

# BẢNG CHI TIẾT SỬA ĐỔI NỘI DUNG ĐIỀU LỆ CÔNG TY SAU KHI TƯ VẤN CÔNG TY LUẬT

## TABLE OF AMENDMENTS ON HGT CHARTER

Stt	Điều lệ hiện hành/ Current charter	Đề nghị sửa đổi/ Propose to amend	Lý do/ Reason
1.	<p><b>Preamble</b></p> <p><i>This fifth amended and supplemented Charter is adopted by the shareholders of the Company in accordance with the resolution of the General Meeting of Shareholders on April 22, 2017.</i></p>	<p><b>Preamble</b></p> <p><i>This <b>sixth</b> amended and supplemented Charter is adopted by the shareholders of the Company in accordance with the resolution of the General Meeting of Shareholders on <b>....., 2020</b></i></p>	
	<p><b>Article 1: Definitions</b></p> <p>a. "Charter capital" means the capital contributed by all shareholders and stipulated in Article 5 of this Charter.</p> <p>b. "Enterprise Law" means the Enterprise Law No. 68/2014/QH13 passed by the National Assembly on November 26, 2014.</p> <p>c. "Establishment Day" means the date the Company is granted the Certificate of Business Registration for the first time.</p> <p>d. "Management Officers" are the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, and other management positions within the Company that are approved by the Board of Management.</p> <p>e. "Related person" means any individual or organization prescribed in Article 4.17 of the Enterprise Law.</p> <p>f. "Term of operation" means the duration of operation of the Company as prescribed in Clause 6,</p>	<p>a. "Charter capital" means the capital contributed by all shareholders and stipulated in Article 5 of this Charter.</p> <p>b. "Enterprise Law" means the Enterprise Law No. 68/2014/QH13 passed by the National Assembly on November 26, 2014.</p> <p>c. "Securities Law" means the Securities Law dated November 26, 2019;</p> <p>d. "Establishment Day" means the date the Company is granted the Certificate of Business Registration for the first time.</p> <p>f. "Enterprise executive" is the General Director, Deputy General Director, Chief Accountant of the Company.</p> <p>g. "Related person" means any individual or organization prescribed in Clause 17, Article 4 of the Enterprise Law, Clause 46 Article 4 of Securities Law.</p> <p>h. "Big shareholder" means a shareholder defined in Clause 18, Article 4 of the Securities Law;</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC</i></p>

	<p>Article 2 of this Charter.</p> <p>g. ...</p> <p>h. ....</p>	<p>i. "Term of operation" means the duration of operation of the Company as prescribed in Clause 6, Article 2 of this Charter and extension (if any) approved by the General Meeting of Shareholders of the Company by resolution.</p> <p>j. ...</p> <p>k. ...</p>	
	<p>CHAPTER II</p> <p>NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION OF THE COMPANY</p>	<p>CHAPTER II</p> <p>NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVES OF THE COMPANY</p>	<p><i>amended under the guidance of Circular 95/2017 / TT-BTC</i></p>
2.	<p><i>Article 3: Objectives of the Company</i></p> <p><i>Section 1. Business lines of the Company are:</i></p> <p>3. Other telecommunications activities</p> <p>Details: Business of internet access points</p> <p>5. Other passenger transport by road</p> <p>Details: Contracted or fixed route passenger transport</p> <p>7. Installation of water supply, heating and air conditioning systems;</p> <p>Detail: Installation of water supply and drainage systems;</p> <p>8. Installation of other construction systems;</p>	<p><i>Remove those items</i></p>	<p><i>LC consultation on 06 business lines limit of charter capital ownership of foreign investors. And for other remaining business lines, our company has not had any direction on</i></p>

	<p>12. Wholesale of other household appliances Details: Trading of cosmetics and toiletries;</p> <p>13. Lottery, betting and gambling activities Details: Business of prize-winning electronic games for foreigners;</p> <p>14. Other unclassified recreational activities Details: Karaoke service</p> <p>17. Construction of buildings;</p> <p>18. Construction of public works;</p> <p>19. Finishing of works construction;</p> <p>21. Supply and management of labor resources Details: Domestic labor training and supply;</p> <p>22. Other unclassified mining activities Details: Mining and trading of minerals;</p> <p>23. Wholesale of machinery and other machine parts Details: Trading of machinery and equipment;</p> <p>24. Trading of real estate with own or leased property Details: Real estate business</p>		<p>development them yet.</p>
	<p><b>Article 4: Scope of business and operation</b></p> <p>The Company is permitted to plan and conduct all business activities in accordance with the Business Registration Certificate and this Charter and in accordance with the applicable laws and to adopt appropriate measures to achieve its goals.</p> <p>The Company may conduct business activities in other</p>	<p><b>Article 4: Scope of business and operation</b></p> <p>The Company is permitted to plan and conduct all business activities in accordance with the Company's business lines published on the National Business Registration Portal and this Charter and in accordance with the applicable laws and to adopt appropriate measures to achieve its goals.</p> <p>The Company may conduct business activities in other</p>	<p>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 5 of Sample charter)</p>

	areas permitted by law which is deemed by the Board of Management to be in the best interest of the Company.	business lines permitted by law and approved by the General Meeting of Shareholders.	
	<p><b>Article 5: Charter capital, shares and founding shareholders</b></p> <p>2. The Company may increase its charter capital when approved by the General Meeting of Shareholders in accordance with the law.</p> <p>5. The name, address, number of shares and other details about founding shareholders in accordance with the Enterprise Law shall be included in Appendix 1.</p> <p>6. Ordinary shares shall be offered with priority given to existing shareholders in proportion to their own ordinary shares in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the share offering. In each announcement, the Company must specify the number of shares offered for sale and the appropriate buying registration term (at least twenty working days) so that shareholders can register to buy. The number of shares not registered by the shareholders will be decided by the Board of Management. The Board of Management may distribute such shares to various entities under the conditions and manner deemed appropriate by the Board of Management, provided that those share shall not have sold under conditions that are more favorable than the conditions offered to existing shareholders, unless otherwise agreed by the General Meeting of Shareholders or unless the shares are sold on the Stock</p>	<p><b>Article 5: Charter capital, shares and founding shareholders</b></p> <p>2. The Company may change its charter capital when approved by the General Meeting of Shareholders in accordance with the law.</p> <p>5. The name, address, number of shares and other details about founding shareholders in accordance with the Enterprise Law shall be included in Appendix 1. This appendix is part of this Charter.</p> <p>6. Ordinary shares shall be offered with priority given to existing shareholders in proportion to their own ordinary shares in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The number of shares not registered by the shareholders will be decided by the Board of Management. The Board of Management may distribute such shares to various entities under the conditions and manner deemed appropriate by the Board of Management, provided that those share shall not have sold under conditions that are more favorable than the conditions offered to existing shareholders, unless the shares are sold on the Stock Exchange by auction method.</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 6 of Sample charter)</i></p>

	<p>Exchange.</p> <p>7. The Company may buy shares of its own, including redeemable preference shares, in the manner prescribed in this Charter and in accordance with applicable laws. Ordinary shares bought back by the Company shall become treasury shares and the Board of Management may offer such shares in accordance with the provisions of this Charter, the Law on Securities, and relevant guiding documents.</p>	<p>7. The Company may buy shares of its own in the manner prescribed in this Charter and in accordance with applicable laws. Shares bought back by the Company shall become treasury shares and the Board of Management may offer such shares in accordance with the Law on Securities, relevant guiding documents, and the provisions of this Charter.</p>	
	<p><b>Article 6: Share certificates</b></p> <p>2. The share certificates must bear the seal of the Company and the signature of the legal representative of the Company in accordance with the Enterprise Law. The share certificates must specify the number and type of shares held by the shareholder, full name of the holder (in the case of registered shares) and other information in accordance with the provisions of the Enterprise Law. Each registered share certificate represents only one type of share.</p> <p>3. Within 15 days from the date of submitting a full set of documents for transfer of share ownership in accordance with the Company's regulations making full payment to buy the share as stipulated in the share issue plan of the Company, the owner of the shares will be issued a share certificate. The owner of the share does not have to pay the Company the cost of printing the share certificate or any other fees.</p> <p>5. In case the registered share certificate is damaged, erased, lost, stolen or—destroyed, the owner of the</p>	<p><b>Article 6: Share certificates</b></p> <p>2. Share means a certificate issued by a company, book entry or electronic data confirming ownership of one or a number of shares of that company. Stocks must contain all of the contents specified in Clause 1, Article 120 of the Law on Enterprises.</p> <p>3. Within 15 days from the date of submitting a full set of documents for transfer of share ownership in accordance with the Company's regulations or within 15 days of the date making full payment to buy the share as stipulated in the share issue plan of the Company, the owner of the shares will be issued a share certificate. The owner of the share does not have to pay the Company the cost of printing the share certificate.</p> <p>5. In case the registered share certificate is lost, destroyed, the owner of the registered share certificate may suggest a</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 7 of Sample charter)</i></p>

	<p>registered share certificate may request a new share certificate, provided that he/she is able to present evidence of shares ownership and pay for any related expenses to the Company.</p> <p>6. The owner of the registered share certificate shall be solely responsible for maintaining the certificate and the Company shall not be liable in cases where such certificate is stolen or used for fraudulent purposes.</p> <p>7. The Company may issue non-certificate registered shares. The BOM may issue documents allowing the certificate or non-certificate registered shares to be transferred without compulsory transfer documents. The Board of Management may issue regulations on certificates and transfer of shares in accordance with the provisions of the Enterprise Law, the Law on Securities, the Securities Market and this Charter.</p>	<p>new share certificate, provided that he/she is able to present evidence of shares ownership and pay for any related expenses to the Company.</p> <p>6. Regulations on anonymous shares are no longer appropriate. Therefore, this provision is removed.</p> <p>7. The Company may issue non-certificate registered shares. The Board of Management may issue documents allowing the certificate or non-certificate registered shares to be transferred without compulsory transfer documents. The Board of Management may issue regulations on certificates and transfer of shares in accordance with the provisions of the Enterprise Law, the Law on Securities and this Charter.</p>	
	<p><b>Article 7: Other security certificates</b></p> <p>Bond certificates or other security certificates of the Company (except for letters of offer, temporary certificates and similar documents) shall be issued with the seal and signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of the issue.</p>	<p><b>Article 7: Other security certificates</b></p> <p>Bond certificates or other security certificates of the Company (except for letters of offer, temporary certificates and similar documents) shall be issued with the seal and signature of the legal representative of the Company.</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 8 of Sample charter)</i></p>
3.	<p><b>Article 8: Transfer of shares</b></p> <p>1. All shares may be freely transferred unless otherwise stipulated by law. Shares listed on the Stock Exchange</p>	<p><b>Article 8: Transfer of shares</b></p> <p>1. All shares may be freely transferred unless otherwise stipulated by this Charter and law. Shares, registration of transactions listed on the Stock Exchange shall be</p>	<p><i>In order to fit with</i></p>

	<p>shall be transferred in accordance with the law on securities and securities market <b>of the Stock Exchange</b>.</p> <p>2. Shares not fully paid are not subject to transfer and <b>dividends</b>.</p>	<p>transferred in accordance with the law on securities and securities market.</p> <p>2. Shares not fully paid are not subject to transfer <b>enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to buy newly offered stocks and other benefits as prescribed by law.</b></p>	<p><i>the actual operation of the Company.</i></p>
	<p><b>Article 9: Withdrawal of shares</b></p> <p><b>3.</b> In case the requirements stated in the above notice are not fulfilled, before the full payment of all payable amounts, interests and related expenses, the Board of Management may withdraw such shares. The Board of Management may accept the submission of shares to be withdrawn in accordance with Clauses 4, 5 and 6 of this Article and in other cases as stipulated in this Charter.</p> <p><b>4.</b> The withdrawn shares <b>will become the property of the Company</b>. The Board of Management may directly or indirectly authorize the sale, redistribution <b>or settlement to the owner of the withdrawn shares or other subjects</b> in accordance with the conditions and manner deemed appropriate by the Board of Management.</p>	<p><b>Article 9: Withdrawal of shares</b></p> <p><b>3.</b> The Board of Management has the right to recover the <b>unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.</b></p> <p><b>4.</b> The withdrawn shares <b>are considered as shares authorized to be offered for sale as stipulated in Clause 3, Article 111 of the Law on Enterprises.</b> The Board of Management may directly or indirectly authorize the sale, redistribution in accordance with the conditions and manner deemed appropriate by the Board of Management.</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 10 of Sample charter)</i></p>
	<p><b>Article 10: Organizational structure, management and control</b></p> <p>a. General Meeting of Shareholders;</p> <p>b. Board of Management;</p> <p>c. Chief Executive Officer;</p> <p><b>d. Board of Supervisors.</b></p>	<p>a. General Meeting of Shareholders;</p> <p>b. Board of Management;</p> <p>c. <b>Board of Supervisors.</b></p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 11 of Sample charter)</i></p>

		d. Chief Executive Officer;	
	<p><b>Article 11: Rights of Shareholders</b></p> <p>2. <b>Holders of ordinary shares</b> have the following rights:</p> <p>a. To <b>participate</b> in the meetings of General Meeting of Shareholders and exercise the rights to vote directly through an authorized representative.</p> <p>b. To receive dividends;</p> <p>e. To <b>verify</b> the shareholders information in the list of shareholders <b>eligible to participate in the General Meeting of Shareholders</b> and to request amendment with regards to inaccurate information;</p> <p>h. In case the Company is dissolved, the holders of ordinary shares shall receive a portion of the remaining assets corresponding to the number of shares own after the Company has paid to the creditors and other shareholders in accordance with the law;</p> <p>i. To request the Company to redeem their shares in cases stipulated in the Enterprise Law;</p> <p>3. A shareholder or a group of shareholders holding at least <b>10%</b> of the total number of ordinary shares for six consecutive months or more shall have the following</p>	<p>2. <b>Ordinary shareholders</b> have the following rights:</p> <p>a. To <b>attend and speak</b> in the meetings of General Meeting of Shareholders and exercise the rights to vote directly <b>at General Meeting of Shareholder</b> or through an authorized representative, <b>or perform remote voting</b>;</p> <p>b. To receive dividends <b>with the rate decided by the General Meeting of Shareholders</b>;</p> <p>e. To <b>review, look up and extract</b> the shareholders' information in the list of shareholders and to request amendment with regards to inaccurate information;</p> <p><b>f. To access to information about the list of shareholders entitled to attend the General Meeting of Shareholders.</b></p> <p>h. In case the Company is dissolved <b>or bankruptcy</b>, the holders of ordinary shares shall receive a portion of the remaining assets corresponding to the number of shares own after the Company has paid to the creditors and other shareholders in accordance with the law;</p> <p>i. To request the Company to redeem their shares in cases stipulated in <b>Article 129</b> of the Enterprise Law;</p> <p>j. <b>Other rights as prescribed by law and this Charter.</b></p> <p>3. A shareholder or a group of shareholders holding at least <b>5%</b> of the total number of ordinary shares for six consecutive months or more shall have the following</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 12 of Sample charter)</i></p>



	<p>rights:</p> <p>b. To request to convene the General Meeting of Shareholders; to request the Board of Management to invite representatives of the Department of Planning and Investment and lawyers to participate as consultants and supervisors at the General Meeting of Shareholders;</p> <p>d. To request the Board of Supervisors to look into every specific issues with regards to management and operation of the Company if it is deemed necessary. The request must be made in writing and must specify full name, permanent address, nationality, ID card number, passport number or other legal personal identification papers for individual shareholders; name, permanent address, nationality, establishment decision number, or business registration number, for institutional shareholders; the number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues requested to be looked into; purpose of the request.</p> <p>5. Other rights as stipulated in the Enterprise Law and in this Charter.</p>	<p>rights:</p> <p>b. Request the Board of Management to convene the General Meeting of Shareholders in accordance with the provisions of Article 114 and Article 136 of the Law on Enterprises;</p> <p>d. To request the Board of Supervisors to look into every specific issues with regards to management and operation of the Company if it is deemed necessary. The request must be made in writing and must specify full name, permanent address, nationality, ID card number, passport number or other legal personal identification papers for individual shareholders; name, business code or establishment decision number, head office address for institutional shareholders; the number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues requested to be looked into; purpose of the request.</p> <p>e. Other rights as prescribed by law and this Charter.</p> <p>5. Remove this item.</p>	
	<p><b>Article 12: Obligations of shareholders</b></p> <p>Shareholders shall have the following obligations:</p>	<p>Ordinary shareholders shall have the following obligations:</p> <p>2. To attend the General Meeting of Shareholders and</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 13 of</i></p>

		<p>exercise the voting rights through the following forms:</p> <p>a) To attend and vote directly at the meeting;</p> <p>b) To authorize others to attend and vote at the meeting;</p> <p>c) To attend and vote via online meetings, electronic voting or other electronic forms;</p> <p>d) To send votes to the meeting via mail, fax, or email.</p>	<i>Sample charter)</i>
	<p><b>Article 13: General Meeting of Shareholders</b></p> <p>1. The Board of Management convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Board of Management may invite representatives from Department of Planning and Investment, lawyers or competent agencies to attend the meeting. The annual General Meeting of Shareholders shall handle issues in accordance with the law and the Charter of the Company. Especially, General Meeting of Shareholders shall approve the annual financial statements and the financial budget for the next fiscal year. Independent auditors are invited to attend the Meeting to advise on the approval of the annual financial statement.</p> <p>3. ....</p> <p>b. The annual balance sheet, quarterly or biannual reports or audit report of the fiscal year reflects that 5% of charter capital has been lost;</p> <p>c. When the number of members of the Board of Management is less than the number of members</p>	<p>2. The Board of Management convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders shall handle issues in accordance with the law and the Charter of the Company. Especially, General Meeting of Shareholders shall approve the annual financial statements and the financial budget for the next fiscal year. In case the audited annual financial statements of the company contain essential exceptions, the Company may invite representatives of the independent auditing company to attend the annual General Meeting of Shareholders to explain related contents.</p> <p>b. The annual balance sheet, quarterly or biannual reports or audit report of the fiscal year reflects that 10% of ownership capital has been lost;</p> <p>c. When the number of members of the Board of Management, independent members of the Board of</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 14 of Sample charter)</i></p>

	<p>required by law or less than <b>half</b> of the number of members stipulated in the Charter;</p> <p>4. ....</p> <p>b. If the Board of Management fails to convene the General Meeting of Shareholders in accordance with Clause 4a of this Article, within the next 30 days, the Board of Supervisors, on behalf of the Board of Management, must convene the General Meeting of Shareholders in accordance with the Enterprise Law;</p> <p>c. If the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Clause 4b of this Article, within the next 30 days, the requesting shareholders or group of shareholders as prescribed in Clause 3d of this Article shall have the right to act on behalf of the Board of Management and the Board of Supervisors to convene the General Meeting of Shareholders in accordance with the Enterprise Law;</p> <p>In this case, the shareholders or the group of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise for convening and conducting of the meeting <b>if such is deemed necessary;</b></p>	<p><b>Management and Supervisors</b> is less than the number of members required by law or less than <b>one third (1/3)</b> of the number of members stipulated in the Charter;</p> <p>b. If the Board of Management fails to convene the General Meeting of Shareholders in accordance with Clause 4a of this Article, within the next 30 days, the Board of Supervisors, on behalf of the Board of Management, must convene the General Meeting of Shareholders in accordance with <b>Clause 5 Article 136</b> of the Enterprise Law;</p> <p>c. If the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Clause 4b of this Article, within the next 30 days, the requesting shareholders or group of shareholders as prescribed in Clause 3d of this Article shall have the right to act on behalf of the Board of Management and the Board of Supervisors to convene the General Meeting of Shareholders in accordance with <b>Clause 6, Article 136</b> of the Enterprise Law;</p> <p>In this case, the shareholders or the group of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise <b>the order and procedures</b> for convening and conducting of the meeting and <b>making decisions of the General Meeting of Shareholders;</b></p>	
	<p><b>Article 14: Rights and obligations of the General Meeting of Shareholders</b></p>	<p><b>Article 14: Rights and obligations of the General Meeting of Shareholders</b></p>	

	<p>2.b. At the proposal of the Board of Management, the General Meeting of Shareholders shall consider and decide on the annual dividend payment for each type of share in accordance with the Enterprise Law and the rights attached to such type of shares;</p> <p>d. Selection of an auditing company;</p> <p>f. Approval of the Company's Chief Executive Officer cum Chairman of the Board of Management;</p> <p>g. The total remuneration for members of the Board of Management and the Board of Supervisors;</p> <p>3.....</p> <p>a. Contracts specified in Clause 2, <b>Point O</b> of this Article where the shareholder or his/her related person is a party to such contracts;</p> <p>b. The purchase of shares of such shareholder or his/her related person.</p>	<p>2.b. The level of dividends to be paid annually for each type of shares are in accordance with the Enterprise Law and the rights attached to that type of shares. This dividend rate is not higher than the level proposed by the BOD after consulting shareholders at the General Meeting of Shareholders;</p> <p>d. Selection of an <b>independent</b> auditing company;</p> <p>f. <b>Remove this item</b></p> <p>g. Total remuneration of the members of the Board of Management, Board of Supervisors and the Report on the remuneration of the Board of Management, Board of Supervisors.</p> <p>3. ....</p> <p>a. <b>Through</b> contracts specified in Clause 2 of this Article where the shareholder or his/her related person is a party to such contracts;</p> <p>b. The purchase of shares of such shareholder or his/her related person <b>except when the repurchase of shares is made corresponding to the ownership ratio of all shareholders or the repurchase is made through matching orders on the Stock Exchange or the tender offer as regulations of the law.</b></p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 15 of Sample charter)</i></p>
	<p><b>Article 15: Authorized representative</b></p> <p>2.....</p> <p>a. Where an individual shareholder is the authorizing party, the signature of such shareholder and the person</p>	<p><b>Article 15: Authorized representative</b></p> <p>2.....</p> <p>a. Where an individual shareholder is the authorizing party, the signature of such shareholder and the person <b>or</b></p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 16 of</i></p>

<p>authorized to attend the meeting must be obtained;</p> <p>b. Where the institutional shareholder is the authorizing party, the signatures of the authorized representative, the legal representative of the institutional shareholder and the person authorized to attend the meeting must be obtained;</p> <p>c. In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained.</p> <p>The persons authorized to attend the General Meeting of Shareholders must present the letter of authorization before entering the meeting room.</p> <p>4. The votes of the persons authorized to attend the meeting within the scope of authorization shall remain valid in the following cases:</p>	<p>legal representatives of organizations authorized to attend the meeting must be obtained in power of attorney;</p> <p>b. Where the institutional shareholder is the authorizing party, the signatures of the authorized representative, the legal representative of the institutional shareholder and the person authorized to attend the meeting must be obtained in power of attorney;</p> <p>c. In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained in power of attorney.</p> <p>The persons authorized to attend the General Meeting of Shareholders must present the letter of authorization when registering to attend before entering the meeting room.</p> <p>4. Except for the case specified in Clause 3 of this Article, the votes of the persons authorized to attend the meeting within the scope of authorization shall remain valid in the following cases:</p>	<p><i>Sample charter)</i></p>
<p><b>Article 16: Change of rights</b></p> <p>1. Decisions of the General Meeting of Shareholders (in the cases prescribed in Article 14.2 of this Charter relating to the share capital of the Company divided into different types of shares) on changing or canceling of special rights attached to each type of shares shall only be approved when there is a written consent from those holding at least 65% of the voting rights of the issued shares of that type.</p>	<p>1. The change or cancellation of special rights attached to a class of preference shares takes effect when shareholders hold at least 65% of common shares attending the meeting and at least hold shareholders 65% of the voting rights of the preferred preference class mentioned above approved. The organization of a meeting of shareholders holding a class of preferred shares to pass the change of rights mentioned above is valid only when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of face value of such issued</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 17 of Sample charter)</i></p>

		<p>shares. In case there are not enough delegates as mentioned above, the meeting will be re-organized within thirty (30) days later and the holders of such shares (regardless of the number of people and the number of shares ) in person or via an authorized representative is considered to be a sufficient number of delegates. At the aforementioned preferred share holders' meetings, the holders of such class of shares who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above meetings.</p>	
	<p><b>Article 17: Convening the General Meeting of Shareholders, meeting agenda, and announcing the General Meeting of Shareholders</b></p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders within thirty days before the date of the General Meeting of Shareholders; meeting agenda, and required documents in accordance with the law and regulations of the Company;</p> <p>b. Determine the time and venue for the meeting;</p> <p>c. Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.</p>	<p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is made no earlier than five (05) days before the date of sending notice of invitation to the General Meeting of Shareholders;</p> <p>b. Prepare the agenda and content for the meeting;</p> <p>c. Prepare documents for the meeting;</p> <p>d. Draft resolutions of the General Meeting of Shareholders according to the proposed content of the meeting;</p> <p>e. Determine the time and venue for the meeting;</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 18 of Sample charter)</i></p>

<p>3. The notice of the General Meeting of Shareholders must include the meeting agenda and relevant information on issues to be discussed and voted at the meeting. For shareholders who have deposited their shares, notice of the General Meeting of Shareholders may be sent to the depository agency and, at the same time, published on the media at the Stock Exchange, on the Company's website, a national newspaper or a local newspaper in the locality where the Company's head office is located. For shareholders who have not yet deposited their shares, notice of the General Meeting of Shareholders may be sent to shareholders by hand or by registered mail to the shareholder's registered address, or to the address provided by the shareholder for the purpose of communication. Where the shareholder has notified the Company in writing of the fax number or e-mail address, the notice of the General Meeting of Shareholders may be sent to such fax number or such e-mail address. In case shareholders are employees of the Company, the notice may be put in a sealed envelope and delivered to their workplace. The notice of the General Meeting of Shareholders must be sent at least ten (10) days prior to the date of the General Meeting of Shareholders, (from the date the notice is successfully sent or dispatched in the appropriate manner, its postage is paid or it is placed in the mailbox). If the Company has a website, the notice of the General Meeting of Shareholders must be posted on the website of the</p>	<p>f. Announce and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;</p> <p>g. Other jobs serving the meeting.</p> <p>3. Notice of the General Meeting of Shareholders is sent to all shareholders in a guaranteed way, and is published on the website of the Company and the State Securities Commission and Stock Exchange (for with listed or registered companies). The convenor of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the List of shareholders entitled to attend the meeting no later than ten (10) days before the opening of the General Meeting of Shareholders ( from the date on which the notice is properly sent or forwarded, paid for or placed in the mailbox). Meeting agenda of the General Meeting of Shareholders, documents related to issues to be voted at the meeting are sent to shareholders or / and posted on the Company's website. In case the document is not attached with the notice of the General Meeting of Shareholders, the notice of invitation must specify the link to the entire meeting document for the shareholders to access, including:</p> <p>a. Meeting agenda, documents used in the meeting;</p> <p>b. List and detailed information of candidates in case of electing members of the Board of Management and Controllers;</p> <p>c. Votes;</p> <p>d. Form of authorized representative to attend the meeting;</p>	
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	<p>Company in parallel with sending the notice to the shareholders.</p> <p>4. A shareholder or a group of shareholders as mentioned in Article 11.3 of this Charter have the right to propose matters to be included in the meeting agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company at least five business days prior to the opening of the General Meeting of Shareholders. Each proposal must include the full name of the shareholder, the number and type of shares held by the shareholder, and the content proposed for inclusion in the agenda.</p>	<p>e. Draft resolutions for each issue in the agenda.</p> <p>4. A shareholder or a group of shareholders as mentioned in Article 11.3 of this Charter have the right to propose matters to be included in the meeting agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company at least five business days prior to the opening of the General Meeting of Shareholders. The recommendation must include full name of the shareholder, permanent address, nationality, citizen identification card number, identity card, passport or other lawful personal identification for the shareholder being an individual; name, enterprise code or number of establishment decision, head office address for institutional shareholders; the number and type of shares that shareholders hold, and the content of the proposal included in the agenda.</p>	
	<p><b>Article 18: Conditions for conducting the General Meeting of Shareholders</b></p> <p>2. In case there is not enough attending shareholders within sixty minutes from the time of the opening of the General Meeting of Shareholders. The General Meeting of Shareholders must be re-convened within thirty days from the planned date of the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall only be conducted when the attending members are shareholders and the authorized representatives attending the meeting representing at least 33% of the voting shares.</p> <p>3. If the second meeting cannot be held due to insufficient number of required representatives within</p>	<p>2. In case there is not enough attending shareholders within thirty minutes from the time of the opening of the General Meeting of Shareholders, the meeting convener cancels the meeting. The General Meeting of Shareholders must be re-convened within thirty days from the planned date of the first General Meeting of Shareholders. The Meeting of Shareholders convenes for the second time shall only be conducted when the attending members are shareholders and the authorized representatives attending the meeting representing at least 33% of the voting shares.</p> <p>3. If the second meeting cannot be held due to insufficient number of required representatives within thirty minutes</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 19 of Sample charter)</i></p>



	<p>sixty minutes from the time of the opening of the General Meeting of Shareholders, a third General Meeting of Shareholders may be re-convened within twenty days after the planned date of the second meeting, in which case the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and entitled to decide all issues that the General Meeting of Shareholders can approve.</p>	<p>from the time of the opening of the General Meeting of Shareholders, a third General Meeting of Shareholders may be re-convened within twenty (20) days after the planned date of the second meeting, in which case the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be deemed valid and entitled to decide all issues that the General Meeting of Shareholders can approve.</p>	
	<p><b>Article 19: Procedure for conducting the meeting and voting at the General Meeting of Shareholders</b></p> <p>2. When conducting shareholder registration, the Company will issue to each shareholder or his/her authorized representative a voting card bearing the registration number, full name of shareholder, full name of the authorized representative and the number of votes of the shareholder. When voting at the General Meeting of Shareholders, the number of the card in favor of the resolution is collected first and the number of the card against the resolution is collected later. Finally, the total number of votes for or against the resolution will be counted for consideration. The number of votes for and against each issue as well as the number of blank votes will be announced by the Chair immediately after voting for that issue is finished. Several attending members shall be selected by the General Meeting of Shareholders or the Chair to count the votes or supervising the counting of votes. Members of the vote-counting committee shall not exceed three persons</p> <p>3. Shareholders who come to the General</p>	<p>2. When conducting shareholder registration, the Company will issue to each shareholder or his/her authorized representative a voting card bearing the registration number, full name of shareholder, full name of the authorized representative and the number of votes of the shareholder. When voting at the General Meeting of Shareholders, the number of the card in favor of the resolution is collected first and the number of the card against the resolution is collected later. Finally, the total number of votes for or against the resolution will be counted for consideration. The number of votes for and against each issue as well as the number of blank votes will be announced by the Chair immediately after voting for that issue is finished. Several attending members shall be selected by the General Meeting of Shareholders or the Chair to count the votes or supervising the counting of votes. Members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 20 of Sample charter)</i></p>

<p>Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote immediately at the General Meeting of Shareholders. The Chairman is not obliged to stop the General Meeting of Shareholders to wait for the shareholders coming late to register and the validity of the votes conducted before the arrival of the shareholders coming late shall not be affected.</p> <p>4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Management. In case the Chairman of the Board of Management is absent, the Vice Chairman of the Board of Management or the person elected by the General Meeting of Shareholders shall chair the meeting. In case none of them can chair the meeting, the member of the Board of Management holding the highest position and present at the meeting shall hold a meeting to elect the Chair of the General Meeting of Shareholders. The Chair shall not necessarily be a member of the Board of Management. The Chairman, the Vice Chairman or the Chair elected by the General Meeting of Shareholders shall nominate a secretary to prepare the minutes of the meeting. In case the Chair is elected, full name of the nominated Chair and the number of votes for the Chair must be announced.</p> <p>7. The Chair of the General Meeting of Shareholders may postpone the General Meeting of Shareholders, even if there are enough attending members, to a different time and place as decided by the Chair without consulting the General Meeting of Shareholders if he/she deems that</p>	<p>3.—Shareholders or authorized representatives come after the meeting has opened have the right to register immediately and then have the right to participate and vote immediately after registration at the General Meeting of Shareholders. The Chairman is not obliged to stop the General Meeting of Shareholders to wait for the shareholders coming late to register and the validity of the contents which have been voted before have not changed.</p> <p>4. The Chairman of the Board of Management shall preside the meetings convened by the Board of Management. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Management shall elect one of them to chair the meeting on the principle of majority. In case the Chair cannot be elected, the Head of the Supervisory Board shall allow the General Meeting of Shareholders to elect the Chair of the meeting among the attendees and the person with the highest vote to chair the meeting. In other cases, the person who signs to convene the General Meeting of Shareholders to control the meeting of the General Meeting of Shareholders elects the Chair of the meeting and the person with the highest number of votes is appointed to chair the meeting.</p> <p>6. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly identify and detail the time for each issue in the agenda.</p> <p>7. The Chair of the meeting may postpone the meeting with the consent or request of the General Meeting of Shareholders with a sufficient number of delegates</p>	
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<p>a. Attending members can not have comfortable seats at the venue of the meeting;</p> <p>b. Those present at the meeting is behaving in a disorderly manner or in a manner that is potentially disruptive of the meeting;</p> <p>c. A delay is necessary for the work of the Meeting to be properly conducted. In addition, the Chair may suspend the General Meeting of Shareholders when there is a consensus of or request from the General Meeting of Shareholders that have sufficient number of attending members. The maximum delay time shall not exceed three days from the planned opening date of the meeting. At the re-organized meeting, the General Meeting of Shareholders will only consider the work that should have been legally resolved at the previous meeting that was delayed.</p> <p>9. The Chair <b>or the Secretary</b> of the General Meeting of Shareholders may conduct activities that they deem necessary to control the General Meeting of Shareholders in a duly and orderly manner; or in order to make the Meeting reflect the wishes of the majority of the attending members.</p> <p>10. <b>The Board of Management</b> may request shareholders or authorized representatives attending the meeting to be subject to inspection or security measures which the Board of Management deems appropriate. If a shareholder or an authorized representative refuses to comply with the said inspection or security measures, the Board of Management may, after careful</p>	<p>attending the meeting as prescribed in Clause 8, Article 142 of the Law on Enterprises.</p> <p>9. The Chair of the General Meeting of Shareholders may conduct activities that they deem necessary to control the General Meeting of Shareholders in a duly and orderly manner; or in order to make the Meeting reflect the wishes of the majority of the attending members.</p> <p>10. <b>The convenor of the General Meeting of Shareholders has the right</b> may request shareholders or authorized representatives attending the meeting to be subject to inspection or security measures which the Board of Management deems appropriate. If a shareholder or an authorized representative refuses to comply with the said inspection or security measures, the Board of Management</p>	
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	<p>consideration, refuse or expel such shareholder or such representative from the meeting.</p>	<p>may, after careful consideration, refuse or expel such shareholder or such representative from the meeting.</p> <p>13. <b>General Meeting of Shareholders online.</b></p> <p>If natural disasters, epidemics and other emergency situations occur and it is not possible to hold a general meeting of shareholders in the usual way, the Company may choose to organize the online meeting of shareholders through information technology facilities. The Company must create the most favorable conditions for shareholders to fully exercise their rights and responsibilities at the General Meeting of Shareholders.</p>	
	<p><b>Article 20: Approval of decisions of the General Meeting of Shareholders</b></p> <p>2. Decisions of the General Meeting of Shareholders on the following issues shall be adopted when there are <b>65%</b> or more of the total number of votes from shareholders with voting rights who are present in person or through their authorized representatives at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> <li>a. <b>Types of shares and total number of shares for each type;</b> Types of shares and number of shares offered for sale;</li> <li>b. <b>Change in business lines;</b> Amendments and supplements to the Charter;</li> <li>c. <b>Change in organizational structure and management of the Company;</b></li> <li>d. Investment project or sale of assets with value at <b>35%</b> or more of the total value of assets reported in the latest financial statements of the Company and its branches;</li> </ul>	<p>2. Decisions of the General Meeting of Shareholders on the following issues shall be adopted when there are <b>65%</b> or more of the total number of votes from shareholders with voting rights who are present in person or through their authorized representatives at the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> <li>a. Types of shares and number of shares offered for sale;</li> <li>b. Amendments and supplements to the Charter;</li> <li>c. Investment project or sale of assets with value at <b>35%</b> or more of the total value of assets reported in the latest financial statements of the Company and its branches;</li> <li>d. Reorganization and dissolution of the Company.</li> </ul> <p><b>3. Electing members of the Board of Management and the Supervisory Board must comply with the provisions of Clause 3, Article 144 of the Law on</b></p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 21 of Sample charter)</i></p>

	e. Reorganization and dissolution of the Company.	<p><b>Enterprises.</b></p> <p>4. ....</p> <p><b>5. Resolutions of the General Meeting of Shareholders approved by 100% of the total shares with voting rights are legal and effective even if the order and procedures for adoption of such resolutions are not implemented in accordance with regulations.</b></p>	
	<p><b>Article 21: Competence and procedures for taking shareholders' written opinions to adopt decisions of the General Meeting of Shareholders</b></p> <p>2. The Board of Management must prepare an opinion request form, a draft decision of the General Meeting of Shareholders and documents supporting the draft decision. The opinion request form, the draft decision and supporting documents must be sent by registered mail to the permanent address of each shareholder;</p> <p>3. The opinion request form must include the following main details:</p> <p>a. Name and address of the head office, <b>number and date of issuance of the business registration certificate, business registration place of the Company;</b> Enterprise code.</p> <p>b. Purpose of the opinion request;</p> <p>c. Full name, permanent address, nationality, ID card number, passport number or other legal personal identification documents of individual shareholders;</p>	<p>2. The Board of Management must prepare an opinion request form, a draft decision of the General Meeting of Shareholders and documents supporting the draft decision. The opinion request form, the draft decision and supporting documents must be sent by registered mail to the permanent address of each shareholder; <b>Requirements and methods of sending opinion cards and attached documents comply with Clause 3, Article 17 of this Charter.</b></p> <p>3. The opinion request form must include the following main details:</p> <p>a. Name and address of the head office, Enterprise code.</p> <p>b. Purpose of the opinion request;</p> <p>c. Full name, permanent address, nationality, <b>Citizen identification card number</b>, ID card number, passport number or other legal personal identification documents of individual shareholders; <b>name, enterprise code or establishment decision number, head office address of the institutional shareholder or full name, permanent address,</b></p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 22 of Sample charter) And LC consultation</i></p>

<p>name, permanent address, nationality, establishment decision number or business registration number of the shareholder or the authorized representative of the shareholder if the shareholder is an organization; number of shares for each type of share and number of votes for the shareholder;</p> <p>d. Issues on which the shareholder's opinions is needed for decision approval;</p> <p>e. Voting options include agree, disagree and no opinion;</p> <p>f. The deadline to send the completed opinion request form to the Company;</p> <p>g. Full name and signature of the Chairman of the Board of Management and the legal representative of the Company;</p> <p>4. The completed opinion request form must be signed by the shareholder, if the shareholder is individual, by the authorized or legal representatives of the shareholder, if the shareholder is organization.</p> <p>5. The opinion request form sent to the Company must be put in a sealed envelope and no one shall be allowed to open it before the vote count. Any opinion request forms sent to the Company after the time limit specified therein or opened before the vote count shall be deemed invalid;</p> <p>Any opinion forms sent by fax or email must be kept</p>	<p>nationality, citizen ID card number, identity card, Passport or other legal personal certification of the authorized representative of institutional shareholder; number of shares for each type of share and number of votes for the shareholder;</p> <p>d. Issues on which the shareholder's opinions is needed for decision approval;</p> <p>e. Voting options include agree, disagree and no opinion for each issue that collects opinions;</p> <p>f. The deadline to send the completed opinion request form to the Company;</p> <p>g. Full name and signature of the Chairman of the Board of Management and the legal representative of the Company;</p> <p>4. The completed opinion request form must be signed by the shareholder, if the shareholder is individual, by the authorized or legal representatives of the shareholder, if the shareholder is organization, the legal representative of an organization is authorized.</p> <p>5. The opinion form may be sent to the Company in the following forms:</p> <p>a. Mailing: The written opinion form sent to the Company must be kept in a sealed envelope and no one is allowed to open before counting votes;</p> <p>b. Sending fax or email: The opinion form sent by fax or email must be kept confidential until the time of counting votes.</p> <p>The opinion forms received by the Company after the</p>	
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<p>confidential until the time of vote count.</p> <p>6. The Board of Management shall count the votes and prepare vote-counting minutes in the presence of the Board of Supervisors or non-management shareholders of the Company. The vote-counting minutes must contain the following main details:</p> <p>a. Name, address of the head office, number and date of issuance of business registration certificate, place of business registration;</p> <p>b. c. d. e. ...</p> <p>f. Full name and signature of the Chairman of the Board of Management, the legal representative of the Company and the vote-counting supervisor.</p> <p>7. The vote-counting minutes must be sent to shareholders within fifteen (15) days after the day of counting votes.</p>	<p>deadline specified in the content of the opinion form or opened in the case of mailing or published before the time of counting votes in the case of sending faxes, emails are invalid. The absentee ballot is considered as a vote not participating in the vote.</p> <p>6. The Board of Management shall count the votes and prepare vote-counting minutes in the presence of the Board of Supervisors or non-management shareholders of the Company. The vote-counting minutes must contain the following main details:</p> <p>a. Name, address of the head office, enterprise code;</p> <p>f. Full name and signature of the Chairman of the Board of Management, the legal representative of the Company, the vote-counting person and the vote-counting supervisor.</p> <p>7. The vote-counting minutes must be sent to shareholders within fifteen (15) days after the day of counting votes. In case the Company has a website, the vote counting record may be replaced by posting on the Company's website within twenty-four (24) hours from the end of the vote counting.</p> <p>9. Resolutions of the General Meeting of Shareholder shall be adopted by collecting written opinions of shareholders when it is approved by the number of shareholders representing at least 65% of the total voting share and have the same validity as resolutions adopted by the</p>	
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		General Meeting of Shareholders.	
	<p><b>Article 22: Minutes of the General Meeting of Shareholders</b></p> <p>The Chair of the General Meeting of Shareholders shall be responsible for the storage of the minutes of General Meeting of Shareholders and sending them to all shareholders within 15 days from the end of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders shall be considered as evidence of the work done at the General Meeting of Shareholders unless there are objections to the contents of the minutes made in accordance with the prescribed procedures within ten days from the day the minutes is sent. The minutes must be made in Vietnamese and signed for confirmation by the Chair and the Secretary and must be prepared in accordance with the Enterprise Law and provisions of this Charter. Written records, minutes and books of signatures of shareholders attending the meeting and letters of authorization to attend the meeting must be kept at the head office of the Company.</p>	<p><b>Article 22: Minutes of the General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders must be recorded in minutes and can be recorded and kept in another electronic form. The minutes must be made in Vietnamese, can be further made in English and contain the following main contents:</p> <ul style="list-style-type: none"> <li>a. Name, head office address, enterprise code;</li> <li>b. Time and place of the General Meeting of Shareholders;</li> <li>c. Meeting agenda and meeting content;</li> <li>d. Full name of the Chair and secretary;</li> <li>e. Summary of the meeting and opinions at the General Meeting of Shareholders on each issue in the agenda;</li> <li>g. Number of shareholders and total votes of attending shareholders, appendix of shareholder registration list, representatives of shareholders attending the meeting with the corresponding number of shares and votes;</li> <li>h. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid, invalid, agree, disagree and no opinion; the corresponding ratio of the total votes of attending shareholders;</li> <li>i. The issues were passed and the percentage of votes</li> </ul>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 23 of Sample charter)</i></p>



		<p>passed accordingly;</p> <p>j. Signature of the Chair and secretary.</p> <p>The minutes made in Vietnamese and English are equally legal. In case of any discrepancies between the Vietnamese and English minutes, the Vietnamese version shall prevail.</p> <p>2. Minutes of the General Meeting of Shareholders must be prepared and approved before the end of the meeting. The Chair and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.</p> <p>3. The minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours or sent to all shareholders within fifteen (15) days from the date end of the meeting.</p> <p>4. The minutes of the General Meeting of Shareholders are considered as evidence to verify the work performed at the General Meeting of Shareholders unless there is an objection to the content of the minutes made in accordance with prescribed procedure is within ten (10) days of sending the minutes.</p> <p>5. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registering to attend the meeting with the signature of the shareholder, the authorization to attend the meeting and related documents must be kept at the head office of Company.</p>	
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	<p><b>Article 23: Request to cancel decisions of the General Meeting of Shareholders</b></p> <p>1. The order and procedures for convening the General Meeting of Shareholders do not comply with the provisions of the Enterprise Law or the Charter of the Company, except for cases stipulated in Article 17.7 of this Charter.</p> <p>2. The order and procedures for issuing such decisions and the content of the decision violate the law or the Charter.</p>	<p><b>Article 23: Request to cancel decisions of the General Meeting of Shareholders</b></p> <p>1. The order and procedures for convening meetings or collecting written opinions of shareholders and making decisions of the General Meeting of Shareholders do not comply with the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 5 Article 20 of this Charter.</p> <p>2. Content of the resolution violates the law or this Charter.</p> <p>In case the decision of the General Meeting of Shareholders is canceled by a decision of the Court or the Arbitrator, the convenor of the General Meeting of Shareholders may be considered to reorganize the General Meeting of Shareholders in Within 30 days according to the order and procedures specified in the Enterprise Law and this Charter.</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 24 of Sample charter)</i></p>
	<p><b>Article 24: Members and term of members of the Board of Management</b></p>	<p><b>Article 24: Members and term of members of the Board of Management</b> <b><u>(Supplement)</u></b></p> <p>2. In case the candidate has been identified in advance, information related to the Board of Management candidates is included in the General Meeting of Shareholders document and announced at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates of the Board of Management must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information published and</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 25 &amp; 26 of Sample charter)</i></p>

		<p>must commit to perform the duties honestly if elected as a member of Board of Management. Information related to the candidate of the Board of Management to be published includes the following minimum content:</p> <ul style="list-style-type: none"> <li>a. Full name, date of birth;</li> <li>b. Education level;</li> <li>c. Qualification;</li> <li>d. Working process;</li> <li>e. Companies in which the candidate is holding member of the Board of Management and other management titles;</li> <li>f. Report on the evaluation of the candidate's contribution to the Company, in case that candidate is currently a member of the Board of Management of the Company;</li> <li>g. Benefits related to the Company (if any);</li> <li>h. Full name of shareholder or group of shareholders nominating that candidate (if any);</li> <li>i. Other information (if any).</li> </ul>	
4.	<p><b><i>Article 25. Powers and obligations of the Board of Management</i></b></p> <p>1. Business activities and tasks of the Company that have been decentralized are managed by the Board of Management. The Board of Management is empowered to exercise everything within its power in the name of the Company, except for those that belongs to the General</p>	<p><b><i>Article 25. Powers and obligations of the Board of Management</i></b></p> <p>1. Business activities and tasks of the Company that have been supervised and directed by the Board of Management. The Board of Management is empowered to exercise everything within its power in the name of the Company, except for those that belongs to the General</p>	

<p>Meeting of Shareholders.</p> <p>3.c. To elect, remove from office and dismiss the Chairman of the Board of Management; appoint, dismiss, remove from office, decide the salary for: Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer, Chief Accountant; Directors, Vice Directors and Chief Accountants of subordinate units; appoint authorized representatives to be in the Board of Members or the General Meeting of Shareholders of the Company's subsidiaries and affiliates; decide the salary and other benefits of such positions; and report at the annual General Meeting of Shareholders.</p> <p>The dismissal mentioned above must not be against the rights under the labor contracts of the persons being dismissed (if any).</p> <p>d. To decide the organizational structure and internal management regulations of the Company; decide the establishment of subsidiaries, branches and representative offices; decide the capital contribution and purchase of shares of other enterprises.</p> <p>7. Members of the Board of Management (excluding authorized representatives) are entitled to receive remuneration for their work as members of the Board of Management. The total remuneration for the Board of Management will be decided by the General Meeting of Shareholders. Such remuneration shall be distributed to the members of the Board of Management in accordance with the agreement between the members of the Board of Management or equally divided in case of failure to</p>	<p>Meeting of Shareholders.</p> <p>3.c. To elect, remove from office and dismiss the Chairman of the Board of Management; appoint, dismiss, remove from office, decide the salary for: Chief Executive Officer, Deputy Chief Executive Officer, decide the salary and other benefits of such positions; and report at the annual General Meeting of Shareholders.</p> <p>The dismissal mentioned above must not be against the rights under the labor contracts of the persons being dismissed (if any).</p> <p>d. To decide the organizational structure and internal management regulations of the Company after being approved by the General Meeting of Shareholders; decide the establishment of subsidiaries, branches and representative offices; decide the capital contribution and purchase of shares of other enterprises.</p> <p>(supplement)</p> <p>f. To approve the agenda, the content of documents serving the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;</p> <p>4. The following issues must be approved by the Board of</p>	<p><i>To ensure flexibility and quickness in BOD's operating decisions.</i></p> <p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 27 of Sample charter)</i></p>
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	<p>reach an agreement.</p> <p>8. The total amount of remuneration for members of the Board of Management and the amount of remuneration for each member must be detailed in the annual report of the Company.</p> <p>9. A member of the Board of Management who holds an executive position (including the Chairman or Vice Chairman positions), or a member of the Board of Management who works at a sub-committee of the Board of Management or do any other jobs which, in the view of the Board of Management, is outside the normal scope of work for a member of the Board of Management, may be paid additional remuneration in the form of a lump-sum payment, wages, commission, percentage of profits, or other forms as decided by the Board of Management.</p> <p>10. Members of the Board of Management are entitled to reimbursement of all expenses including travel, accommodation, meals and other legitimate expenses that they have to pay when carrying out their duties as members of the Board of Management such as attending meetings of the Board of Management, or sub-committees of the Board of Management or the General Meeting of Shareholders in accordance with the Per diem regulation of the Company.</p>	<p>Management:</p> <ol style="list-style-type: none"> <li>Establishment of branches or representative offices of the Company;</li> <li>Establishment of the Company's subsidiaries;</li> <li>Within the scope prescribed in Clause 2, Article 149 of the Enterprise Law and except for the cases prescribed in Clause 2 Article 135 and Clause 1, Clause 3 Article 162 of the Enterprises Law must be approved by the General Meeting of Shareholders and the Board of Management decide the implementation, modification and cancellation of the Company's contracts;</li> <li>Appoint and dismiss the Company's authorized representatives as commercial representatives and lawyers of the Company;</li> <li>Borrowing and implementation of mortgages, warranties, guarantees and compensation of the Company;</li> <li>Investments that do not belong to the business plan and the budget exceeds ... VND or investments exceed 10% of the annual business plan and budget value;</li> <li>Purchase or sale of shares or capital in other companies established in Vietnam or abroad;</li> <li>The valuation of assets contributed to the Company is not in cash during the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;</li> <li>The repurchase or withdrawal of not more than 10% of the total number of shares of each type has been</li> </ol>	
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		<p>offered for sale for twelve (12) months;</p> <p>j. Decide on the price to repurchase or withdraw the Company's shares;</p> <p>k. Business or transaction matters that the Board of Management decides to require approval within its jurisdiction and responsibility.</p> <p>REMOVE ITEMS 7, 8, 9, 10</p>	
		<p><b><i>(Supplement)</i></b></p> <p><b>Article 26: Remuneration, salary and other benefits of members of the Board of Management</b></p> <p>Members of the Board of Management (excluding authorized representatives) receive remuneration for their work as members of the Board of Management. The total remuneration for the Board of Management is decided by the General Meeting of Shareholders. This remuneration is divided among the members of the Board of Management according to the agreement in the Board of Management or equally divided in case of no agreement.</p> <p>The total amount of money paid to each member of the Board of Management includes remuneration, costs, commissions, rights to purchase shares and other benefits enjoyed by the Company, its subsidiaries and associates and other companies on which the members of the Board of Management represent the capital contribution must be published in detail in the Company's Annual Report. Remuneration for members of the Board of Management must be shown as a separate item in the annual financial</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 28 of Sample charter)</i></p>

		<p>statements of the Company.</p> <p>Members of the Board of Management holding executive positions or members of the Board of Management working in subcommittees of the Board of Management or performing other tasks which, according to the Board of Management, are outside the scope of their duties. Normally, a member of the Board of Directors may receive additional remuneration in the form of a lump sum remuneration, salary, commission, percentage of profit or otherwise as decided by the Board of Management.</p> <p>Members of the Board of Management have the right to be paid for all travel, accommodation, accommodation and other reasonable expenses they have to pay when performing their responsibilities as a member of the Board of Management, including expenses incurred in attending the meetings of the General Meeting of Shareholders, the Board of Management or sub-committees of the Board.</p>	
5.			
6.	<p><b>Article 26: Chairman, Vice Chairman of the Board of Management</b></p> <p>The Board of Management must select among the members of the Board of Management to elect one Chairman and one Vice Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the BOM shall not hold the position of Chief Executive Officer of the Company. Where the Chairman of the Board of Management concurrently holds the position of Chief Executive Officer of the</p>	<p><b>Article 27: Chairman of the Board of Management</b></p> <p>The Board of Management must select among the members of the Board of Management to elect one Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Management shall not hold the position of Chief Executive Officer of the Company. Where the Chairman of the Board of Management concurrently holds the position of Chief Executive Officer of the Company, this must be approved</p>	<p><i>There is no position of Vice Chairman according to 2014 Enterprise Law</i></p>

<p>Company, this must be approved annually at the annual General Meeting of Shareholders.</p> <p>2. The Chairman of the Board of Management is responsible for convening and presiding over meetings of General Meeting of Shareholders, meetings of the Board of Management, signing or authorizing the assignment or transfer of ownership in accordance with the Charter of the Company, the Enterprise Law and other applicable laws. In addition, The Chairman of the Board of Management shall have other rights and obligations as stipulated in this Charter and the Enterprise Law. The Vice Chairman shall have the same rights and obligations as authorized by the Chairman, but only if the Chairman has notified the Board of Management of his absence due to force majeure or due to the inability to perform his duties. In the above case, if the Chairman does not authorize the Vice Chairman to act as such, the remaining members of the Board of Management shall authorize the Vice Chairman. If both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reasons, the BOM may appoint another person among them to perform the duties of the Chairman on the principle of simple majority.</p> <p>4. In case both the Chairman and Vice Chairman of the Board of Management resign or are dismissed</p> <p>5. The Chairman of the Board of Management shall convene and preside over meetings of the General Meeting of Shareholders and meetings of the Board of Management and, at the same time, have other rights and obligations as stipulated in this Charter and the</p>	<p>annually at the annual General Meeting of Shareholders.</p> <p>2. The Chairman of the Board of Management is responsible for convening and presiding over meetings of General Meeting of Shareholders, meetings of the Board of Management, signing or authorizing the assignment or transfer of ownership in accordance with the Charter of the Company, the Enterprise Law and other applicable laws. In addition, The Chairman of the Board of Management shall have other rights and obligations as stipulated in this Charter and the Enterprise Law. If the Chairperson of the Board of Management is absent or is not able to fulfill his/her duties, the Chairperson shall authorize another member in writing to perform rights and obligations of the Chairperson of the Board of Management in accordance with the company's charter. In case no one is authorized, other members shall elect one of them as a temporary Chairperson of the Board of Directors under the majority rule.</p> <p>4. The BOM chairman may be dismissed under the decision of the Board of Management. In case the Chairman of the Board of Management resign or are dismissed.</p> <p><b>5. Remove this item</b></p>	
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	<p>Enterprise Law.</p> <p>6. f. To appoint, remove from office, dismiss heads of department or lower positions and to determine their salary and other benefits;</p>	6.f. Remove this item	
9	<p><b>Article 28: Meetings of BOM</b></p> <p>2. The Board of Management must hold regular meetings at least quarterly. The Chairman of the Board of Management must convene the meetings of the Board of Management, set the agenda, time and venue of the meetings at least <b>seven days</b> before the scheduled date of the meeting. The Chairman may convene the meeting whenever it is deemed necessary.</p> <p>3. Extraordinary meetings. The Chairman must convene a meeting of the BOM without delay unless there are justifiable reasons, when one of the following persons send written request for meeting which state the purpose of the meeting and matters to be discussed:</p> <p>a. The Chief Executive Officer or at least five management officers;</p> <p>b. Two members of the Board of Management;</p> <p>c. Chairman of the Board of Management;</p>	<p><b>Article 29: Meetings of BOM</b></p> <p>2. The Board of Management must hold regular meetings at least quarterly. The Chairman of the Board of Management must convene the meetings of the Board of Management, set the agenda, time and venue of the meetings at least <b>05 (five) days</b> before the scheduled date of the meeting. The Chairman may convene the meeting whenever it is deemed necessary.</p> <p><b>Forms of meetings of the Board of Management include: Direct meetings; Online meeting via information technology means; or in form of consulting opinions in writing.</b></p> <p>3. Extraordinary meetings. The Chairman must convene a meeting of the BOM without delay unless there are justifiable reasons, when one of the following persons send written request for meeting which state the purpose of the meeting and matters to be discussed:</p> <p>a. The Chief Executive Officer or at least five management officers;</p> <p>b. <b>At least</b> two members of the BOM;</p>	<p><i>In accordance with Clause 3, Clause 6, Article 153 of the 2014 Law on Enterprises</i></p> <p><i>In accordance with Clause 8, Article 153 of the 2014 Law on Enterprises</i></p>

	<p>d. The majority of the members of the Board of Supervisors.</p> <p>9. Minimum number of attendants. Meetings of the Board of Management may only be proceeded and decisions may only be passed when at least three-fourth of the members of the Board of Management are present in person or through their substitute representatives.</p>	<p>c. Board of Supervisors.</p> <p>d. Independent members of the Board of Management;</p> <p>9. Minimum number of attendants. A meeting of the Board of Management shall be conducted when there are three fourths or more of the total members attending the meeting. In case the meeting convened under this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second times within 07 days from the intended date of the first meeting. In this case, the meeting is conducted, if more than half of the BOM members attend the meeting.</p>	
10	<p>10. Voting:</p> <p>a. With the exception of the provisions under Clause 9b of this Article...</p> <p>c. Under the provisions of Clause 9d of this Article...</p>	<p>10. Voting:</p> <p>a. With the exception of the provisions under Clause 10b of this Article...</p> <p>c. Under the provisions of Clause 10d of this Article...</p> <p><b>(Supplement)</b></p> <p>e. Supervisors have the right to attend meetings of the Board of Management, have the right to discuss but not to vote.</p>	
12	<p>14. Written resolutions. Written resolutions must be signed by the following members of the Board of Management:</p>	<p>14. Decisions passed in a meeting by collecting votes of members of the Board of Management shall be effective when there is a vote counting minutes with the full signature of the Chair, the minutes maker and the confirmation of the member representatives of vote</p>	<p><i>We propose to simplify this procedure which consulted by DPI, LC</i></p>

		counting board.	
13.	<p>15. Minutes of meeting of the Board of Management.</p> <p>The Chairman of the Board of Management is responsible for sending minutes of meeting to the members and such minutes shall be considered as evidence of the work performed at those meetings unless there are objections with regards to the content of the minutes within ten days from delivery. Minutes of meetings of the Board of Management shall be prepare in Vietnamese and must be signed by all members of the Board of Management attending the meeting.</p>	<p>15. Meetings of the Board of Management must be recorded in minutes and may be recorded and kept in another electronic form. The minutes must be made in Vietnamese language and may be made in foreign languages with the following principal contents:</p> <ul style="list-style-type: none"> <li>a) Name, head office address, enterprise code;</li> <li>b) Purpose, agenda and content of the meeting;</li> <li>c) Time and location of the meeting;</li> <li>d) Full name of each member attending the meeting or the person authorized to attend the meeting and method of attending; full name of members not attending the meeting and reason;</li> <li>d) Issues discussed and voted on at the meeting;</li> <li>e) Summary of opinions of each member attending the meeting in the order of the progress of the meeting;</li> <li>g) The voting results clearly state members agreeing, disagreeing and no opinion;</li> <li>h) The issues approved;</li> <li>i) Full name, signature of the chair and record maker.</li> </ul> <p>The chair and the minutes maker must be responsible for the truthfulness and accuracy of the content of the Board</p>	<p><i>In accordance with Clause 1, Article 154 of the 2014 Law on Enterprise</i></p>

		<p>meeting minutes.</p> <p>e. Supervisors have the right to attend meetings of the Board of Management, have the right to discuss but not to vote.</p>	
14.		<p><i>(Supplement)</i></p> <p><b>Article 30: Person in charge of company management</b></p> <p>1. The Board of Management shall appoint at least one (01) person to be the person in charge of company management to support the company's corporate governance effectively. The term of the person in charge of corporate governance is decided by the Board of Management, a maximum of five (05) years. The person in charge of corporate governance may concurrently act as the company secretary according to the provisions of Clause 5, Article 152 of the Law on Enterprises.</p> <p>2. The person in charge of company management must meet the following criterias:</p> <p>a. Having knowledge of the law;</p> <p>b. Do not concurrently work for an independent auditing company that is auditing the financial statements of the Company;</p> <p>c. Other criteria as prescribed by law, this Charter and decisions of the Board of Management</p> <p>3. The Board of Management may dismiss the person in charge of company management when necessary but not contrary to the current provisions of labor code. The Board</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 32 of Sample charter)</i></p>

		<p>of Management may appoint Assistant of the person incharge of company management from time to time.</p> <p>4. The person in charge of company mangement has the following rights and obligations:</p> <p>a. Advising the Board of Management in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;</p> <p>b. Prepare meetings of the Board of Management, Supervisory Board and General Meeting of Shareholders at the request of the Board of Management or the Supervisory Board;</p> <p>c. Advice on procedures of meetings;</p> <p>d. Attend meetings;</p> <p>e. Advice on the procedures for making resolutions of the Board of Management, in accordance with the provisions of law;</p> <p>f. Providing financial information, copies of the Board meeting minutes and other information for members of the Board of Management and Supervisors;</p> <p>g. Monitoring and reporting to the Board of Management on the information disclosure activities of the company;</p> <p>h. Confidentiality of information in accordance with the law and the company's charter;</p>	
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		<p>i. Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;</p> <p>j. Assist the company in adhering to the obligations to provide information, disclose information and administrative procedures;</p> <p>k. Other rights and obligations as prescribed by law and the company's charter.</p>	
<p><b>Article 29: Organization of the management structure</b></p> <p>The Company will establish a management system which is run by the Board of Management. The Company shall have one Chief Executive Officer, Deputy Chief Executive Officers, one Chief Financial Officer and one Chief Accountant appointed by the Board of Management. The Chief Executive Officer and Deputy Chief Executive Officers may also be members of the Board of Management.</p>	<p><b>Article 31: Organization of the management structure</b></p> <p>The Company will establish a management system which is run by the Board of Management. The Company shall have one Chief Executive Officer, Deputy Chief Executive Officers by the Board of Management. The Chief Executive Officer and Deputy Chief Executive Officers may also be members of the Board of Management. The appointment, dismissal, removal of the titles mentioned above must be approved by the Board of Management resolutions.</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 33 of Sample charter)</i></p>	
<p><b>Article 30: Management officers</b></p> <p>1. At the request of the Chief Executive Officer and with the approval of the Board of Management, the Company is allowed to employ management officers to the number and classification necessary or suitable for the management structure and management practices of</p>	<p><b>Article 32: Person incharge of company management</b></p> <p>1. At the request of the Chief Executive Officer and with the approval of the Board of Management, the Company is allowed to recruit other executives with the number and standards that are consistent with the Company's</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 34 of</i></p>	

	the Company as proposed by the Board of Management from time to time.	management structure and regulations stipulated by the Board of Management. Person in charge of company management must be diligent in assisting the Company in achieving its goals in operations and organization.	<i>Sample charter)</i>
	<p><b>Article 32: Secretary of the Company</b></p> <p><i>1. The Board of Management will appoint more than one person as the Company Secretary with terms of office and working terms as decided by the Board of Management. The Board of Management may dismiss the Company Secretary if necessary but that shall not contrary to the current regulations of the labor law. The Board of Management may also appoint one or more Assistants to the Company Secretary from time to time. The roles and responsibilities of the Company Secretary include:</i></p> <p><i>a. To hold meetings of the Board of Management, the Board of Supervisors and the General Meeting of Shareholders as directed by the Chairman of the Board of Management or the Board of Supervisors;</i></p> <p><i>b. To prepare minutes of meetings;</i></p> <p><i>c. To advise on the procedures of the meetings;</i></p> <p><i>d. To provide financial information, copies of minutes of meetings of the Board of Management and other information for members of the Board of Management and the Board of Supervisors.</i></p>	<b>Remove this article</b>	
	<b>Article 33: Appointment and dismissal, duties and powers of the Chief Executive Officer</b>	<b>Article 33: Appointment and dismissal, duties and powers of the General Director</b>	<i>To ensure flexibility</i>

	<p>3. Rights and obligations. The General Director has the following rights and obligations:</p> <p>a. (....)</p> <p>b. (....)</p> <p>c. (....)</p> <p>(.....)</p>	<p>3. Rights and obligations. The General Director has the following rights and obligations:</p> <p><b>Supplement</b></p> <p>e. Appoint, dismiss, sign the contract, decide the salary, terminate the contract for: Head, Deputy Head of Department of the Company; Directors, Deputy Directors, chief accountants of affiliated units; and other titles throughout the Company, except for the titles in clause 3.c Article 25 of this Charter. Decide to appoint or dismiss the Representative of the Company's capital in the joint ventures and associates.</p>	<p><i>and quickness in BOD's operating decisions.</i></p>
15.	<p><b>Article 36: Standards, members of the Supervisory Board</b></p> <p><i>1. The Board of Supervisors shall have three (3) members. The Board of Supervisors must have at least one member who has expertise in finance and accounting. This member is not an employee of the Accounting and Finance Department of the Company and is not a member or an employee of the independent auditing company that is auditing the financial statements of the Company. The Board of Supervisors shall have the same term of office as the Board of Management. Members of the Board of Supervisors have unlimited terms.</i></p>	<p><b>Article 38: Standards, members of the Board of Supervisors</b></p> <p>1. The Board of Supervisors has 03 members, the term of Supervisor is no more than 05 years and the Supervisor can be re-elected with an unlimited number of terms.</p> <p>2. Supervisors must meet the criteria and conditions prescribed in Clause 1, Article 164 of the Law on Enterprises and do not fall into the following cases:</p> <p>a) Working in the accounting and finance department of the company;</p> <p>b) Being a member or employee of an independent auditing company that audits the financial statements of the company in the previous three (03) years.</p> <p>3. Supervisors elect one (01) of them to be Head of the</p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 36&amp;37 of Sample charter)</i></p>



		<p>Board on the majority principle. Head of the Board of Supervisors must be a professional auditor or accountant and must work full-time at the Company. Head of the Supervisory Board has the following rights and responsibilities:</p> <ul style="list-style-type: none"> <li>a. Convene meetings of the Board of Supervisors;</li> <li>b. To request the Board of Management, Director (General Director) and other executives to provide relevant information to report to the Supervisory Board;</li> <li>c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Management to submit to the General Meeting of Shareholders.</li> </ul> <p>(Supplement)</p> <p>6. Supervisors are dismissed in the following cases:</p> <ul style="list-style-type: none"> <li>a. No longer meets the criteria and conditions to act as a Supervisor in accordance with the Law on Enterprises;</li> <li>b. Failing to perform their rights and obligations for six (06) consecutive months, except for force majeure circumstances;</li> <li>c. Have submitted resignation letter;</li> <li>d. Other cases as prescribed by law, this Charter.</li> </ul> <p>7. Supervisors are removed from office in the following cases:</p>	
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		<p>a. Failed to complete the assigned tasks or jobs;</p> <p>b. Serious or repeated violations of obligations of Supervisor prescribed by the Enterprise Law and the company's Charter;</p> <p>c. Other cases as prescribed by law, this Charter.</p> <p>8. Supervisors are paid salary or remuneration and are entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration and annual operating budget of the Board of Supervisors;</p> <p>9. Supervisors are entitled to the pasyment of expenses for meals, accommodation, travel, and costs of using independent consulting services at a reasonable level. The total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;</p>	
	<p><b>8. Criteria for a member of the Board of Supervisors:</b></p> <p>A supervisor must meet the following criteria and conditions:</p> <p>a. Having full civil act capacity and not being banned from setting up and managing enterprises under the current Enterprise Law;</p> <p>b. Not being spouses, parents, foster parents, biological children, foster children, siblings of members of the Board of Management or members of the Board of</p>	<p><b>Remove this items</b></p>	<p><i>In accordance with Clause 1, Article 164 of the 2014 Law on Enterprise</i></p>

	<p>Chief Executive Officers and other managers in the Company and its subsidiaries;</p> <p>c. Not holding other executive positions in the Company, member units, subordinate units;</p> <p>d. Other standards and conditions in accordance with other relevant laws and the Charter of the Company.</p> <p>9. Dismissal and removal of members of the Board of Supervisors:</p> <p>A member of the Board of Supervisors will lose his/her membership in the following cases:</p> <p>a. He/she no longer meets the criteria and conditions for being a supervisor under the current Enterprise Law;</p> <p>b. He/she fails to exercise his/her powers and obligations for six consecutive months, except for force majeure events;</p> <p>c. He/she sends in a letter of resignation that is approved;</p> <p>d. Other cases stipulated in the Charter of the Company.</p> <p>e. A member of the Board of Supervisors is dismissed in the following cases:</p> <p>f. He/she fails to complete the assigned tasks;</p> <p>g. He/she commits serious or repeated violations of obligations of a supervisor as prescribed in the Enterprise Law and the Charter of the Company;</p> <p>h. According to the decision of the General Meeting of Shareholders.</p>		
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	<p><b>Article 37: Duties and powers of the Board of Supervisors</b></p> <p>s. The <b>Board of Management</b> must ensure that all copies of financial information and other information are sent to the members of the Board of Management and copies of the minutes of the meeting of the Board of Management must be sent to members of the Board of Supervisors at the same time such information is sent to the Board of Management.</p> <p>t. After consulting with the Board of Management, the Board of Supervisors may announce regulations on meetings of the Board of Supervisors and how the Board of Supervisors operates.</p>	<p><b>Article 39: Duties and powers of the Board of Supervisors</b></p> <p>s. The <b>person incharge of company management</b> must ensure that all copies of financial information and other information are sent to the members of the BOM and copies of the minutes of the meeting of the BOM must be sent to members of the Board of Supervisors at the same time such information is sent to the Board of Management.</p> <p>t. After consulting with the Board of Management, the Board of Supervisors may announce regulations on meetings of the Board of Supervisors and how the Board of Supervisors operates. <b>The Supervisory Board must have meeting at least two (02) times a year and the meeting shall be conducted when two-thirds (2/3) of the Supervisors or more attend the meeting.</b></p>	<p><i>Amended under the guidance of Circular 95/2017 / TT-BTC (Article 38 of Sample charter)</i></p>
	<p><b>Article 40: Dividends</b></p> <p><b>2-Under the provisions of the Enterprise Law, the Board of Management may decide to pay dividends at mid-term if it deems that such payment is in line with the profitability of the Company.</b></p>	<p><b>Article 42: Dividends</b></p> <p><b>Remove this item</b></p>	
	<p><b>Article 61: Effective date</b></p> <p>This Charter consists of 22 chapters, <b>61</b> articles approved by the General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company <b>on April 22, 2017 at the Conference Hall of La Residence Hotel - 05 Le Loi, Hue.</b> The General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company jointly approves the</p>	<p><b>Article 63: Effective date</b></p> <p>This Charter consists of 22 chapters, <b>63</b> articles approved by the General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company. The General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company jointly approves the full text of this Charter.</p>	

	full text of this Charter.		
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*Hue, September 22<sup>nd</sup> 2020*

**Người đề xuất/ *In charge***

**Ho Van Toai (HRM)**