies when demanded.

5. Dismissal: the Director or the General Director shall be dismissed upon the occurrence of the following cases:

a. Passing away, becoming insane, being disenfranchised;

b. Violating of obligations, responsibilities of the Director or the General Director, the company manager;

c. Submitting resignation letter; the resignation of the Director must be made in writing and sent to the BOD. Within 15 days after receipt of the resignation letter, the BOD shall consider to make a decision;

d. According to a Resolution of the BOD;

e. Other cases in line with the regulations in this Charter and of the law.

The BOD can dismiss the Director (or the General Director) under the majority rule.

### **Article 32 Secretary of the Company**

The BOD will appoint one (or more) person to act as Company Secretary with tenure and terms decided by the BOD. (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. The BOD is able to dismiss a Company Secretary at any time without violating the prevailing regulations on labor. One or more people assistants for the Company's Secretary can be appointed by the BOD from time to time. The functions and duties of the Secretary of Company shall comprise:

1. To prepare meetings of the BOD, Board of Supervisors and the GMS as requested by the BOD or the Board of Supervisors ;
2. To provide advice on meeting procedures; to attend the meetings and to take meeting minutes;
3. To assist Members of the BOD in performing their rights and obligations;
4. To assist the BOD 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;
5. To ensure the resolutions of the BOD in accordance with the Laws;
6. To provide financial information, copies of meeting minutes of the BOD and other information to the members of the BOD and the Board of Supervisors .

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

## **CHAPTER IX**

### **AUTHORIZED TASKS OF MEMBERS OF THE BOD, MEMBERS OF THE BOARD OF SUPERVISORS , GENERAL DIRECTOR (DIRECTOR) AND MANAGERS**

#### **Article 33 Responsibility to exercise prudence**

Members of The BOD, members of the Board of Supervisors , Director or General Director and Managers are entrusted with a responsibility to execute their tasks, including tasks as members of sub-committees of the BOD, honestly and in a way which they believe is in the best interests of the Company and with a degree of prudence which any other careful person would need to undertake an equivalent position in a similar context.

#### **Article 34 Responsibility for integrity and avoidance of interest conflicts**

1. Members of the BOD, members of the Board of Supervisors , Director or the General Director and Managers are not allowed to, for individual purposes, make use of business opportunities which may bring in the benefits to the Company; at the same time they cannot use information they have obtained owing to their positions for their own individual self-interest or for the interests of any other individual or organization.

2. Members of the BOD, members of the Board of Supervisors , Director or General Director and Managers have obligations to inform the BOD all possible conflicts of interest which they could enjoy via economic legal entities, transactions or other individuals.

3. The Company shall not be allowed to grant loans, guarantees or credit to members of the BOD, members of the Board of Supervisors , the Director (General Director), Managers or their

related person; or any legal entity in which the above mentioned persons have related financial interests, except where such loan or guarantee has been approved by the GMS

4. A contract or transaction between the Company and one or many members of the BOD , members of the Board of Supervisors , the Director (General Director), Managers and their related persons, or companies, associations or organizations in which any members of the BOD , any members of the Board of Supervisors , and any other Managers of the Company and their related persons are members or have financial benefit relation thereof shall not be invalid if:

a) Any contracts are valued at less than twenty percent (20%) of the total value of the assets recorded in the latest financial statements, the main content of such contracts or transactions as well as the relationship and the interests of any manager or member of the BOD are reported to the BOD or the related sub-committee. At the same time, the BOD or that sub-committee is allowed to conduct such contracts or transactions in an honest manner by a majority of approval vote of the members of the BOD with no related interests

b) Any contracts valued at twenty percent (20%) or more of the total value of the asset of the Company and its branches recorded in the latest audited financial statements, the main content of such contracts or transactions as well as the relationship and the interests of the managers or members of the BOD have been disclosed to the shareholders whose interests are not related having voting rights on such contracts or transactions, and such shareholders voted for such contracts or transactions

c) Such contracts or transactions shall be deemed equally and reasonably by the independent consultancy organization considering on all aspects relating to shareholders of the Company at the time when such contracts or transactions are approved to implement by the BOD or sub-committee belonging to the BOD or Shareholders.

Neither members of the BOD nor the member of the Board of Supervisors , nor the Director (General Director), nor any Managers, nor any related persons shall not be permitted to use the information which is not allowed by the Company to announce or to disclose to other persons to conduct the related transactions.

### **Article 35                      Responsibility for loss and compensation**

1. Responsibility for loss. Members of the BOD, members of the Board of Supervisors , Director (General Director) and Managers who violate their obligations to act honestly, or do not fulfill their tasks with prudence, diligence and professional competence, will bear responsibility for damage caused by their improper conduct.

2. Compensation. The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, lawsuit, or prosecution (including civil and administrative cases other than legal proceedings initiated by the Company) if such a person was or is a member of the BOD, a Manager, an employee or an authorized representative of the Company, or such person worked or is working at the request of the Company with status as a member of the BOD, a Manager, an employee or an authorized representative of another company provided that such person acted or is acting honestly, prudently and diligently in the best interests or without countering the best interests of the Company in compliance with Law and that there was no evidence that such person committed a breach of his/her responsibilities . When implementing functions, duties or work authorized by the Company, the members of the BOD, members of the Board of Supervisors , Managers, the employee of the Company or an Authorized Representative of the Company, shall be entitled to compensation paid by the Company when they become a related party in any claim, suit or legal proceeding (excluding legal proceedings initiated by the Company) in the following cases:

a) They acted honestly, prudently and diligently in the interests of the Company and without conflicting with the interests of the Company;



b) They complied with law and there is no evidence that they failed to perform their responsibilities.

3. The expenses for compensation shall comprise arising expenses (including lawyer's fees), judgment expenses, fines and payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law. The Company may purchase liability insurance for such persons to avoid the responsibilities of compensation as mentioned above.

## **CHAPTER X**

### **BOARD OF SUPERVISORS**

#### **Article 36     Members of the Board of Supervisors**

1. The number of members of the Board of Supervisors must be composed of three (03) to five (05) members. The members of the Board of Supervisors must not be any person working financial accounting department of the Company, and they also shall not be members or employees of the independent auditing company that carrying out an audit of financial statements of the Company. The members of the Board of Supervisors must be accountants or auditors

The members of the Board of Supervisors shall not be a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling of the members of the BOD, Director (General Director) and other managers of the Company. The members of the Board of Supervisors must not hold managerial positions of the company and are not necessarily the shareholders or employees of the Company. The members must satisfy other standards and conditions of relevant regulations of law.

The members of the Board of Supervisors shall elect one (01) of them as the Head of the Board of Supervisors under the majority rule. The Head of the Board of Supervisors must be a professional accountant or auditor and has to work full-time at the company. Head of the Board of Supervisors has the following authorities and responsibilities:

a. To convene the meeting of the Board of Supervisors and act as the Head of the Board of Supervisors ;

b. To request the BOD, General Director and other managers to provide relevant information to report to the Board of Supervisors ;

c. To draft and sign the Board of Supervisors 's reports after consulting with the BOD to submit to the GMS.

2. The shareholders who own shares having voting rights for a consecutive period of at least six (06) months may aggregate voting rights of each person to nominate the candidates of the Board of Supervisors . Shareholders or a group of Shareholders who hold more than 5% to below 10% of voting shall be entitled to nominate one (01) candidate; from 10% to below 30%, to nominate up to two (02) candidates; from 30% to below 40% to nominate up to three (03) candidates; from 40% to below 50% to nominate up to four (04) candidates; from 50% to below 60% to nominate up to five (05) candidates.

3. Where the number of candidates of the Board of Supervisors by nomination is inadequate as required, the standing Board of Supervisors may nominate additional candidates or conduct nomination in accordance with the mechanism as stipulated in the Regulations on the Corporate Governance. The Board of Supervisors 's mechanism for nomination is explicitly announced and approved by the GMS prior to the nomination.

4. The members of the Board of Supervisors are appointed by the GMS with a maximum term of 5 years; the members of the Board of Supervisors may be re-elected with unlimited term.

Where the term of members of the Board of Supervisors is expired at the same time meanwhile the new Board of Supervisors is not yet elected, such members shall continue their duties and obligations until the new Board of Supervisors is elected

5. A member of the Board of Supervisors will no longer have his/her status as member in the following cases:

a. A Supervisor shall be dismissed if he or she:

- no longer satisfies the standards prescribed in Article 164 of the Law on Enterprises ;
- fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events;
- tenders a resignation which is accepted.

b. A Supervisor shall be discharge from duty if he or she:

- fails to fulfill the given tasks or duties;
- commit serious or repeated violations against obligations of Supervisor prescribed by the Law on Enterprises and this Charter;
- is discharged under a decision of the GMS

### **Article 37 Board of Supervisors**

1. The company must have the Board of Supervisors . The Board of Supervisors has the rights and responsibilities as stipulated in Article 165 of Law on Enterprises and this Charter, including the following rights and responsibilities:

a. To propose selection the independent auditing companies, auditing fees and all relating issues;

b. To discuss with the independent auditors the scale and nature of the audit prior to the beginning of the auditing work;

c. To ask for independently professional advice or consultancy on legality and to ensure the participation of external experts whose experience and professional are suitable with the company's activities if required;

d. To inspect the annual, quarterly, and interim financial statements;

e. To discuss the problems and shortcomings identified in the results of the interim or final audits as well as issues raised by independent auditors;

f. To examine the management letters from independent auditors and feedback from the Company's executive board;

g. To examine the report of the Company on the system of internal control prior to get the approval of the BOD; and

h. To examine the outcomes of the internal investigations and feedback from the Company's executive board.

2. The members of the BOD, Director or the General Director and Managers are obliged to provide all the information and documents related to the Company's operations when required by the Board of Supervisors . The Company's secretary must ensure that copies of all financial records as well as other information are to be provided to the members of the BOD and those copies of the meeting minutes of the Board of Director shall be provided to the members of the Board of Supervisors and the BOD at the same time.

3. After consulting with the BOD, the Board of Supervisors can issue regulations on its meetings and methods of operation. The Board of Supervisors must hold a meeting at least two (02) times per year and the number of members attending the meeting shall be at least 2/3 (two thirds) of the total members.

4. Total remunerations to the Board of Supervisors shall be decided by the GMS. The Board of Supervisors members will be compensated for travel and accommodation expenses and other reasonably arising expenses from participating in Board of Supervisors meetings or other activities relating to the Company's operations.

## **CHAPTER XI**

### **AUTHORITY TO EXAMINE THE COMPANY'S BOOKS AND RECORDS**

#### **Article 38 Authority to investigate books and records**

1. Any Shareholder or group of Shareholders mentioned in Articles 24.2 and 36.2 in this Charter holds the rights, directly or via lawyers or authorized individuals, to send a written request to check, during working hours and on the premises of the Company, the list of Shareholders and minutes of the GMS, and to obtain copies of or excerpts from these documents. Any request for examination submitted by representative lawyers or other representatives authorized by the Shareholder must present the power of attorney from the Shareholder or a notarized copy of this power of attorney.

2. Members of The BOD, members of the Board of Supervisors , Directors or General Director and Managers have the right to review the Company's Shareholder Register, list of Shareholders and other books and records of the Company for purposes relating to their positions upon the condition that the information is kept confidential.

3. The Company must keep this Charter and its amendments, Business Registration Certificates, statutes, papers certifying asset ownership, minutes of the GMS and meetings of the BOD, Board of Supervisors 's reports, annual financial statements, accounting books, and other papers required by the Law at the Company's Head office or in another place provided that the Shareholders and business registration agencies are informed of the place.

4 All Shareholders can have a copy of this Charter free of charge. If the Company has a website, this Charter must be accessible via that website.

## **CHAPTER XII**

### **EMPLOYEES AND UNIONS**

#### **Article 39. Employees and unions**

Director or the General Director must prepare a plan for the BOD's approval on issues related to recruitment, employment, termination of employment, salaries, social security, bonuses, awards and discipline for the Managers and employees, as well as the Company's relationships with recognized Trade unions, according to the highest standards, practices and management policies, the practices and policies stated in this Charter, and the statutes of the Company and the Law.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 40. Dividends**

1. The GMS shall decide the annual dividend payout ratio and the method of payment from the Company's retained profits.

2. As regulated by Law on Enterprises, the BOD may decide mid-term dividends advances upon considering that such advance payment conforms to the Company's profit-making capability.

3. The Company shall not pay interest on dividend payment or possible amounts payable relating to any type of share.

4. The GMS may on the recommendation of the BOD approve the payment of dividend in whole or in part by shares and the BOD shall implement that approval.

5. With the approval of the Shareholders at the GMS, the BOD can decide and announce that owners of common shares is entitled to stock dividend in common shares instead of cash. The additional Shares shall be recorded as fully paid Shares on the basis that the value of the dividend Shares shall be equal to the amount of cash dividends.

6. According to the Law on Enterprises, the Law on Securities, the BOD shall approve a resolution determining a specific date to be a record date for the Company's operations. Following that date, people registered as Shareholders or people owning other securities get the right to receive dividends, interest and profit distribution, to receive shares, and to receive notices or other documents. This record date can be the same day as or any time before the rights are exercised. This does not affect the rights of either party in a related share or securities transaction. Other issues relating to profit distribution shall be realized in accordance with the laws.

## **CHAPTER XIV**

### **BANK ACCOUNTS, RESERVED FUND, FISCAL YEAR, AND ACCOUNTING SYSTEM**

#### **Article 41 Bank accounts**

1. The Company will open its accounts in one or more of Vietnam's banks or in foreign banks permitted to operate in Vietnam.

2. With the approval of the bodies with jurisdiction, the Company can open an account abroad as regulated by the Law, if necessary.

3. The Company will make all payment and accounting transactions via the Vietnam dong or foreign currency accounts at the bank where the Company has accounts.

#### **Article 42 Reserve Fund**

Each year, the company will be deducted from your after-tax profit to a reserve fund account to supplement the charter capital in accordance with the law. Deductions do not exceed 5% after-tax profit of the company and be deducted until the reserve fund equal to 10% charter capital of the company.

#### **Article 43 Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on 31<sup>st</sup> of December of the same year. The first fiscal year begins on the date of granting business registration

certificate (or business license for conditional business lines) and ends on the 31st of December of the same year when the business registration certificate is granted.

#### **Article 44 Accounting system**

1. The Company shall adopt Vietnamese Accounting Standards (VAS) or any other system approved by the Ministry of Finance to apply for the accounting system of the Company

2. The Company must maintain its accounting books in Vietnamese and/or in foreign languages in compliance with the legal regulation. The Company will keep its accounting records in accordance with the types of operations which the Company performs. These records must be accurate, up-to-date, systematic and sufficient to prove and explain all the Company's transactions.

3. The Company uses the Vietnam dong (or freely convertible foreign currency in case of getting approval from competent authorities) as the official currency in its accounting system.

### **CHAPTER XV**

#### **ANNUAL REPORTS, RESPONSIBILITY FOR INFORMATION DISCLOSURE, PUBLIC ANNOUNCEMENTS**

#### **Article 40 Annual, interim and quarterly financial statements**

1. The Company must prepare an annual financial statements in line with the legal regulations as well as those of the State Securities Commission (in case the Company has listed its shares on the stock market) and must be audited as stated in Article 47 of this Charter, and within 90 days after the end of each fiscal year, must submit an annual financial statements approved by the GMS to the authorized tax office, the State Securities Commission, the Stock Exchange and business registration authorities.

2. The annual financial statements must include an income statement, reflecting honestly and objectively the profit and loss situation of the company in the fiscal year; a balance sheet showing honestly and objectively the operating state of the Company up to the date of the report; a cash flow statement; and the notes to the financial statement. If the Company is a parent company, the annual financial statements must include the annual financial statements for the Company and the consolidated financial statements on the operating state of the Company and its subsidiaries at the end of each fiscal year.

3. The Company shall prepare reports for every six months or on a quarterly basis in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange or the Securities Trading Center.

4. All the audited financial statements, quarterly and interim reports shall be published on the Website.

5. Any interested organization or individual will be entitled to examine or make a copy of the annual financial statements already being audited, the quarterly and interim reports during the working hours of the Company, at the Company's Head office and will be charged a reasonable fee for the copies.

#### **Article 46 Annual reports**

The Company must make and announce an Annual report in accordance with the Law on Securities and security market.

## **CHAPTER XVI**

### **COMPANY AUDITING**

#### **Article 47     Auditing**

1. The annual GMS will select an independent auditing company or approve the list of independent auditing companies that lawfully operate in Vietnam and are approved by the State Securities Commission to perform audits on financial statements of listed companies, and authorize the BOD to select one of those auditing companies to audit the Company for the next fiscal year based on the terms and conditions agreed to by the BOD. For the first fiscal year, the BOD 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)

2. The Company must prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.

3. The Company's independent auditing company examines, certifies and reports on the annual financial reports explaining the Company's income and expenditure, generates an auditing report and presents that report to the BOD within two months from the end of the fiscal year. Employees of the independent auditing company, who conduct the auditing for the Company, shall be approved by the State Securities Commission.

4. A copy of the audit report must be sent along with annual financial statements of the Company.

5. An auditor performing an audit of the Company is permitted to attend all the General Meetings of Shareholders and has the rights to receive all the notices and any other information relating to any the GMS the same way as other Shareholders and also has the right to speak at the GMS regarding matters relating to auditing work.

## **CHAPTER XVII**

### **SEAL**

#### **Article 48     Seal**

1. The BOD is entitled to decide the form, quantity, and contents of the Company's seal. A seal must specify:

- a. The enterprise's name;
- b. The enterprise's code.

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

3. The seal shall be used in the cases prescribed by law or agreed by the parties.

4. The BOD, Director or the General Director shall use, manage and store the seal in accordance with the applicable Law.

## **CHAPTER XVIII**

### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 49 Termination of operations**

1. The Company may be dissolved or terminated its operations in the following cases
  - a. The Company term of operation expires, even after extensions.
  - b. Upon declaration by the court of Vietnam of the bankruptcy of the Company pursuant to the Law currently in force;
  - c. The Company shall be early dissolved as decided by the GMS.
  - d. Other cases as regulated by the Law.
2. Dissolution of the Company before expiry (including any extended term) is approved by the GMS and the decision must be announced to, or must be approved by (if so required) the competent authorities in accordance with the laws.

#### **Article 50 Case of Stalemate between members of the BOD and Shareholders**

Unless otherwise stated in this Charter, Shareholders holding half of the outstanding shares with the rights to vote in election of members to the BOD have the right to file a lawsuit to request dissolution on one or some of the following grounds:

1. The members of Board of Directors do not reach an agreement on the management of the Company, leading to the failure of reaching enough votes for the BOD to remain its operation.
2. There is no consensus among shareholders, thus reaching insufficient number of votes as required to proceed with the election of BOD's members.
3. There is internal conflict and the Shareholders are separated into two or more factions, making dissolution the most beneficial plan for all the Shareholders.

#### **Article 51 Liquidation**

1. At least six (06) months before the conclusion of the Company's Operating Duration or after a decision to dissolve the Company, the BOD must establish a Liquidation Council of three (3) members, two (02) of whom are assigned by the GMS and the other by the BOD from an independent auditing company. The Liquidation Council will prepare its own operating regulations. The members of the Council can be selected from the Company's employees or from independent experts. Among the Company's debts, priority will be given to settlement of the expenses related to the liquidation.
2. The Liquidation Council has the responsibility to report to the business registration authorities on its date of establishment and the commencement day of operations. From that day, the Council will represent the Company in all matters relating to the liquidation of the Company in Court and other administrative authorities.
3. The money collected from liquidation will be paid out in the following order:
  - a. liquidation expenses;
  - b. employees' salaries and social security;
  - c. tax and other tax-related amounts the Company must pay to the Government of Vietnam;
  - d. loans, if any;
  - e. the Company's other debts;

- f. the remainder after the payment of items (a) to (e) above will be divided among Shareholders. Priority is given to payment to preferential Shareholders.

## **CHAPTER XIX**

### **SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 52 Settlement of internal disputes**

1. In the event of a conflict or complaint relating to the Company's operations or to Shareholders' rights and obligations arising from this Charter or the Law on Enterprises or other laws or administrative regulations, between:

- a. Shareholders and the Company; or
- b. Shareholders and the BOD, Board of Supervisors , General Director or senior Managers

The involved parties will try to solve the conflict through negotiation and reconciliation. Except for conflicts concerning the BOD or the Chairman of the Board, the Chairman of the Board will preside over the settlement of the conflict and will ask each party to present the actual factors relating to the conflict within 30 working days after the conflict arises. When the conflict concerns the BOD or the Chairman of the Board, any party can ask for the assignment of an independent expert to act as an arbitrator for the settlement of the conflict.

2. If no settlement decision is made within 6 weeks after the beginning of the settlement process or the settlement decision of the arbitrator is not accepted by the parties, any party can take the case to the Court or economic arbitration.

3. Each party shall bear their own expenses arising from the negotiation and reconciliation procedures. The court shall determine which party bears court fees.

## **CHAPTER XX**

### **SUPPLEMENT AND AMENDMENT TO THE CHARTER**

#### **Article 53 Supplement and amendment to the Charter**

1. Any supplement to or amendment of this Charter is subject to the approval of the GMS. The supplemented and amended charter must be informed to the competent authorities and announced in accordance with the Laws.

2. In case any regulation of the laws relate to the operation of the Company are not included in this Charter or any new regulation of the laws are different from the articles of this Charter, such regulations of law shall automatically prevail and regulate the operations of the Company.

## **CHAPTER XXI**

### **EFFECTIVE DATE**

#### **Article 54 Effective date**

1. The charter including 54 articles and XXI chapters are passed by the GMS on 15 September 2016 and unanimously agreed on the validity of the full content of this Charter.

2. This Charter is the only and official charter of the Company. Any copy or extract of this Charter shall only be valid when it bears the signature of the Chairman of the BOD or those of at least ½ (a half) of the total BOD's members.



**HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**  
**LEGAL REPRESENTATIVE**  
**(Signed and Sealed)**

**NGUYEN XUAN THANG**

APPENDIX. LIST OF FOUNDING SHAREHOLDERS.

<b>No.</b>	<b>Founding shareholders</b>	<b>Address</b>	<b>Number of shares</b>
1	Hoang Anh Gia Lai Joint Stock Company	15 Truong Chinh, Pleiku, Gia Lai	540,458,340
2	Nguyen Van Minh	11B Tang Bat Ho, Yen do Ward, Pleiku City, Gia Lai Province	Transferred
3	Nguyen Xuan Thang	118 Nguyen Thai Binh, Iakring Ward, Pleiku City, Gia Lai Province	Transferred

