

**HUONG GIANG TOURIST JOINT STOCK COMPANY**

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**CHARTER**  
**HUONG GIANG**  
**TOURIST JOINT STOCK COMPANY**

TRANSACTION NAME: HUONG GIANG TOURIST

ABBREVIATED NAME: HGT

CHARTER CAPITAL: 200,000,000,000 VND

*-7th revision –July 20<sup>th</sup>, 2021*

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## PREAMBLE

The Charter of Huong Giang Tourist Joint Stock Company (hereinafter referred to as "Company") is established based on the Enterprise Law and applicable legal documents.

The Charter serves as the legal basis for the organization and operation of Huong Giang Tourist Joint Stock Company. The regulations of the Company, the Resolutions, Decisions of the General Meeting of Shareholders and the Board of Management, when properly adopted in accordance with the laws and this Charter, shall be the binding rules and regulations to conduct all business activities of the Company.

This amended and supplemented Charter is adopted by the shareholders of the Company in accordance with the resolution of the General Meeting of Shareholders on July 20<sup>th</sup>, 2021

## CHAPTER I - DEFINITION OF TERMS IN THE CHARTER

### Article 1: Definitions

1. In this Charter, the following terms shall be construed as follows:
  - a. *"Charter capital"* means total par value of shares sold or registered for purchase upon the establishment of a joint-stock company and in accordance with Article 5 of this Charter;
  - b. *"Voting capital"* is the share capital, whereby the owner has the right to vote on matters falling under the decision-making authority of the General Meeting of Shareholders;
  - c. *"Enterprise Law"* means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.
  - d. *"Securities Law"* means the Securities Law dated November 26, 2019;
  - e. *"Establishment Day"* means the date the Company is granted the Certificate of Business Registration for the first time;
  - f. *"Enterprise executive"* is the General Director, Deputy General Director of the Company and Chief Accountant and other executives in accordance with the company's charter;.
  - g. *"Related person"* means any individual or organization prescribed in Clause 23, Article 4 of the Enterprise Law, Clause 46 Article 4 of Securities Law;
  - h. *"Shareholder"* means an individual or organization owning at least one share of the Company;
  - i. *"Big shareholder"* means a shareholder defined in Clause 18, Article 4 of the Securities Law;
  - j. *"Term of operation"* means the duration of operation of the Company as prescribed in this Charter or as prescribed by law.

- k. *"Vietnam"* means the Socialist Republic of Vietnam.
  - l. *"Subsidiary"* means a company in which Huong Giang Tourist Joint Stock Company owns more than 50% of the charter capital or total ordinary shares of that company; has the right to directly or indirectly decide to appoint a majority or all of the members of the Board of Management, the Director or the General Director of that company; or have the right to decide on amendments and supplements to that company's charter
  - m. *"Controlling capital, shares"* mean the shares and contributed capital of the Company in another enterprise, which account for more than 50% of the charter capital of that enterprise.
  - n. *"Affiliate"* means a company whose non-controlling capital and shares are held by Huong Giang Tourist Joint Stock Company and is influenced and bound to the rights and obligations of Huong Giang Tourist Joint Stock Company in proportion with its contributed capital or as agreed in the contract signed with Huong Giang Tourist Joint Stock Company.
  - o. *"Founding shareholder"* means a shareholder owning at least one ordinary share and signing on the list of founding shareholders of the Company.
  - p. An individual's legal papers are one of the following: citizen identification card, people's identity card, passport, other legal personal identification papers;
  - q. An organization's legal papers are one of the following: Decision on establishment, Certificate of enterprise registration, other equivalent documents;
- 2. In this Charter, references to one or a number of other regulations or documents will include their amendments or substitutions.
  - 3. The titles, chapters and articles of this Charter are used to facilitate the understanding of its contents and shall not affect the content of this Charter;
  - 4. Words or terms defined in the Enterprise Law (if not in conflict with the subject or context) shall have the same meaning in this Charter.

## **CHAPTER II - NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVES OF THE COMPANY**

### **Article 2: Name, form, head office, branches, representative offices, and term of operation of the Company**

- 1. Name of the Company: **CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG**
  - Name of the Company in Vietnamese: CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG
  - Name of the Company in English: HUONG GIANG TOURIST JOINT STOCK COMPANY
  - Transaction name: HUONG GIANG TOURIST
  - Abbreviated name: HGT

2. The Company is a joint stock company with legal status in accordance with the applicable laws of Vietnam.
3. The registered head office of the Company is:
  - Address : No. 2 Nguyen Cong Tru, Hue City, Vietnam
  - Phone number : 84.234.3826070 - 826071
  - Fax : 84.234.3833588
  - Email : [hgt@huonggiangtourist.com](mailto:hgt@huonggiangtourist.com)
  - Website: [www.huonggiangtourist.com](http://www.huonggiangtourist.com)
4. The Chairman of the Board of Management is the legal representative of the Company.
5. The Company may establish branches and representative offices in domestic and international business areas to achieve the Company's objectives in accordance with the resolutions of the Board of Management
6. Term of operation of the Company shall start from the Establishment day and shall be indefinite.

### **CHAPTER III - OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY**

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

1. Industry and business lines of the Company:

<b>No.</b>	<b>Business lines</b>	<b>Code</b>
1	Short-term accommodation services Details: Travel accommodation services: Standard Hotel Resort & Spa	5510 (Main)
2	Sauna and steam baths, massage and similar health care services (except sport activities)	9610
3	Direct support services for air transportation Details: Air ticket agents for domestic and international flights	5223
4	Installation of electrical systems	4321
5	Site preparation	4312
6	Wholesale of beverages Details: Trading of alcoholic and non-alcoholic beverages	4633
7	Wholesale of food	4632

8	Tour operation Details: Providing international and domestic travel services	7912
9	Restaurants and mobile food services Details: Restaurants and eateries	5610
10	Agent, brokerage and auction activities Details: Currency exchange agent	4610
11	Organization of conventions and trade shows Details: Organization of events, conventions and trade shows	8230

2. The Company's objective is to continuously develop its production and trading activities and services in its business areas in order to maximize the Company's profits for its shareholders, enhance the value of the Company and continuously improve the living conditions, working conditions and income for employees, fulfill the obligations to pay to the State budget and build and develop the Company into a strong economic group.

#### **Article 4: Scope of business and operation**

1. The Company is permitted to plan and conduct all business activities in accordance 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.
2. The Company may conduct business activities in other business lines permitted by law and approved by the General Meeting of Shareholders.

### **CHAPTER IV - CHARTER CAPITAL, SHARES**

#### **Article 5: Charter capital, shares and founding shareholders**

1. The charter capital of the Company is **200,000,000,000 VND** (Two hundred billion Vietnamese dong).

The total charter capital of the Company is divided into **20,000,000 shares** with par value of 10,000 VND/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders in accordance with the law.
3. The shares of the Company on the date of adoption of this Charter include ordinary and preference shares (if any). The rights and obligations of shareholders of each type are prescribed in Article 11 and Article 12 of this Charter.
4. The Company may issue other types of preferred shares after they are approved by the



General Meeting of Shareholders in accordance with the law.

5. The name, address, number of shares and other information about founding shareholders in accordance with the Enterprise Law shall be included in Appendix 1. This appendix is part of this Charter.

Ordinary shares shall be offered with priority given to existing shareholders in proportion to their own ordinary shares in the Company, unless otherwise decided 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 to shareholders and others with conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. 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 with relevant guiding documents and the provisions of this Charter.
7. The Company may issue other kinds of securities when approved by the General Meeting of Shareholders in writing in accordance with the law on securities and securities market.

#### **Article 6: Share certificates**

1. Shareholders of the Company shall be granted share certificates corresponding to the number and types of shares owned, with exceptions as provided for in Clause 6 of this Article.
2. - Shares are securities that confirm the owner's lawful rights and interests to a portion of the share capital of the issuing organization. Shares must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
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.
4. In case of transferring only a number of registered shares in a registered share certificate, the old certificate shall be canceled and the new certificate specifying the remaining shares shall be issued free of charge.
5. In case the shares certificates are lost, damaged or destroyed in other ways, the shareholder shall be re-issued with shares certificates by the Company at the request of such shareholder. The shareholder's proposal must include the following contents:
  - a. Information about shares certificates that have been lost, damaged or otherwise destroyed;
  - b. Commitment to be responsible for disputes arising from the re-issuance of new shares certificates.

6. 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.

#### **Article 7: Other security certificates**

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.

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

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 transferred in accordance with the law on securities and securities market.
2. Shares not fully paid are not subject to transfer and 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.

#### **Article 9: Withdrawal of shares**

1. In case the shareholder fails to make full and timely payment of the amount payable in order to purchase the shares, the Board of Management shall inform and have the right to request such shareholder to pay the remaining amount together shall be responsible for the total par value of shares registered for purchase for the financial obligations of the Company arising from the incomplete payment.
2. The payment notification as mentioned above must clearly state the new payment term is at least seven days from the date of sending the notice, the place of payment. In addition, the notice must clearly state that in case of non-payment, the unpaid shares will be withdrawn.
3. The Board of Management has the right to recover the unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.
4. The withdrawn shares are considered as shares authorized to be offered for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. 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.
5. Shareholders whose shares have been withdrawn will have to relinquish their status as shareholders in respect of those shares, but still have to be responsible in proportion to the total par value of shares registered to buy for the financial obligations of the Company arising at the time of withdrawal according to the decision of the Board of Management from the date of withdrawal until the date of payment. maths. The Board of Management shall have full power to decide on the coercive payment of the total value of shares at the time of withdrawal o
6. The notice of withdrawal shall be sent to the holder of withdrawn shares prior to the time

of withdrawal. Withdrawal is still valid even in the case of errors or carelessness in delivering the notice.

## **CHAPTER V - ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

### **Article 10: Organizational structure, management and supervision**

The Company's organization, management and supervision structure:

- a. General Meeting of Shareholders;
- b. Board of Management;
- c. Board of Supervisors.
- d. General Manager;

## **CHAPTER VI - SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 11: Rights of Shareholders**

1. Shareholders are owners of the Company, have the rights and obligations corresponding to the number of shares and types of shares that they own. Shareholders are only liable for the Company's debts and other material obligations within the amount of capital contributed to the Company, except for the cases specified in Clauses 1 and 5 Article 9 of this Charter
2. Ordinary shareholders have the following rights:
  - a. To attend, speak in the meetings of General Meeting of Shareholders and exercise the rights to vote directly at General Meeting of Shareholder or through an authorized representative, or other forms as prescribed by law. Each ordinary share has one vote;
  - b. To receive dividends with the rate decided by the General Meeting of Shareholders;
  - c. To freely transfer his shares to other, except for the cases specified at Clause 3 Article 120 and Clause 1 Article 127 of the Enterprise Law and other relevant provisions of the law;
  - d. To be given the priority to purchase newly-offered shares in proportion to the number of own ordinary shares;
  - e. To review, look up and extract information on name and contact address in the list of shareholders with voting rights and to request amendment with regards to his inaccurate information;
  - f. To review, search, extract or copy the Company's Charter, the book of meeting minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. In case the Company is dissolved or bankruptcy, the holders of ordinary shares shall receive a portion of the remaining assets corresponding to the number of shares own;

- h. To request the Company to redeem their shares in cases stipulated in Article 132 of the Enterprise Law;
  - i. Be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits. In case the Company has types of preference shares, the rights and obligations attached to these types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information published by the Company in accordance with the law;
  - k. To have their legitimate rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Management in accordance with the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders holding at least 5% of the total number of ordinary shares shall have the following rights:
- a. Request the Board of Management to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - b. Review, search, extract the number of minutes and resolutions, decisions of the Board of Management, semi-annual and annual financial statements, reports of the Board of Supervisors
  - c. , contracts and transactions that must be approved by the Board of Management and other documents, except documents related to trade secrets, business secrets of the Company;
  - 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 the following information: full name, contact address, legal personal identification papers for individual shareholders; name, business code or legal papers of the organization, 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.
  - e. Proposing issues to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and must be sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of shares of each type of the shareholder, the issues proposed to be included in the meeting agenda;
  - f. Other rights as prescribed by law and this Charter.
4. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate people to the Board of Management and Board of Supervisors. The nomination of people to the Board of Directors and the Board of

Supervisors shall be carried out as follows:

- a. The ordinary shareholders forming a group to nominate people to the Board of Management and the Board of Supervisors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Management and the Board of Supervisors, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as a candidate for the Board of Management and the Board of Supervisors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Management, the Board of Supervisors and other shareholders.
5. For founding shareholders:
- a. Within three years from the date the Company is granted Enterprise Registration Certificate, ordinary shares of founding shareholders shall be freely transferred to other founding shareholders and may only transfer to non-founding shareholders if approved by the General Meeting of Shareholders. In this case, the founding shareholder intending to transfer his/her ordinary shares shall not have the right to vote on the transfer of such shares.
  - b. After three years from the date the Company is granted the Enterprise Registration Certificate, restrictions on ordinary shares for founding shareholders will be removed.

## **Article 12: Obligations of shareholders**

Ordinary shareholders shall have the following obligations:

1. To comply with the Charter and internal governance regulations of the Company; comply with Resolutions, decisions of the General Meeting of Shareholders and the Board of Management;
2. To attend the General Meeting of Shareholders and exercise the voting rights through the following forms:
  - a) To attend and vote directly at the meeting;
  - b) To authorize others person, organization to attend and vote at the meeting;
  - c) To attend and vote via online meetings, electronic voting or other electronic forms;
  - d) To send votes to the meeting via mail, fax, or email.
3. To pay in full and in time for the shares committed to buy;
4. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in the case of shares being bought back by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the

provisions of this Clause, such shareholder and persons with related interests in the Company must be jointly responsible for the debts and proprietary obligations of the Company within the scope of the value of the withdrawn shares and the resulting damages

5. Keep confidentiality of the information provided by the Company in accordance with the Company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals
6. To be personally responsible when performing the following acts in the name of the Company in any forms:
  - a. Violating the law;
  - b. Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals;
  - c. Paying undue debts which might pose as potential financial risks to the Company.
7. Fulfill other obligations as prescribed by current law.

### **Article 13: General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once a year. The annual General Meeting of Shareholders must be held within 4 (four) months from the last day of the fiscal year. The Board of Management decides to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 6 (six) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
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 financial statements of the audited year. In case the audited annual financial statements of the company contain essential exceptions, the audit opinion contradicts or disapproves, the Company must invite representatives of the auditing organization approved to audit the Company's financial statements to attend the annual General Meeting of Shareholders to explain related contents and the representative of the above-mentioned approved audit organization is responsible for attending the Annual General Meeting of the Company
3. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Management deems it is necessary for the interest of the Company;
  - 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;
  - c. When the number of members of the Board of Management, independent members of



the Board of Management and Supervisors remained is less than the minimum number of members required by law or less than one third (1/3) of the number of members stipulated in the Charter;

- d. Upon the request of shareholders or groups of shareholders stipulated in Clause 3 Article 11 of this Charter. The request to convene the General Meeting of Shareholders must be made in writing, in which must clearly state the reason and purpose of the meeting, bearing the signatures of all related shareholders (the written request may be made in several copies to have enough signatures of all related shareholders);
- e. Upon the request of the Board of Supervisors r.
- f. Other cases in accordance with the law and the Charter of the Company.

4. Convening extraordinary General Meeting of Shareholders

- a. The Board of Management must convene the meeting of the General Meeting of Shareholders within thirty days from the date the number of members of the Board of Management, independent member of the Board of Management or members of the Board of Supervisors remains as specified in Point c Clause 3 this Article or from the date of receipt of the request as specified in Point d and e Clauses 3 this Article;
- b. If the Board of Management fails to convene the General Meeting of Shareholders in accordance with Point a Clause 4 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 Clause 3 Article 140 of the Enterprise Law;
- c. If the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Point b Clause 4 this Article, the shareholders or group of shareholders as prescribed in Point d Clause 3 this Article shall have the right to act on behalf of the Company to convene the General Meeting of Shareholders in accordance with the Enterprise Law;

In this case, the shareholders or the group of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise the order and procedures for convening and conducting of the meeting and making decisions of the General Meeting of Shareholders;

All expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. These expenses do not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. Procedures for holding the General Meeting of Shareholders are prescribed in Clause 5, Article 140 of the Law on Enterprises.

**Article 14: Rights and obligations of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approve the development orientation of the Company;
  - b. To decide on the type of shares and the total number of shares of each type which are

- entitled to offer for sale; decide the annual dividend rate of each type of shares;
- c. Elect, discharge and dismiss members of the Board of Management and members of the Board of Supervisors;
  - d. Decide to invest or sell assets valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company.
  - e. Decide to amend, supplement the Company's Charter;
  - f. Approving annual financial statements;
  - g. Decide to buy back more than 10% of the total number of shares sold of each type;
  - h. To consider and handle violations by members of the Board of Management and members of the Board of Supervisors causing damage to the Company and its shareholders;
  - i. Decide to reorganize or dissolve the Company;
  - j. Decide the budget or total remuneration, bonus and other benefits for the Board of Management, the Board of Supervisors;
  - k. Approving the internal governance regulations; Regulations on operation of the Board of Management, the Board of Supervisors;
  - l. Approving the list of approved audit firms; decide on the approved audit firm to inspect the operation of the Company, dismiss the approved auditor when considering necessary;
  - m. Other rights and obligations as stipulated by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. Annual business plan of the Company;
  - b. Audited Annual financial statements;
  - c. Report of the Board of Management on the management and operation results of the Board of Management and each member of the Board of Management;
  - d. Report of the Board of Supervisors on the Company's business results, the performance results of the Board of Management, the General Director;
  - e. Report on self-assessment of operation results of the Board of Supervisors and members of the Board of Supervisors;
  - f. The level of dividends for each share of each type;
  - g. Number of members for the Board of Management, Board of Supervisors;
  - h. Approve the list of approved audit firms; decide that the audit firm is approved to inspect the company's activities when it deems it necessary;
  - i. Election, removal from office, dismissal and of members of the Board of Management, members of the Board of Supervisors;
  - j. Decide the budget or the total level of remuneration, bonus and other benefits for members of the Board of Management, Board of Supervisors
  - k. Amendment and revision of the Company's Charter; Internal regulation on corporate governance;



- l. The type of shares and the number of new shares to be issued for each type of share;
- m. The division, separation, consolidation, merging or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- o. Inspection and handling of violations committed by the Board of Management or the Board of Supervisors that cause damages to the Company and its shareholders;
- p. Decision to invest or sell assets of the Company or its branches or purchase transactions **or sale, borrowing, lending, mortgage, security or guarantee** contracts valued at, or more than, **35%** of the total asset value of the Company and its subsidiaries as reported in the audited financial statements of the latest fiscal year;
- q. Decision that the Company buys back more than 10% of the total number of issued shares of each type;
- r. Issuance of the Company's shares or bonds that require valuation of the Company's non-cash contributed assets namely gold, land use rights, intellectual property rights, technology and technological know-how;
- s. Accept the following transactions:
  - Granting loans or guarantees to members of the Board of Management, members of the Board of Supervisors, the General Director, other managers who are not shareholders and related individuals and organizations of these people; In case of granting loans or guarantees to related organizations of members of the Board of Management, members of the Board of Supervisors, the General Director, other managers of which the Company and such organization are companies in the same corporations or companies operating under groups of companies, including parent companies - subsidiaries, economic groups approved by the Board of Management;
  - Transactions with a value of 35% or more or transactions leading to the total value of transactions arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of recorded assets on the most recent financial statement between the Company and one of the following subjects:
    - + Members of the Board of Management, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects;
    - + Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the company and their related persons;
    - + The enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;
  - Contracts, transactions of borrowing and selling assets with a value greater than 10% of the total value of assets recorded in the most recent financial statement between the company and shareholders owning from 51% of the total voting shares or a related person of such shareholder.
- t. Approve internal regulations on corporate governance, operating regulations of the Board of

Management, operating regulations of the Board of Supervisors;

3. Other issues stipulated in this Charter and by law Shareholders are not allowed to vote on the following cases:

- a. Through contracts specified in Clause 2 of this Article where the shareholder or his/her related person is a party to such contracts;
- b. The purchase of shares of such shareholder or his/her related person 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.

4. All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

#### **Article 15: Authorization to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law;
2. The authorization of representative individuals or organization to attend the General Meeting of Shareholders in according to Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, and the scope of the authorization, authorization duration, signatures of the authorizing party and the authorized party:

The persons authorized to attend the General Meeting of Shareholders must present the letter of authorization when registering to attend. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The votes of the persons authorized to attend the meeting within the scope of authorization shall remain valid in the following cases:
  - a. The authorizing person has died, has limited or has lost his/her civil act capacity;
  - b. The authorizing person has revoked the authorization;
  - c. The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of one of the said events within prior to the opening of the General Meeting of Shareholders or before the meeting is re-convened.

## **Article 16: Change of rights**

1. The change or cancellation of special rights attached to a type of preferred shares takes effect when approved by a shareholder representing 65% or more of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares may only be passed if it is approved by the number of preference shareholders of the same type attending the meeting who own at least 75% of the total number of preference shares of that type, or approved by preference shareholders of the same type who own at least 75% of the total number of preference shares of that type in case of passing a resolution in the form of collecting opinions by written documents.
2. The organization of a meeting of shareholders holding a type of preference share to approve the change of the above rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting shall be re-organized within the next 30 days and the shareholders of that type (regardless of the number of people and the number of shares) are present directly or through an authorized representative are considered to be sufficient for the required number of delegates. At the meetings of shareholders holding preference shares mentioned above, shareholders of such type present in person or through their representatives may request confidential voting. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedures for conducting such individual meetings shall be performed the same in accordance with the provisions of Articles 18, 19 and 20 of this Charter.
4. Unless otherwise stipulated in the share issuance provisions, the special privileges attached to the types of shares over some or all matters related to the sharing of profits or assets of the Company shall not be affected when the Company issues additional shares of the same type.

## **Article 17: Convening the General Meeting of Shareholders, meeting agenda, and announcing the General Meeting of Shareholders**

1. The Board of Management shall convene the annual or extraordinary General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Point b, Point c Clause 4 Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - 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 later than 10 (ten) days before the date of sending notice of invitation to the General Meeting of Shareholders. The company must disclose information about making a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.;
  - b. Prepare the agenda and content for the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the proposed

- content of the meeting;
  - e. Determine the time and venue for the meeting;
  - f. Announce and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other jobs serving the meeting.
3. Notice of the General Meeting of Shareholders is sent to all shareholders in a guaranteed way in order to reach the addresses of the Shareholders, and is published on the website of the Company and the State Securities Commission and Stock Exchange at the place where the company shares are listed or registered for transactions. 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 twenty – one (21) days before the opening of the General Meeting of Shareholders ( from the date on which the notice is properly sent or forwarded). 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:
- a. Meeting agenda, documents used in the meeting;
  - b. List and detailed information of candidates in case of electing members of the Board of Management and members of the Board of Supervisors;
  - c. Votes;
  - d. Form of authorized representative to attend the meeting;
  - e. Draft resolutions for each issue in the agenda.
4. A shareholder or a group of shareholders as stipulated in Clause 3 Article 11 of this Charter have the right to request matters to be included in the meeting agenda of the General Meeting of Shareholders. Requests must be made in writing and must be sent to the Company at least three (3) business days prior to the opening of the meeting of the General Meeting of Shareholders. The recommendation must include full name, contact address, nationality, number of legal papers of the individual for shareholders being individuals; name, enterprise code or number of legal papers of the organization, head office address for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company, and the content of the proposal included in the agenda.
5. The person convening the General Meeting of Shareholders shall have the right to refuse the request specified in Clause 4 of this Article in the following cases:
- a. Requests sent are not in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of request, the shareholder or the group of shareholders own at least 5% of the ordinary shares in accordance with the provisions of Clause 3 Article 11 of this Charter;
  - c. Requested issues are not within the deciding competence of the General Meeting of

Shareholders.

6. The convenor of the General Meeting of Shareholders must accept and include the requests specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; Requests are officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders
7. In case all shareholders representing 100% of the voting shares participate directly or through their authorized representatives at the General Meeting of Shareholders, the resolutions approved by the General Meeting of Shareholders are considered valid even in cases where the convening of the General Meeting of Shareholders is not in accordance with procedures or the content for voting is not included in the meeting agenda.

#### **Article 18: Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents for more than 50% of the total voting shares.
2. . In case the first meeting does not meet the conditions prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within [30 days] from the intended date of the first meeting [if The company's charter does not provide otherwise]. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents [33%] of the total number of votes or more [the specific percentage is prescribed by the company's charter].
3. If the meeting for the second time does not meet the conditions prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within [20] days from the intended date of the second meeting, [if the company's charter does not provide otherwise]. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

#### **Article 19: Procedure for conducting the meeting and voting at the meeting of the General Meeting of Shareholders**

1. Prior to the opening of the General Meeting of Shareholders, the Company must carry out and maintain registration for shareholders until all shareholders entitled to attend the meeting are registered in according with the following order:
  - a. When conducting shareholder registration, the Company issues to each shareholder with voting rights or his authorized representative a voting card, on which the registration number, full name of the shareholder, full name of the representative under authorization and the number of votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstention. At the Meeting, the number of cards agreeing to the resolution is collected first, the number of cards disagreeing with the resolution is collected later, and finally counting the total number of votes for or against to decide. The results of the vote counting shall be announced by the Chairman right before the closing of the meeting [unless otherwise provided for in the company's charter]. The Meeting elects the persons responsible for counting votes or supervising the counting of votes at the proposal of the Chairman. The number of members of the vote counting committee shall be decided by the

General Meeting of Shareholders based on the proposal of the Chairman of the meeting

- b. Shareholders, authorized representatives of shareholders being organization or the authorized persons 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.
2. The election of the chairperson, secretary and vote counting committee is regulated as follows:
- a) The Chairman of the Board of Management shall chair or authorize another member of the Board of Management to chair the General Meeting of Shareholders 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. If it is not possible to elect a chairperson, the Head of the Board of Supervisors shall allow the General Meeting of Shareholders to elect a chairperson of the meeting from among the attendees and the person with the highest votes as the chairman of the meeting;
  - b) Except for the case specified at Point a of this Clause, the person who signs to convene a meeting of the General Meeting of Shareholders shall administer the meeting so that the General Meeting of Shareholders elects the chairman of the meeting and the person with the highest number of votes shall act as the chairman of the meeting;
  - c) The chairperson appoints one or several people to act as secretary of the meeting;
  - d) The General Meeting of Shareholders elects one or several people to the vote counting committee at the request of the chairperson of the meeting.
3. 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.
4. The Chair has the right to take necessary and reasonable measures to operate the meeting of the General Meeting of Shareholders in a duly and orderly manner, complying with the approved agenda and reflecting the wishes of the majority of the attending members.
- a. Arrange seats at the venue of the General Meeting of Shareholders;
  - b. Ensure safety for everyone present at the meeting venue;
  - c. Facilitate shareholders to attend or continue to attend the Meeting (of continue to attend the Meeting).
- The convenor of the General Meeting of Shareholders has exclusive right to change the above-mentioned measures and apply necessary measures. Applicable measures may be the issuance of passes to enter the meeting room or other forms.
5. In cases where the above-mentioned measures are applied at the General Meeting of Shareholders, the convenor of the General Meeting of Shareholders when choosing the venue for the General Meeting of Shareholders, may:



- a. Announce that the meeting will be conducted at the venue indicated in the notice and the Chair of the meeting will be at the main venue of the meeting;
- b. Arrange and organize the meeting so that shareholders or authorized representatives who cannot attend the meeting under this Article or those who want to meet at the venue other than the main venue of the meeting can concurrently attend the meeting;

The announcement of the meeting does not need to specify the measures to be taken under this Article.

6. The person convening the meeting or chairing the meeting of the General Meeting of Shareholders has the following rights:
  - a) Require all attendees to be subject to inspection or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain order of the meeting;
  - c) Expel those who do not comply with the chairman's executive authority, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders.
7. The chairperson has the right to postpone a meeting of the General Meeting of Shareholders which has a sufficient number of people registered to attend the meeting, no more than 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the location meeting point in the following cases:
  - a) The meeting place does not have enough convenient seats for all participants;
  - b) The media at the meeting place is not guaranteed for shareholders attending the meeting to participate, discuss and vote;
  - c) A meeting attendee obstructs, disrupts order, and threatens to prevent the meeting from being conducted in a fair and lawful manner.
8. In case the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman to run the meeting until the end; All resolutions passed at that meeting shall come into force.
9. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

## **Article 20: Conditions for the Approval of decisions of the General Meeting of**

## **Shareholders**

1. A resolution on the following contents shall be passed if it is approved by the number of shareholders representing at least [65%] of the total votes of all attending shareholders, except for the case specified in Clauses 3 and 4 and 6 Article 148 of the Law on Enterprises:
  - a) Types of shares and total number of shares of each type;
  - b) Change in industry, profession and business field;
  - c) Changing the organizational and management structure of the Company;
  - d) Investment project or asset sale with a value of 35% or more of the total value of assets recorded in the most recent financial statement of the Company, unless the company's charter stipulates the other ratio or value;
  - dd) Reorganization or dissolution of the Company;
2. Resolutions are passed when they are approved by the number of shareholders holding more than [50%] of the total votes of all attending shareholders, except for the cases specified in Clauses 1 of this Article and Clause 3. 4 and 6 Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders passed with 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and approving such resolutions are in violation of provisions of the Enterprise Law and the company's charter.

### **Article 21: Competence and procedures for taking shareholders' written opinions to adopt decisions of the General Meeting of Shareholders**

The authority and procedure to collect written opinions of shareholders to pass a Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Management has the right to collect written opinions of shareholders in order to pass a resolution of the General Meeting of Shareholders when it considers it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law of Enterprises.
2. The Board of Management must prepare the opinion form, the draft resolution of the General Meeting of Shareholders, the documents explaining the draft resolution and send it to all shareholders with voting rights at the latest [10 days] before the deadline on which date the opinion form must be returned. The request and method of sending the opinion form and accompanying documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion form must contain the following principal contents:
  - a) Name, head office address, enterprise code number;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, business identification number or legal document number of the



organization, head office address for shareholders being an organization, or full name, contact address, nationality, number of legal papers of an individual for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;

d) Matters needing opinions to pass a decision;

dd) The voting options including agreeing, disagreeing and abstaining for each issue for which opinions are collected;

e) The time limit for sending the answered opinion form to the Company;

g) Full name and signature of the Chairman of the Board of Management.

4. Shareholders can send the answered opinion form to the Company by mail, fax or email according to the following regulations:

a) In case of sending a letter, the answered opinion form must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting of votes;

c) The opinion forms sent to the Company after the time limit specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Opinion forms that are not sent back are considered as non-voting forms.

5. The Board of Management counts the votes and makes minutes of the vote counting in the presence of the Board of Supervisors or shareholders who do not hold managerial positions of the Company. The vote counting minutes must contain the following principal contents:

a) Name, head office address, enterprise code number;

b) Purpose and issues to be consulted in order to pass the resolution;

c) Number of shareholders with the total number of votes that participated in the vote, in which the number of valid and invalid votes is distinguished and the method of sending votes, together with an appendix of the list of shareholders participating in voting;

d) Total number of votes for, against and abstention for each issue;

dd) The issue has been passed and the corresponding percentage of passed votes;

e) Full name and signature of the Chairman of the Board of Management, the person counting the votes and the person supervising the counting of votes.

The members of the Board of Management, the vote counting person and the vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate counting of votes.

6. The vote counting minutes and resolutions must be sent to the shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 hours from the time the vote counting ends.

7. The answered opinion forms, the vote counting minutes, the approved resolution and relevant documents enclosed with the opinion forms must all be kept at the head office of the Company.

8. A resolution shall be passed in the form of collecting written opinions of shareholders if it is approved by the number of shareholders holding more than [50%] of the total votes of all shareholders with voting rights, and has the same validity as the resolution passed at the General Meeting of Shareholders.

#### **Article 22: Resolution, Minutes of the General Meeting of Shareholders**

Resolutions passed in the form of written opinion collection must be approved by at least [65%] of the total number of shareholders with voting rights and have the same value as the resolution passed at the General Meeting of Shareholders.

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:
  - a. Name, head office address, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and meeting content;
  - d. Full name of the Chair and secretary;
  - e. Summary of the meeting and opinions at the General Meeting of Shareholders on each issue in the agenda;
  - f. 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;
  - g. 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;

- h. The issues were passed and the percentage of votes passed accordingly;
  - i. Full name and signature of the Chair and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes will take effect if it is signed by all other members of the Board of Management attending the meeting and contains all the contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.
- 2. 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.
  - 3. 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 or other people signed in the minutes must be responsible for the truthfulness and accuracy of the content of the minutes.
  - 4. The Resollution, 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, all the document attached to the minutes (if any) and related documents in accompany with the notice of meeting invitation must be disclosed in accordance to the law on disclosure of information on the stock market and must be kept at the head office of Company.

**Article 23: Request to cancel resolutions of the General Meeting of Shareholders**

- 1. Within ninety (90) days from the date receiving the Resolutions or the minutes of the General Meeting of Shareholders or vote-counting minutes of the General Meeting of Shareholders, Shareholder or group of shareholders as stipulated in Clause 3, Article 11 of this Charter shall have the right to request the Court or the Arbitrator to review and cancel the resolutions or part of the resolutions of the General Meeting of Shareholders in the following cases:
  - a. The order and procedures for convening meetings or collecting written opinions of shareholders and making decisions of the General Meeting of Shareholders seriously violates the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 3 Article 20 of this Charter.
  - b. Content of the resolution violates the law or this Charter.
- 2. In case a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders as provided for in Clause 1 of this Article, such resolution shall remain effective until the decision to cancel such resolution of the Court or Arbitration takes effect, except for the case of application of provisional urgent measures under a decision of a competent authority.
- 3. In case the resolution 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 of which the resolution is cancelledconsiders 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.

## **CHAPTER VII - BOARD OF MANAGEMENT**

### **Article 24: Stand for and nominate members of the Board of Management**

1. In case the of the Board of Management candidate has been identified , Company must announce the information related to the Board of Management candidates 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 of the personal information published and must commit to perform the duties honestly, carefully and for the best interests of the Company if elected as a member of Board of Management. Information related to the candidate of the Board of Management to be published :
  - a. Full name, date of birth;
  - b. Qualification;
  - c. Working process;
  - d. Other management titles;
  - e. 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;
  - f. Benefits related to the Company and related partners of the Company(if any);
  - g. Full name of shareholder or group of shareholders nominating that candidate (if any);
  - h. Other information (if any).
  - i. The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Management, other management positions and interests related to the candidate's company (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Management. A shareholder or group of shareholders holding from 10% to less than 20% of the voting shares may nominate one (1) candidate; from 20% to less than 30% can nominate up to two (2) candidates; from 30% to less than 50% may nominate up to three (3) candidates; from 50% to less than 65% may nominate up to four (4) candidates and from 65% or more may nominate enough number of candidates.
3. In cases where the number of nominated or self-nominated candidates for the Board of Management is still insufficient in accordance to Cluase 5 Article 115 of the Enterprise Law, the current Board of Management nominate additional candidates or nominate using a mechanism provided by the Company. The mechanism or the manner in which the current Board of Management employs to nominate candidates for the Board of Management must be clearly communicated before The General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law and this

Charter.

4. Criteria and Conditions to become a member of the Board of Management shall be in accordance with Clause 1 and Clause 2 Article 155 of the Enterprise Law.

**Article 25. Composition and tenure of members of the Board of Management**

1. The number of members of the Board of Management is 05 (five) people.
2. The term of office of a member of the Board of Management shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management for no more than 02 consecutive terms. In case all members of the Board of Management end their terms at the same time, those members will continue to be members of the Board of Management until a new member is elected to replace and take over the job.
3. The structure of members of the Board of Management is as follows:

The structure of the Board of Management of the Company must ensure that at least 1/3 of the total number of members of the Board of Management are non-executive members. The Company minimizes members of the Board of Management concurrently holding executive positions of the Company to ensure the independence of the Board of Management.

4. A member of the Board of Management will no longer be a member of the Board of Management in the following case: discharged, dismissed, replaced by the General Meeting of Shareholders in according to Article 160 Enterprise Law.
5. The appointment of members to the Board of Management must be disclosed of information in accordance with the law on disclosure of information and securities market.
6. A member of the Board of Management is not necessarily a Shareholder of the Company.

**Article 26. Powers and obligations of the Board of Management**

1. The Board of Management is the management agency of the Company, has full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Management are prescribed by law, the company's charter, internal regulations of the Company and the General Meeting of Shareholders. Specifically, the Board of Management has the following rights and obligations:
  - a. To decide on the strategy, medium-term development plan and annual business plan of the Company;
  - b. Supervise and direct the General Director and other managers in running the company's daily business;
  - c. Elect, dismiss and remove the Chairman of the Board of Management; appoint,

dismiss, sign contracts, terminate contracts with: General Director, Deputy General Director, Person in charge of corporate governance; Chairman of the Company, General Director of subsidiaries with 100% capital of the Company. Decide the salary, remuneration, bonus and other benefits of such persons; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company and decide on the remuneration and other benefits of such persons;

d. Decide on the organizational structure and internal management regulations of the Company after being approved by the General Meeting of Shareholders; decide on the establishment of subsidiaries, branches, representative offices and capital contribution and share purchase of other enterprises.

e. Resolve the Company's complaints against the Company's managers as well as decide on the selection of the Company's representative to deal with issues related to legal proceedings against such managers.

f. Approve the program and content of documents in service of the General Meeting of Shareholders, convene a meeting of the General Meeting of Shareholders or to collect opinions for the General Meeting of Shareholders to pass a decision;

g. Propose types of shares and total number of shares to be offered for sale of each type;

h. Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;

i. Decide to sell unsold shares within the number of shares authorized to be offered for sale of each type; decide to raise additional capital in other forms;

j. Decide the selling price of shares and bonds of the Company;

k. Decide to repurchase shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

l. Decide on solutions for market development, marketing and technology;

m. Proposing the reorganization and dissolution of the Company; request bankruptcy of the Company;

n. To decide on investment plans and investment projects with a value of between 10% and less than 35% of the total asset value of the Company and its branches recorded in the audited financial statements of the most recent fiscal year;

n. Approve purchase, sale, lend, loan, mortgage, security, guarantee and other contracts with value from **10% to less than 35%** of the total value of assets recorded in the most recent financial statements of the company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1, Clause 3, Article 167 of the Law on Enterprises;

- o. Decide to issue the Regulation on operation of the Board of Management, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to issue the Regulation on operation of the Audit Committee under the Board of Management, the Regulation on information disclosure of the company;
  - p. Submit audited annual financial statements to the General Meeting of Shareholders; Other issues specified in the Enterprise Law, this Charter and other regulations of the Company.
3. The Board of Management must report to the General Meeting of Shareholders on the operation results of the Board of Management in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government stipulating detailed implementation of a number of articles of the Law on Securities.

**Article 27: Remuneration, salary and other benefits of members of the Board of Management**

- 1. The company has the right to pay remuneration and reward members of the Board of Management according to business results and efficiency.
- 2. Members of the Board of Management receive remuneration for their work and reward. Remuneration for work is calculated according to the number of working days required to complete the tasks of a member of the Board of Management and the remuneration per day. The Board of Management estimates the remuneration for each member on the principle of consensus. The total remuneration and reward for the Board of Management is decided by the General Meeting of Shareholders at the annual meeting. T
- 3. Remuneration paid to each member of the Board of Management are included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate item in the Company's Annual Financial Report and must be reported to the General Meeting of Shareholders at the annual meeting.
- 4. 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, 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.
- 5. 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.
- 6. A member of the Board of Management may be entitled to purchase liability insurance by the Company after having the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Management related to violations of the law and the company's charter.



## **Article 28: Chairman of the Board of Management**

1. The Chairman of the Board of Management is elected by the Board of Management among the members of the Board of Management., the Chairman of the Board of Management does not hold the position of General Director of the Company.
2. In addition, The Chairman of the Board of Management shall have other rights and obligations as stipulated in this Charter and the Enterprise Law. In case the Chairman of the Board of Management is absent or unable to perform his / her duties, he/she shall authorize another member to perform the rights and obligations of the Chairman of the Board of Management in accordance with the prescribed principles. at the company's charter. In case there is no authorized person, or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment, a compulsory education institution, has fled his residence, restricted or incapacitated for civil acts, have difficulties in cognition or behavior control, are banned by the Court from holding certain posts, practicing certain professions or doing certain jobs, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle of majority of the remained members approved until there is new decision of the Board of Management.
3. In case the chairman of the Board of Management submits resignation letter or being dismissed or removed the Board of Management must elect substitutes within ten (10) days from the date of receiving the resignation letter or being dismissed or removed.
4. The Chairman of the Board of Management shall have the following rights and obligations:
  - a. To prepare the agenda and work plans for the Board of Management;
  - b. To prepare the agenda, content and documents for meetings; convene and preside over and be the chairman of the meetings of the Board of Management;
  - c. Chair the meetings of the General Meeting of Shareholders;
  - d. To adopt the resolutions, decisions of the Board of Management;
  - e. To supervise the implementation of resolutions, decisions of the Board of Management;
  - f. To approve investment or sale of assets or contracts on purchase, sale, borrowing, lending, mortgage, guarantee and other contracts **valued under 10%** of the total asset value reported in the latest financial statements of the Company, (except for cases where such actions are under the authority of the General Meeting of Shareholders);
  - g. Other rights and obligations in accordance with the Enterprise Law, this Charter and other regulations of the Company.
5. The Chairman of the Board of Management shall be the person to make the final decision in case the rates of approval and disapproval from members of the Board of Management are the same.

## **Article 29: Substitute members of the Board of Management**

1. A member of the Board of Management (other than the authorized representative of such



member) may appoint another member of the Board of Management, or a person approved by the Board of Management and is ready to perform the task, to be the substitute for him/her and has the right to remove such substitute.

2. A substitute member of the Board of Management shall be entitled to receive notices of meeting of the Board of Management and the sub-committees of the Board of Management of which the appointing person is a member. The substitute member shall have the right to participate and vote at meetings when the member of the Board of Management appointing such substitute member is absent, and is authorized to perform all functions of the appointing person as a member of Board of Management in case the appointing person is absent. This substitute member is not entitled to receive any compensation from the Company for his or her work as a substitute member of the Board of Management. However, the Company is not obliged to send notice of the aforementioned meetings to substitute members of the Board of Management who are not in Vietnam.
3. The substitute member will have to resign from being a member of the Board of Management if his/her appointing person is no longer a member of the Board of Management. Where the term of a member of the Board of Management expires but he/she is reappointed or deemed to have been reappointed in the same General Meeting of Shareholders that the member ceases to hold office due to the expiry of his/her term of office, then his/her appointment of a substitute member performed immediately prior to the expiry of his/her term of office shall continue to be effective after the member is reappointed.
4. The appointment or dismissal of the substitute member must be made in writing by the appointing or dismissing member of the Board of Management and sent with signature to the Company or in other forms as approved by the Board of Management.
5. In addition to the other provisions set out in this Charter, the substitute member shall be treated as a member of the Board of Management in all respects and shall be personally responsible for his acts and faults but shall not be considered the representative to execute the authorization of the appointing member of the Board of Management.

### **Article 30: Meetings of the Board of Management**

1. If the Board of Management is electing its Chairman, the first meeting of the Board of Management to elect the Chairman and to make other decisions within its authority must be conducted within seven working days from the date of ending the election of the Board of Management for that term. This meeting shall be convened and chaired by the member with the highest number of votes or highest ratio of votes. In cases where more than one member has the highest and equal number of votes or ratio of votes, the members vote in the principle of majority to choose one of them to convene the meeting of the Board of Management.
2. The Board of Management meets at least one a quarter and can have extraordinary meetings.
3. The Chairman of the Board of Management must convene a meeting of the Board of Management in the following cases:
  - a. At request of the General Director or at least five management officers;

- b. At request of at least two members of the Board of Management;
- c. At request of the Board of Supervisors.
- d. At request of Independent members of the Board of Management;

The requests specified in this Clause must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Management.

- 4. The Chairman of the Board of Management must convene the meeting of the Board of Management within seven (07) working days after the the date of receiving the requests for meeting specified in Clause 3 of this Article. In case the Chairman of the Board of Management does not convene the meeting as requested, the Chairman of the Board of Management shall be liable for any damages caused to the Company; the persons who request for a meeting under Clause 3 of this Article may themselves convene the meeting of the Board of Management.
- 5. In case meeting is requested by an independent auditor, the Chairman of the Board of Management must convene the meeting of the Board of Management to discuss the audit report and the situation of the Company.
- 6. Meetings of the Board of Management will be held at the registered address of the Company or other addresses in Vietnam or abroad as is decided by the Chairman of the Board of Management and agreed by the Board of Management.
- 7. The Chairman of the Board of Management or the person convening the meeting of the Board of Management must send the notice of meeting invitation at least three [03] working days before the meeting date. The notice of meeting invitation must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting invitation must be enclosed with the documents used at the meeting and the vote cards of the members.
- 8. The notice of Board of Management meeting must be sent by post, fax, email or other means as long as they arrive at the address of each member of the Board of Management as registered in the Company.
- 9. The Chairman of the Board of Management or the convenor shall send the notice of meeting invitation and accompanying documents to the Supervisors as for members of the Board of Management. Supervisors have the right to attend meetings of the Board of Management; have the right to discuss but not to vote.
- 10. 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.
- 11. A member of the Board of Management is considered to attend and vote at the meeting in he following cases:
  - a) Attend and vote directly at the meeting;

- b) Authorize another person to attend the meeting and vote as prescribed in Clause 13 of this Article;
  - c) Attend and vote through online conferences, electronic voting or other electronic forms;
  - d) Send votes to the meeting by mail, fax, or email;
  - e) Send votes by other means as prescribed in the company's charter
- 12. In case of sending the voting card to the meeting via mail, the voting card must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Management at least 01 hour before the opening. Voting cards can be opened only in the presence of all attendees.
  - 13. Members must attend all meetings of the Board of Management. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Management
  - 14. The Board of Management shall adopt resolutions, make decisions by voting at the meeting, collect opinions in writing or in other forms prescribed by the company's charter. Each member of the Board of Management has one vote.
  - 15. Resolutions and decisions of the Board of Management are passed if they are approved by a majority of the members of the Board of Management attending the meeting (more than 50%). In case the number of votes for and against is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Management.
  - 16. Written resolution. Resolution in the form of collecting written opinions is adopted on the basis of the approval of a majority of the BOM members with voting rights. This resolution is as valid as the resolution adopted at the meeting.

Such resolutions are effective and have the same value as resolutions adopted by members of the Board of Management at a meeting convened and organized according to normal practice. Resolutions may be adopted by using multiple copies of the same text if each copy has at least one signature of the member.

- 17. In case a resolution or decision passed by the Board of Management is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's charter, causing damage to the company, the members who approved the resolution or decision must be jointly and personally liable for such resolution or decision and must compensate the company for damage; Members who object to the adoption of the above resolution or decision re exempt from liability. In this case, the shareholders of the company have the right to request the Court to suspend the implementation or cancel the aforesaid resolution or decision.

### **Article 31. Minutes of meeting of the Board of Management.**

- 1. 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:

- a) Name, head office address, enterprise code;
  - b) Purpose, agenda and content of the meeting;
  - c) Time and location of the meeting;
  - 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;
  - d) Issues discussed and voted on at the meeting;
  - e) Summary of opinions of each member attending the meeting in the order of the progress of the meeting;
  - g) The voting results clearly state members agreeing, disagreeing and no opinion;
  - h) The issues approved and the corresponding approved voting rate ;
  - i) Full name, signature of the chair and record maker, except for the case specified in Clause 2 of this Article
- 2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Management attending the meeting sign the minutes and it has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall take effect
  - 3. The chairman, the minutes taker and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the Board meeting minutes.
  - 4. Minutes of meetings of the Board of Management and documents used in the meeting must be kept at the head office of the company.
  - 5. Minutes made in Vietnamese and in a foreign language have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

### **Article 32. Sub-committees of the Board of Management.**

The Board of Management may establish the sub-committees to be in charge of development policy, human resources, compensation, internal audit, risk management. The number of members of a sub-committee shall be decided by the Board of Management with at least 03 (three) people including members of the Board of Management and outside members. Independent members of the Board of Management or non-executive members of the Board of Management occupy the majority of the sub-committee and one of these members is appointed as the head of the sub-committee under the decision of the Board of Management. The activities of the sub-committees

must comply with regulations set by the Board of Management. The sub-committee's resolutions are effective only when the majority of members attending and voting to approve at the meeting of the sub-committee .

The implementation of the decisions of the Board of Management, or of the sub-committees under the Board of Management must comply with provisions of current law and Company's Charter, Internal Regulation on Company Governance., o

### **Article 33: Person in charge of company governance**

1. The Board of Management must appoint at least one (01) person to be the person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.
2. The person in charge of company governance  
The person in charge of company governance has the following rights and obligations:
  - 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;
  - b. Prepare meetings of the Board of Management, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Management or the Board of Supervisors;
  - c. Advice on procedures of meetings;
  - d. Attend meetings;
  - e. Advice on the procedures for making resolutions of the Board of Management, in accordance with the provisions of law;
  - f. Providing financial information, copies of the Board meeting minutes and other information for members of the Board of Management and Supervisors;
  - g. Monitoring and reporting to the Board of Management on the information disclosure activities of the company;
  - h. Confidentiality of information in accordance with the law and the company's charter;
  - i. Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
  - j. Assist the company in adhering to the obligations to provide information, disclose information and administrative procedures;
  - k. Act as a point of contact for stakeholders;

1. Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER VIII - GENERAL DIRECTOR AND OTHER MANAGEMENT PEOPLE**

### **Article 34: Organization of the management structure**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Management and subject to the supervision and direction of the Board of Management in the daily business of the Company. The Company shall have one General Director, Deputy General Directors, and Chief Accountant. The General Director and Deputy General Directors 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 or decisions.

### **Article 35: Person incharge of company management**

1. Company executives include General Director, Deputy General Director, Chief Accountant
2. At the request of the General Director 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 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.
3. General Director is paid with salary and reward. The salary and reward of the General Director shall be decided by the Board of Management
4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at annual meeting.

### **Article 36: Appointment and dismissal, duties and powers of the General Director**

1. The Board of Management appoints a member of the Board of Management or another person to be the General Director.
2. The General Director is the person who manages the day-to-day business of the Company; under the supervision of the Board of Management; take responsibility before the Board of Management and before the law for the performance of assigned rights and obligations.

The term of the General Director shall not exceed five (5) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's charter. The General Director has the following rights and obligations:

- a. Organize the implementation of resolutions and decisions of the Board of

**Management;**

- b. To decide on issues related to the daily business of the Company that are not under the authority of the General Meeting of Shareholders, the Board of Management, the Chairman of the Board of Management;
  - c. Organize the implementation of the Company's business plan and investment plan;
  - d. Propose the organizational structure plan, internal management regulations of the Company;
  - e. To appoint, relieve from duty and dismiss managerial positions in the Company, except for those under the authority of the Board of Management;
  - f. Decide salary and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
  - g. Labor recruitment;
  - h. Proposing a plan to pay dividends or deal with business losses;
  - i. Prepare long-term, annual and monthly estimates of the Company;
  - j. Carry out all other activities in accordance with the provisions of this Charter and the regulations of the Company, the resolutions and decisions of the Board of Management and the provisions of law.
3. The Board of Management may dismiss the General Director when a majority of the members of the Board of Management with voting rights attending the meeting approve and appoint a new General Director to replace.

**CHAPTER IX - RESPONSIBILITIES OF MEMBERS OF THE BOARD OF  
MANAGEMENT, MEMBERS OF BOARD OF SUPERVISORS, GENERAL  
DIRECTOR AND MANAGEMENT OFFICERS**

**Article 37: Prudence responsibilities**

Members of the Board of Management, members of Board of Supervisors, the General Director and other management officers are responsible for the performance of their duties, including duties as members of sub-committees of the Board of Management in an honest, prudent and best manner to ensure the best lawful interests of the Company.

**Article 38: Honesty responsibilities and avoidance of conflicts of interest**

- 1. Members of the Board of Management, Board of Supervisors, General Director and other executives must public the related interests in accordance with Article 164 of the Law on Enterprises and other provisions of law. .
- 2. Members of the Board of Management, members of the Board of Supervisors, General Director, other management officers and people related to them only use the information



obtained through his position to serve the interests of the Company. It is not allowed to carry out the public disclosure of related interests in accordance with Article 149 of the Enterprise Law and other provisions.

3. Members of the Board of Management, members of the Board of Supervisors, General Director and management officers are obliged to notify by writing the Board of Management, Board of Supervisors on transactions between the Company, its subsidiaries and other companies in which the public company holds control 50% or more of the charter capital with that entity or with its related persons in accordance with regulations of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Management may not vote on transactions that bring benefits to that member or his/her related persons in accordance with the Law on Enterprises and the company's charter. .
5. Members of the Board of Management, members of the Board of Supervisor, the General Director, other executives and related people of these subjects are not allowed to use or disclose to others internal information to carry out related transactions.
6.
  - a. Contracts or transactions between the Company with one or more members of the Board of Management, members of the Board of Supervisors, General Director, other management officers or individual, organizations related to these subjects are not void in the following cases: , For transactions valued less than 20% of the total asset value reported in the most recent financial statements, important contents of the transaction as well as relations and benefits of members of the Board of management, members of the Board of Supervisors, other management officers have been reported to the Board of Management and have been approved by the Board of Management by a majority of votes of the members of the Board of Management who have no related interests;
  - b. For transactions with a value greater than 20% or transactions leading to a transaction value arising within 12 months from the date of execution of the first transaction with a value of 20% or more of the total value of assets recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of members of the Board of Management, members of the Board of Supervisors, the General Director and other executives have been announced to shareholders and approved by the General Meeting of Shareholders via votes of shareholders with no related interests.;

### **Article 39: Responsibilities for damage and compensation**

1. Members of the Board of Management, members of the Board of Supervisors, General Director, other management officers in breach of their obligations, responsibility for honesty and care, failing to fulfill their obligations shall be responsible for damages caused by their violations.
2. . The company indemnifies those who have been, are or may become a party to complaints, lawsuits and prosecutions (including civil, administrative and not lawsuits



filed by the Company as the petitioner) if that person was or is a member of the Board of Management, a member of the Board of Supervisors, the General Director, other executives, an employee or an authorized representative of the Company, has or is performing his or her duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no conclusive evidence that such person has breached his or her responsibilities..

3. Compensation costs include judgment costs, fines, actual payments (including attorneys' fees) when dealing with these cases within the framework permitted by law. The company can buy insurance for these people to avoid the above liability

## **CHAPTER X - BOARD OF SUPERVISORS**

### **Article 40. The candidacy and nomination of member of the Board of Supervisors.**

1. The candidacy and nomination of member of Board of Supervisors shall be conducted in the same manner as stipulated in Clause 1, Clause 2 Article 24 of this Charter.
2. In case the number of candidates of the Board of Supervisors through nomination and candidacy is insufficient, the current Board of Supervisors may nominate additional candidates or organize the nomination according to t Company' Charter and Internal Regulations on Corporate Governance and the Operation Regulation of the Board of Supervisors. That the Board of Supervisors nominating more candidates for the Board of Supervisor must be clearly announced before the General Meeting of Shareholders votes for the nomination of the members of the Board of Supervisors in accordance with the law provisions.

### **Article 41: Members of the Board of Supervisors**

1. The Board of Supervisors has 03 members, the term of Supervisor is no more than 05 years and can be re-elected with an unlimited number of terms.
2. Supervisors must meet the following criterias and conditions:
  - a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;
  - c) Not being a family member of a member of the Board of Management, the Director or General Director and other managers;
  - d) Not being the manager of the company; not necessarily a shareholder or employee of the company;

Do not fall into the following cases:

- Working in the accounting and finance department of the company;
- Being a member or employee of an independent auditing company that audits the

financial statements of the company in the previous three (03) years.

3. Supervisors are dismissed in the following cases:
  - a. No longer meets the criteria and conditions to act as a Supervisor in accordance with Clause 2 of this article
  - b. Have submitted resignation letter and accepted;
  - c. Other cases as prescribed by law, this Charter.
4. Supervisors are dismissed from office in the following cases:
  - a. Failed to complete the assigned tasks or jobs;
  - b. Failing to perform their rights and obligations for six (06) consecutive months, except for force majeure circumstances;
  - c. Serious or repeated violations of obligations of Supervisor prescribed by the Enterprise Law and the company's Charter;
  - d. Other cases as prescribed by resolutions of the General Meeting of Shareholders.

#### **Article 42: Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the members of the Board of Supervisors; election, dismissal and removal from office on the principle of majority. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the enterprise's business activities.
2. Rights and obligations of the Head of the Board of Supervisors:
  - a) Convene a meeting of the Board of Supervisors;
  - b) Request the Board of Management, General Director and other executives to provide relevant information to report to the Board of Supervisors;
  - c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Management for submission to the General Meeting of Shareholders.

#### **Article 43 Rights and obligations of the Board of Supervisors**

The Board of Supervisors shall have the powers and duties as stipulated in Article 170 of Enterprise Law and rights and obligations as follows:

1. Proposing and recommending the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on an approved audit organization to inspect the Company's operations, dismiss the approved auditor when deeming it necessary.

2. Take responsibility before shareholders for their supervisory activities.
3. Supervising the financial situation of the Company, the compliance with the law in the activities of members of the Board of Management, General Director, and other managers
4. Ensure coordination with the Board of Management, General Director and shareholders.
5. In case of detecting violations of law or violations of the company's charter by members of the Board of Management, General Director and other executives of the enterprise, the Board of Supervisors must notify in writing the Board of Management within forty-eight (48) hours, request the violator to stop the violation and have solutions to remedy the consequences.
6. Develop the operating regulations of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval
7. Report at the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law on the content:
  - a) Report of the Board of Supervisors on the company's business results, the operation results of the Board of Management, the General Director;
  - b) Report on self-assessment of operation results of the Board of Supervisors and Supervisors

The report must include the following content:

- Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors as prescribed in Article 172 of the Law on Enterprises and the company's charter.
- Summarize the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors.
- The results of monitoring the operational and financial situation of the company.
- Report on evaluation of transactions between companies, subsidiaries, companies in which the public company holds control over 50% or more of charter capital with members of the Board of Management, General Director, executive officers of the enterprise and their related persons; a company-to-company transaction in which a member of the Board of Management, General Director, or other executives of the enterprise is a founding member or manager of that enterprise within the last three (03) years before the time of the transaction.
- Results of supervision of the Board of Management, General Director and other executives of the enterprise.

- Results of evaluation of the coordination between the Board of Supervisors and the Board of Management, General Director and shareholders
- 8. Have the right to access files and documents of the Company kept at the head office, branches and other locations; have the right to go to the workplace of managers and employees of the Company during working hours
- 9. Have the right to request the Board of Management, members of the Board of Management, General Director and other managers to provide fully, accurately and timely information and documents on management, administration and operation of the Company's business.
- 10. Other rights and obligations in according with the law and this Charter.

#### **Article 44: Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice a year, the number of members attending the meeting is at least 2/3 of the members of the Board of Supervisors. Minutes of the Board of Supervisors meeting are detailed and clear. The person recording the minutes and members of the Board of Management attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Management must be kept in order to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Management, the Director (General Director) and the representative of an approved audit organization to attend and answer questions that need to be clarified.

#### **Article 45. Salary, remuneration, bonus and other benefits of members of the Board of Supervisors**

Salary, remuneration, bonus and other benefits of members of the Board of Supervisors shall comply with the following provisions:

1. Members of the Board of Supervisors are entitled to salary, remuneration, bonus and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus and other benefits and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors are entitled to be paid expenses for meals, accommodation, travel, expenses for using independent consulting services at a reasonable rate. This 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.
3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made in separate section of the Company's annual financial statements.

## **CHAPTER XI - RIGHTS TO CHECK THE BOOKS AND DOCUMENTS OF THE COMPANY**

### **Article 46: Right to check the books and documents**

1. Common shareholders have the right to check books and records, specifically as follows:
  - a) Common shareholders have the right to review, check and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of his incorrect information; consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to review, look up and make extracts of the minutes and resolutions and decisions of the Board of Management, mid year and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Management and other documents, except documents related to trade secrets and business secrets of the Company.

In case the authorized representative of a shareholder and a group of shareholders requests to look up the books and records, the letter of authorization of the shareholder and the group of shareholders he represents or a notarized copy of the letter of authorization must be attached.

2. Members of the Board of Management, members of the Board of Supervisors, General Director and other management officers have the right to check the registry of shareholders of the Company, the list of shareholders and books and records of the Company for purposes related to their position, provided that such information is kept confidential.
3. The Company shall keep this Charter and its amendments, additions, Company Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Management, minutes of the meetings of General Meeting of Shareholders and the Board of Management, reports of the Board of Management, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or at another place provided that shareholders and the Business registration agency are informed about the storage location of these documents.
4. The Company Charter must be published on the Company's website.

## **CHAPTER XII - ACTIVITIES OF PARTY, UNION ORGANIZATIONS, EMPLOYEES IN THE COMPANY AND TRADE UNION**

### **Article 47: Activities of Party, Union organizations, employees in the Company and Trade Union.**

1. The Communist Party of Vietnam in the Company operates under the constitution, laws,

regulations, directives, and resolutions of the Communist Party of Vietnam.

2. Other socio-political organizations in the Company shall operate under the constitution, laws, and regulations for socio-political organizations in accordance with the law.
3. The General Director must prepare a plan for the Board of Management to approve issues related to recruitment, employee lay off, salary, social insurance, welfare, reward and discipline for management officers and employees.
4. The General Director must make a plan for the Board of Management to approve issues related to the Company's relationship with trade unions in accordance with the best management standards, practices and policies, and policies specified in this Charter, the Company's regulations and current laws.
5. The Board of Management, the General Director of the Company create favorable conditions for the system of socio-political organizations to operate in accordance with the constitution, laws, directives, resolutions, decisions and charters of that organization.

## **CHAPTER XIII - DISTRIBUTION OF PROFITS**

### **Article 48: Profit distribution**

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual payment of dividends from retained profits of the Company.
2. The Company does not pay interest on dividends or payments related to a type of shares.
3. The Board of Management may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Management is the agency to implement this decision.
4. Where dividends or other payments related to a type of stock are paid in cash, the Company must pay in Vietnam Dong. The payment can be made directly or through banks on the basis of detailed bank account information provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Management passed a resolution and decided to determine a specific date to close the list of shareholders. Pursuant to that date, persons registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, notices or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with law.

## **CHAPTER XIV - BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGIME**

### **Article 49: Bank accounts**

1. The Company opens accounts at Vietnamese banks or branches of foreign banks licensed

to operate in Vietnam.

2. Subject to prior approval of competent authorities, the Company may, if necessary, open a bank account abroad in accordance with the law.
3. The Company conducts all payments and accounting transactions by Vietnamese dong account or foreign currency account at banks where the Company opens accounts.

#### **Article 50: Reserve fund for charter capital**

Annually, the Company will deduct a certain amount from its after-tax profit to add to the reserve fund for charter capital in accordance with the law. The deduction shall not exceed 5% of the Company's after-tax profit and deduction is continue to be made until the fund is equal to 10% of the Company's charter capital.

#### **Article 51: Fiscal year**

The fiscal year of the Company commences on the first of January (1) every year and ends on the 31st of December of the same year. The first fiscal year of the Company began on January 1, 2008.

#### **Article 52: Accounting regime**

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) approved by the Ministry of Finance.
2. The Company's accounting practices are subject to current Vietnamese accounting regulations.
3. The Company makes accounting books in Vietnamese and maintains accounting books according to provisions of the law on accounting and related laws tThese accounting books must be accuracte, update, systematic and sufficient to prove and explain the transactions of the Company.
4. The Company uses Vietnamese dong as the currency for accounting. In case the Company has economic operations mainly in a foreign currency, it may choose such foreign currency as its accounting currency, take responsibility for that choice before the law and notify the agency of direct tax administration.

### **CHAPTER XV - DEPENDENT ACCOUNTING UNITS, SUBSIDIARIES AND AFFILIATES**

#### **Article 53. Dependent accounting units, Subsidiaries, and Affiliates**

The Company has its dependent accounting units, subsidiaries, and affiliates at the time the Charter is approved with the list enclosed.

#### **Article 54. The relationship between the Company and the dependent accounting units**

1. The dependent accounting units of the Company are organized and operate according to the decentralization of business and accounting activities in accordance with the law.



2. The Company directly and fully manages the business of the dependent accounting units.
3. The Company exercises other rights and obligations in accordance with the law.

**Article 55: Relationship between the Company and its subsidiaries where subsidiaries are one member limited liability company.**

1. One-member limited liability company are organized and operate under the Enterprise Law and the related provisions.
2. The Board of Management of the Company shall exercise the rights and obligations of the owner of one-member limited liability company under the Enterprise Law.
3. The Board of Management of the Company shall exercise the following rights and obligations:
  - a. To decide development strategies and annual business plan of the subsidiaries;
  - b. To decide on the content of the charter of the subsidiary, to amend and supplement the charter of the subsidiary;
  - c. Deciding on development investment projects
  - d. Approve contracts for borrowing, lending, selling assets and other contracts prescribed by the subsidiary's charter with a value of 30% or more of the total value of assets recorded in the subsidiary's most recent financial statement.
  - e. To decide the management and organizational structure of the subsidiary, to appoint, remove from office, dismiss managers and supervisors of subsidiaries;
  - f. Deciding on market development, marketing and technology solutions;
  - g. Decide to increase the charter capital of the subsidiary; transfer part or all of the charter capital of the subsidiary to another organization or individual; decision to issue bonds;
  - h. Deciding to establish a subsidiary or contribute capital to another company;
  - i. Organization of supervision and evaluation of business activities of subsidiaries;
  - j. Decide on the use of profits after fulfilling the tax and other financial obligations of the subsidiary
  - k. Decide to reorganize, dissolve and request bankruptcy of the company;
  - l. Recover the entire value of the company's assets after the company completes dissolution or bankruptcy;

m. To perform other rights and obligations under the law.

**Article 56: Relationship between the Company and its Subsidiaries where the Company has controlling capital.**

1. Subsidiaries are established and operate under the Enterprise Law, the relevant laws and the Charter of such companies.
2. The Company exercises the rights, obligations, and responsibilities as a shareholder and a capital contributor in its subsidiaries in accordance with the law and the Charter of the subsidiary.
3. The Company directly manages the contributed capital through its representative at the Subsidiary.
4. The Company has the following rights and obligations:
  - a. To decide the appointment, removal from office, dismissal, and interests of the representative managing the contributed capital.
  - b. To request the representative managing the contributed capital to submit periodical reports on the financial status, business results and other details of the subsidiary.
  - c. To assign tasks and require the representative managing the contributed capital to ask for opinions on important matters before voting at the subsidiary.
  - d. To take profits and risks from its contributed capital at subsidiaries.
  - e. To supervise and inspect the use of shares, contributed capital at subsidiaries.
  - f. To be responsible for the efficient use, preservation and development of capital at subsidiaries.
  - g. At the request of the legal representative of the Company, the legal representative of the subsidiary must provide the necessary information to prepare consolidated financial statements and consolidated reports of the group.

**Article 57. Relationship between the Company and its Affiliates where the Company has non-controlling capital.**

1. Affiliates are established, organized and operated in accordance with the Enterprise Law, the relevant laws and their Charters.
2. The Company appoints a representative to manage the shares and contributed capital to exercise the rights and obligations as a shareholder and a capital contributor in accordance with the law and the Charter of the affiliates.

**Article 58: Criteria, conditions, rights and obligations of the representative managing the**

**share and contributed capital of the Company at subsidiaries and affiliates**

1. The representative managing the Company's contributed capital at Subsidiaries and Affiliates must meet the following criteria and conditions:
  - a. Being an employee of the Company appointed to represent the contributed capital at the subsidiaries and affiliates;
  - b. Not being spouses, parents, children or siblings of the members of the Board of Management, Board of Members, Directors (General Director), Chief Accountants of subsidiaries and affiliates; Having no relationship (as an individual) of contributing capital to establish enterprises, lend the capital, sign purchase and sale contracts with subsidiaries and affiliates.
2. The representative managing the Company's contributed capital at the Subsidiaries and Affiliates shall have the following rights and obligations:
  - a. To be nominated or run for election to the Board of Management, the Board of Members or the Board of Supervisors; director, deputy director of the enterprise.
  - b. To supervise and inspect the situation and results of business activities at subsidiaries and affiliates; make periodical reports or at the request of the Board of Management or the Chief Executive Officer of the Company;
  - c. To seek opinions of the Board of Management and the Chief Executive Officer of the Company prior to voting at the meetings of General Meeting of Shareholders, at the meetings of the Board of Management or the Board of Members of the subsidiaries or affiliates on: directions, strategies, business plans; investment plans, investment projects; amendments and supplements to the Charter; increase or decrease in the charter capital; dividends; selling assets with a value higher than that stipulated in the Charter of the subsidiaries and affiliates. In cases where many persons, who are directly assigned to manage the contributed capital, join the Board of Management and the Board of Directors of the subsidiaries and affiliates, they must discuss together and reach a consensus when making speeches and voting. If no agreement is reached, it must be reported to the Board of Management and the Chief Executive Officer of the Company for direction;
  - d. To answer to the Board of Management with regards to the management of the contributed capital and the efficiency of the use of the Company's contributed capital at subsidiaries and affiliates under his/her management. In case of failure to comply with the prescribed reporting regime, irresponsibility and abuse of power that cause damage to the Company and its subsidiaries and affiliates, the representative shall pay compensation for damages and be subject to penalties in accordance with the law and the financial management regulations of the Company;
  - e. The representative managing the Company's contributed capital shall enjoy the salary, bonus or remuneration, responsibility allowances and other benefits as agreed between the Board of Management and the Board of Members, the Board of Management of

the subsidiaries and affiliates based on the business results of their units.

## **CHAPTER XVI – FINANCIAL REPORTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE,**

### **Article 59 Annual financial reports, semi-annual and quarterly reports**

1. The company must prepare an annual financial and such fiscal financial report must be audited in accordance with the law. The Company publishes audited annual financial statements in accordance with the law the law provisions on information disclosure on the stock market and submits it to competent state agencies.

2. The annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operations.

3. The company must prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submits them to the competent state agencies.

### **Article 60: Annual report**

The Company must prepare and publish the Annual Report in accordance with the law on securities and securities market.

## **CHAPTER XVII - COMPANY AUDITING**

### **Article 61: Auditing**

1. At the meeting, General Meeting of Shareholders will appoint an independent auditing company or approve the list of independent auditing companies and authorize the Board of Management to decide to choose one of these units to conduct an audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Management.

2. The audit report is attached to the Company's annual financial statement.

3. Independent auditors who audit the Company's financial statements are entitled to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **CHAPTER XVIII - SEAL**

### **Article 62: Seal**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Management shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices (if any).

3. The Company's seal is kept at the head office of the Company. In case the seal is brought outside the head office of the Company, the approval of the Chairman of the Board of Management must be obtained.
4. The Board of Management and the General Director shall use and manage the seal according to the current law and under the authority under this Charter.

## **CHAPTER XIX – COMPANY DISSOLUTION**

### **Article 63: Company dissolution**

1. The Company may be dissolved in the following circumstances:
  - a. By resolutions or decisions of the General Meeting of Shareholders.
  - b. The Company's business registration certificate is revoked, except for the cases otherwise specified in the Tax Management Law;
  - c. Other cases prescribed by law.
2. The dissolution of the Company ahead of time shall be decided by the General Meeting of Shareholders and implemented by the Board of Management. This dissolution decision must be notified to or approved by competent authorities (if required) as per regulations.

### **Article 64: Liquidation**

1. After decision on the dissolution of the Company is issued, the Board of Management must set up a Liquidation Board of three (3) members, in which two (2) members are appointed by the General Meeting of Shareholders and one (1) member is appointed by the Board of Management from one (1) independent auditing company. The Liquidation Board prepares its operating regulations. Members of the Liquidation Board may be selected from Company employees or independent experts. All expenses related to liquidation are paid by the Company before other debts of the Company.
2. The Liquidation Board shall report to the business registration agency on the establishment date and the commencement date of its operation. From that time on, the Liquidation Board shall represent the Company in all matters related to liquidation of the Company before the Court and the administrative agencies.
3. The proceeds from the liquidation will be paid in the following order:
  - a. Liquidation costs;
  - b. Debts in salary, severance allowance, social insurance and other benefits of employees under the collective labor agreement and signed labor contract;
  - c. Taxes Debts;
  - d. Other debts of the Company;
  - e. The remaining balance after paying all the debts from (a) to (d) above shall be distributed to the shareholders. Preferred shares will be paid first.

## **CHAPTER XX - INTERNAL DISPUTE RESOLUTION**

### **Article 65: Internal Dispute Resolution**

1. In case of disputes or complaints related to the Company's activities, the rights and obligations of shareholders arising from this Charter, the Enterprise Law or other laws, between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Management, Board of Supervisors, General Director or senior management officers

Stakeholders try to resolve the disputes through negotiation and conciliation. Except for disputes related to the Board of Management or the Chairman of the Board of Management, the Chairman of the Board of Management presides over the settlement of disputes and requests each party to present information relating to the disputes within thirty (30) working days from the date of the disputes. In case of disputes relating to the Board of Management or the Chairman of the Board of Management, either parties may request the Board of Supervisors to appoint an independent expert to act as mediator for the dispute resolution process.

2. If settlement decision cannot be achieved within six (6) weeks from the commencement of the mediation process, or if the decision of the mediator is not accepted by the parties, either parties may forward such dispute to the Commercial Arbitration Center or the competent People's Court in Vietnam.
  3. The parties bear costs arising from the negotiation and conciliation procedures. The payment of the Court's expenses shall be made according to the judgment of the Court.

## **CHAPTER XXI - SUPPLEMENTATION AND AMENDMENT TO THE CHARTER**

### **Article 66: Supplementation and Amendment to the Charter**

1. The amendment and supplementation of the Charter must be reviewed and decided by the General Meeting of Shareholders.
2. In cases where there are legal provisions related to the Company's activities not mentioned in this Charter or in case there are new legal provisions other than the provisions in this Charter, then the provisions of the law are automatically applied and govern the activities of the Company.

## **CHAPTER XXII - EFFECTIVE DATE**

### **Article 67: Effective date**

1. This Charter consists of 22 chapters, 67 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.



govern the activities of the Company.

## **CHAPTER XXII - EFFECTIVE DATE**

### **Article 67: Effective date**

1. This Charter consists of 22 chapters, 67 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.
2. The Charter is made into six (06) originals with the same validity, in which:
  - a. 01 original sent to the Business Registration Office of Thua Thien Hue Province Department of Planning and Investment;
  - b. 05 originals kept at the Company's office.
3. This Charter is unique and is the official document of the Company.
4. The copies or extracts of the Charter must be signed by the Chairman of the Board of Management or the Chief Executive Officer of the Company for validity.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF MANAGEMENT**



**Yukio Takahashi**