

RESOLUTION**ANNUAL GENERAL MEETING OF SHAREHOLDERS****FOR THE FISCAL YEAR 2020 - 2021**

(Regarding the approval on amendment of the Company Charter)

- Pursuant to the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June, 17th, 2020 and guiding documents ("**Law on Enterprise**" or "**LOE**");
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November, 26th, 2019 and guiding documents ("**Law on Securities**" or "**LOS**");
- Pursuant to the Decree No.155/2020/ND-CP passed by the Government on December 31st, 2020 elaborating some Articles of the Law on Securities ("**Decree 155**");
- Pursuant to the Circular No.116/2020/TT-BTC passed by the Ministry of Finance on December 31st, 2020 providing guidelines for implementation of some articles on administration on public companies in the Decree No.155/2020/ND-CP of the Government dated December 31st, 2020 elaborating some articles of the Law on Securities ("**Circular 116**");
- Model Charter applicable to public company as attached to Circular 116;
- Pursuant to the Charter of organization and operation of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Charter**");
- Pursuant to The Minute of General Meeting of Shareholders No. 10/2021/BB-DHDCD dated 20/10/2021,

RESOLVE

Article 1. Approval on the amendment of the Charter with the details as in the attached Appendix.

Article 2. The Resolution validates since the date signed.

The Board of Directors, the Board of Management take responsibility to execute, monitor and report the implementation this Resolution.



FOR AND ON BEHALF OF GMS

Recipient:

- Member of BOD;
- Member of BOM;
- Archived: Secretary & Assistant department.



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APPENDIX. THE CONTENT OF AMENDMENT TO THE COMPANY CHARTER

**(ATTACHED WITH RESOLUTION NO. 20/2021/NQ-DHDCD DATED 20TH OCTOBER FOR ANNUAL
GENERAL MEETING OF SHAREHOLDERS OF THE FISCAL YEAR 2020-2021)**

NO.	Term to be amended	Before amending	After amending	Legal basis	Reason for amendment
Article 1 - Definition					
1.	Article 1.1(a)	"Charter capital" means the capital contributed by all shareholders as stipulated in Article 5 of this Charter.	"Charter capital" means the total value of shares sold or registered for subscription when establishing the company and complying with Article 5 of this Charter.	Article 4.34 of LOE ¹ Article 1.1(a) of Template of charter ²	For complying with LOE and Template of charter.
2.		[Not yet provide]	"Voting share" means the shares entitling the owner to vote on matters which fall within the decision-making power of the the General meeting of shareholders.	Article 4.33 of LOE Article 1.1(b) of Template of charter	For complying with LOE and Template of charter.
3.	Article 1.1(b)	"Law on Enterprise" means Law on Enterprise No. 68/2014/QH13 was passed by the National Assembly on 26 November 2014.	"Law on Enterprise" means Law on Enterprise No. 59/2020/QH14 was passed by the National Assembly on 17 June 2020.	LOE	Updating under new LOE
4.		[Not yet provide]	"Law on Securities" means Law on Securities No. 54/2019/QH14 was passed	LOS ³	Updating under new LOS

¹ LOE means Law on Enterprise 2020 (effective from 01 January 2021).

² Template of charter for public company enclosed with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance (effective from 15 February 2021).

³ LOS means Law on Securities 2019 (effective from 01 January 2021)

			by the National Assembly on 26 November 2019.		
5.	Article 1.1(d)	"Executive Officer of the Company" means General director, Deputy general director, Chief accountant of the company.	a. "Executive Officer" means an executive Officer of the Company, comprising General director (CEO), Deputy general director (Deputy CEO), Chief accountant of the Company.	Article 3.55 of Decree 155 ⁴ .	For complying with LOE.
6.	Article 1.1(c)	"Establishment Date" means the date of issuing the Certificate of Business Registration for the first time to the Company.	"Establishment Date" means the date of issuing the Certificate of Business Registration or similar certificate for the first time to the Company.	Article 1.1(e) of Template of charter.	For complying with Template of charter.
7.		[Not yet provide]	"Manager" means a manager of the Company, comprising Chairman (Chairwoman) of the Board of directors, member of the Board of directors, General director (CEO).	Article 4.24 of LOE Article 1.1(h) of Template of charter.	For complying with LOE and Template of charter.
8.	Article 1.1(e)	"Related persons" are individuals or organizations defined in Clause 17, Article 4 of the Enterprise Law and Clause 34 of Article 6 of the Law on Securities.	"Related persons" are individuals or organizations defined in Clause 34 of Article 6 of the Law on Securities.	Article 4.46 of LOS Article 1.1(i) of Template of charter.	For complying with LOS and Template of charter.

⁴ Decree 155 means Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government (Effective from January 01, 2021).

9.		[Not yet provide]	“Shareholder” means an individual or organization owning at least one share of the Company.	Article 4.3 of LOE Article 1.1(k) of Template of charter.	For complying with LOS and Template of charter.
10.		[Not yet provide]	“Major shareholder” means a shareholder as provided in Clause 18 Article 4 of LOS	Article 4.18 of LOS Article 1.1(m) of Template of charter.	For complying with LOS and Template of charter.
11.		[Not yet provide]	“Stock Exchange” comprises the Stock Exchange of Vietnam and its subsidiary companies	Article 3.33 Decree 155 Article 1.1(o) of Template of charter	For complying with LOS and Template of charter.
12.		[Not yet provide]	“Personal legal document” means any one of the following documents: citizen's identity card, people's identity card, passport and other lawful personal identification document.	Article 4.16 of LOE.	For complying with LOE.
Article 2. Name, forms, headquarters, branches, representative offices and duration of operation of the company					
13.	Article 2.3	The registered office of the Company: - Address: Tan Hung Commune, Tan Chau District, Tay Ninh Province	The registered office of the Company: - Address: Tan Hung Commune, Tan Chau District, Tay Ninh Province		Updating information of the Company

		- Phone: (84.66) 839804 - Fax: (84.66) 839834 - E-mail: sbttinh@hcm.vnn.vn - Website: www.bourbontn.com.vn	- Phone: (84.276) 839804 - Fax: (84.276) 839834 - E-mail: info@ttcsugar.com.vn - Website: ttcsugar.com.vn		
14.	Article 2.4	Chairman (Chairwoman) of the Board of directors is the legal representative of the Company.	Chairman (Chairwoman) of the Board of directors is the legal representative of the Company. Subject to its operating needs, the Company may have one or more legal representatives. Specific quantity and title of these shall be decided by the Board of directors in accordance with the laws applied that time. Each legal representative of the Company will be a representative with full authority of the Company before a third party; all the legal representatives must be jointly liable for any loss and damage to the Company in accordance with the civil law and other relevant laws.	Article 12.2 of LOE	For making flexibility in signing documents of the Company
15.	Article 2.6	Except for the termination of operation ahead of time as stipulated in Article 49.2 and Article 50 or extension of operation under Article 51 of this Charter, the term of operation of the Company shall be 50 years from July 15 th , 1995.	The term of operation of the Company shall be unlimited. The Company may change its term of operation by a effective resolution of the General meeting of shareholder.	Article 2.5 of Template of charter.	The law does not limit term of operation of enterprises. such amendment is for facilitating to operation of the Company.

Article 3. Objectives of the Company					
16.	Article 3		Only replacing term of “business sectors” by “business lines”.		For complying with LOE.
Article 5. Charter capital, shares, founding shareholders					
17.	Article 5.2	Shares of the Company, on the date which this Charter is adopted, are ordinary shares. The rights and obligations of ordinary shares are provided for in Article 11.	Shares of the Company, on the date which this Charter is adopted, comprise ordinary share; and convertible and deividend prefer share . The rights and obligations of ordinary shares are provided for in Article 11 and Article 12 of this Charter.		For suitable with facts.
18.	Article 5.5	The Company may purchase shares issued by the company itself (including redeemable preference shares) in the manner as prescribed in this Charter and applicable laws. Ordinary shares repurchased by the Company are treasury shares and can be offered in a manner consistent with the provisions of this Charter, the Law on Securities and relevant guiding documents.	The Company may purchase shares issued by the company itself (including redeemable preference shares) in the manner as prescribed in this Charter and applicable laws.	Article 36 of LOS Article 8 of Circular 120 ⁵ Article 6.6 of Template of charter	For complying with the laws and Template of charter and due to redeemed share is not deemed as treasury share.
19.	Article 5.6	The Company may issue other types of securities when they are unanimously passed by the General Meeting of Shareholders in writing and in accordance	The Company may issue other types of securities in accordance with the laws.	Article 6.7 of Template of charter	For complying with LOE and

⁵ Circular 12 means Circular No. 120/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance.

		with the law on securities and securities market.		Article 111.3 of LOE.	Template of charter.
Article 6. Share certificates					
20.	Article 6.1	Shareholders of the Company shall be issued with share certificates corresponding to the number of shares and types of shares owned, except for the cases as prescribed in Article 6.7 hereof.	Shareholders of the Company shall be issued with share certificates corresponding to the number of shares and types of shares owned.	Article 7.1 of Template of charter.	For complying with Template of charter.
21.	Article 6.2	Share certificates shall bear the seal of the company and the signature of the legal representative of the company in accordance with the provisions of the Enterprise Law. Stock certificates shall specify the quantity and type of shares held by shareholders, full name of the holder (in the case of registered shares) and other information in accordance with the provisions of the Law on Enterprise. Each registered share certificate represents only one type of share.	Share certificate is a type of stock certifying lawful rights and benefits of an owner of a portion of the share capital of an issuing organization. Share certificates must contain the details stated in article 121.1 of the Law on Enterprises.	Article 121.1 of LOE. Article 7.2 of Template of charter.	For complying with the laws.
22.	Article 6.3	Within two months (or longer term under the terms of issue) from the date of full payment of purchase price of shares as stipulated in the share issue plan of the Company, the shareholders shall be issued with share certificates. The shareholders	Within two months (or longer term under the terms of issue) from the date of full payment of purchase price of shares as stipulated in the share issue plan of the Company or as from the date of submission of a complete application file	Article 7.3 of Template of charter.	For complying with Template of charter.

		shall not pay the company the cost of printing share certificates or any other fees.	for assignment of the ownership of shares as stipulated by the Company, the shareholders shall be issued with share certificates. The owner of shares is not required to pay the Company any expenses for printing the share certificate.		
23.	Article 6.5	Where a registered share certificate is damaged, erased or lost, stolen or destroyed, the holder of the registered share certificate may request a new certificate after giving evidence of ownership of the shares and pay all related expenses to the Company.	Where a share certificate is lost, damaged or otherwise ruined, the Shareholder shall be re-issued by the Company with a share certificate at the request of such Shareholder. Such request of the Shareholder must contain the following particulars: (a) Information about the share certificate which was lost, damaged or otherwise ruined; (b) Commitment to take responsibility for any disputes arising from the re-issuance of a new share certificate.	Article 121.3 of LOE Article 7.4 of Template of charter.	For complying with LOE and Template of charter.
24.	Article 6.7	The Company may issue registered shares not in the form of certificates. The Board of Directors may issue documents allowing the shares to be registered (in the form of certificates or not) to be transferred without needing transfer documents. The Board of Directors may issue regulations on	[Delete this Clause]	Delete as the same with Template of charter.	For complying with Template of charter.

		certificates and transfer of shares in accordance with the provisions of the Enterprise Law, the law on securities, securities market and this Charter.			
Article 7. Other share certificates					
25.	Article 7	Article 7. Other share certificates Bond certificates or other share certificates of the Company (except for letters of offer, temporary certificates and similar documents) will be issued with the seal and signature of the legal representative of the Company unless otherwise provided by the terms and conditions of the issue.	Article 7. Other share certificates Bond certificates or other share certificates of the Company (except for letters of offer, temporary certificates and similar documents) will be issued with the seal and signature of the legal representative of the Company unless otherwise provided by the terms and conditions of the issue. [Note: only correct typo in Vietnamese]		Correct typo in Vietnamese.
Article 8. Offer for sale and transfer of shares					
26.	Article 8.1	All shares can be freely transferred unless this Charter and laws otherwise stipulated. Shares listed on the Stock Exchange shall be transferred in accordance with the Law on securities and stock market of the Stock Exchange.	All shares can be freely transferred unless this Charter and laws otherwise stipulated. Shares listed or registered to trade on the Stock Exchange shall be transferred in accordance with the Law on securities and stock market of the Stock Exchange.	Article 9.1 of Template of charter.	For complying with Template of charter.
Article 9. Share revocation					

27.	Article 9.1	Where a shareholder fails to pay fully and timely the purchase price of the shares, the Board of Directors shall notify and may request such shareholder to pay the remaining amount together with the interest and expenses incurred due to payment failure in accordance with the laws.	Where a Shareholder fails to pay in full and on time the amount payable to purchase the shares, the Board of Directors shall provide a notice and has the right to require such Shareholder to pay the residual amount and shall take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Company which arise prior to the date on which the company registers adjustment of its charter capital in accordance with the laws.	Article 113.4 of LOE. Article 10.1 of Template of charter.	For complying with LOE and Template of charter.
28.	Article 9.5	Shareholders whose shares are revoked shall quit their status as shareholders in respect of those shares, but still have to pay all related amounts plus interest rate at the time of revocation as decided by the Board of Directors from the date of revocation until the date of payment. The Board of Directors shall have full power to decide on the coercive payment of the total value of shares at the time of revocation or may discount partly or wholly of such amount.	Shareholders whose shares are revoked shall quit their status as shareholders in respect of those shares, but must take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Company arising at the time of revocation as decided by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors shall have full power to decide on the coercive payment of the total value	Article 10.5 of Template of charter.	For complying with Template of charter.

			of shares at the time of revocation or may discount partly or wholly of such amount.		
Article 10. Organizational structure and management of the Company					
29.	Article 10	The organizational structure of the company includes: a. General Meeting of Shareholders; b. Board of Directors; c. General Director.	The organizational structure of the company includes: a. General Meeting of Shareholders; b. Board of Directors and Audit committee under the Board of Directors ; c. General Director.	Article 137.1(b) of LOE Article 11 of Template of charter.	For complying with LOE and Template of charter.
Article 11. Rights of shareholders					
30.	Article 11.2	A shareholder who holds ordinary share shall have the following rights: a. To attend and give opinion at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders or through its authorized representative or through other forms in accordance with the Charter and the laws. Each ordinary share has one vote;	A shareholder who owns ordinary share shall have the following rights: a. To attend and give opinion at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders or through its authorized representative or through other forms in accordance with the Charter and the laws. Each ordinary share has one vote;		Correct for complying with the laws.
		b. To receive dividends;	b. To receive dividends at the rate decided by the General Meeting of Shareholders ;	Article 115.1(b) of LOE.	For complying with the laws.

				Article 12.1(b) of Template of charter.	
		c. To freely transfer their shares to others according to the provisions of this Charter and current law;	c. To freely transfer their paid shares to others according to the provisions of this Charter and current law;	Article 115.1(d) of LOE.	For complying with the laws.
		d. To receive priority to buy new shares offered in proportion to the rate of ordinary shares which they own;	d. To be given priority in subscribing for new shares in proportion to the ratio of ownership of ordinary shares each shareholder holds in the company.	Article 115.1(c) of LOE; Article 12.1(c) of Template of charter.	For complying with the laws and Template of charter.
		e. To check information related to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request the amendment of inaccurate information.	e. To review, search and extract information related to shareholders in the list of shareholders having voting right and request the amendment to inaccurate information of itself.	Article 115.1(d) of LOE; Article 12.1(d) of Template of charter.	For complying with the laws and Template of charter.
		f. To review, search, extract or copy the Charter of the Company, the Book of Minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;	f. To review, search, extract or copy the Charter of the Company, Minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;	Article 15.1(e) of LOE; Article 1(e) of Template of charter.	For complying with the laws and Template of charter.
		g. To receive partly the remaining assets corresponding to the number of shares contributed to the Company after the	g. To receive partly the remaining assets corresponding to the number of shares contributed to the Company in case of	Article 115.1(g) of LOE;	For complying with the laws

		Company has paid fully to the creditors and shareholders of other types in case of dissolution of the Company in accordance with the law;	dissolution, bankruptcy of the Company;	Article 12.1(g) of Template of charter.	and Template of charter.
		h. To request the Company to redeem their shares in the cases as stipulated in Article 129.1 of the Law on enterprise;	h. To request the Company to redeem their shares in accordance with the laws;		For complying with the laws.
		[Not yet provide]	i. To be treated equally. Each share of the same class entitles its Shareholder to equal rights, obligations and benefits. If the Company has classes of preference shares, the rights and obligations attached to such classes of preference shares must be provided in the Charter.	Article 41.1b of LOS; Article 271.2 of Decree 155; Article 12.1(i) of Template of charter.	For complying with the laws and Template of charter.
		[Not yet provide]	j. To fully access periodical and extraordinary information disclosed by the Company in accordance with the laws;	Article 41.1b of LOS Article 12.1(k) of Template of charter.	For complying with the laws and Template of charter
		[Not yet provide]	k. To protect their legitimate rights and interests; to request suspension or cancellation of resolutions or decisions of the General meeting of shareholders, the Board of	Article 41.1c of LOS	For complying with the laws and Template of charter.

			management in accordance with the provisions of the Law on Enterprises.	Article 12.1(l) of Template of charter.	
		i. Other rights as stipulated in Law on enterprise.	1. Other rights as stipulated in laws and this Charter.	Article 12.1(m) of Template of charter	For complying with Template of charter
31.	Article 11.3	Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares within consecutive six months or more shall have the following rights: a. To nominate or nominate themselves to the Board of Directors in accordance with the relevant provisions in Article 24.2; b. To check and receive copies or quotations of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. c. To review and extract the book of Minutes of Resolutions of the Board of Directors, mid-year and annual financial reports according to the form of the Vietnamese accounting system during business hours and at the head office of the Company. d. To request the Board of Directors to examine each specific issue related to	A shareholder or a group of shareholders holding five (5) or more per cent of the total ordinary shares of the Company, has the following rights: a. To request the convening of a General Meeting of Shareholders in the following cases: (i) The Board of Directors commits a serious breach of the rights of shareholders or the obligations of managers or makes a decision which falls outside its delegated authority; (ii) Other cases as stipulated in the Charter. b. To sight, consult and make an extract of the book of minutes and resolutions or decisions of the Board of Directors, mid-year and annual financial statements, reports of the	Article 115.2; 115.3 of LOE; Article 12.2 of Template of charter.	For complying with the laws and Template of charter.

		the management and operation of the Company in necessary cases. The request must be made in writing with full name, permanent address, nationality, ID card number, passport or other lawful personal identification for an shareholders as an individual; Full name, permanent address, nationality, establishment decision number or business registration number for shareholders as organizations; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; Problems to check and purposes of checking; e. To request the convening of the General Meeting of Shareholders in the following cases: (i) Board of Directors seriously violates the rights of shareholders, the obligations of the managers or makes decision beyond its authority; (ii) The term of office of the Board of Directors has exceeded six (6) months without the replacement of the Board of Directors.	Inspection Committee, and contracts and transactions which must be passed by the Board of Directors and other data except for data relating to commercial secrets or business secrets of the Company; c. To request the Board of Directors (through Audit Committee) to inspect each issue relating to the management and administration of operation of the Company where considered necessary. The request must be made in writing and must contain the following particulars: full name, contact address, nationality, number of legal personal documents of a Shareholder being an individual; and the name, enterprise code number or number of legal organizational documents, and head office address of a Shareholder being an organization; the number of shares and date of registration of shares of each Shareholder, total number of shares of the group of Shareholders and the percentage of ownership over the total number of		
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		The request for convening a meeting of the General Meeting of Shareholders shall be in writing with full name, permanent address, ID Card/ Passport No. or other legal personal identification for shareholders as an individual; Full name, address, nationality, establishment decision number, business registration number, head office address of shareholders as an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and percentage of ownership in the total number of shares of the company, grounds and reasons for convening the meeting of the General Meeting of shareholders. Enclosed with the request shall be documents and evidences on the violations of the Board of Directors, the seriousness of the violation or the decision beyond authority of the Board of Directors. f. Other rights as stipulated in this Charter.	shares of the Company; issues to be inspected and purpose of the inspection; d. To recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the Company no later than [three (3)] working days prior to the date of opening. The recommendation must specify the name of Shareholder(s), the number of shares of each class of Shareholder(s) and the items recommended to be included in the agenda; e. Other rights as stipulated in laws and this Charter.		
32.	Article 11.4	[Not yet provide]	Besides the rights as stipulated in Clause 3 of this Article, a Shareholder or a group of Shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out	Article 115.5 of LOE; Article 12.3 of Template of charter.	For complying with the laws and Template of charter.

			as stipulated in Article 24.2 and 24.3 hereof.		
	Article 12. Obligations of shareholders				
33.	Article 12.1	Shareholders have the following obligations: To comply with the Charter and regulations of the Company; To abide by the decision of the General Meeting of Shareholders, the Board of Directors.	Shareholders have the following obligations: To comply with the Charter and the rules on internal management of the Company; To abide by the decision of the General Meeting of Shareholders, the Board of Directors.	Article 119.3, 4 of LOE; Article 13.3 of Template of charter.	For complying with the laws and Template of charter.
34.	Article 12.6	To take personal responsibility when acting on behalf of the company in any form to commit one of the following acts: a. Breaking the law; b. Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals; c. Paying undue debts against financial risk that may occur to the Company.	6. To take personal responsibility when acting on behalf of the company in any form to commit one of the following acts: a. Breaking the law; b. Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals; c. Premature payment of debts where the Company is in financial risks that may occur to the Company.	Article 13.7, 13.8 of Template of charter.	For complying with the laws and Template of charter.

35.	Article 12.7	[Not yet provide]	To preserve confidentiality of information provided by the company pursuant to the Charter and the law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.	Article 119.5 of LOE; Article 13.5 of Template of charter.	For complying with the laws and Template of charter.
Article 13. General Meeting of Shareholders					
36.	Article 13.1	General Meeting of Shareholders is the highest decision-making authority of the Company. Annual General Meeting of Shareholders is held once per year. The General Meeting of Shareholders shall hold an annual meeting within four months from the last day of the financial year, except in the case of extension in accordance with the law.	The General Meeting of Shareholders shall include all Shareholders entitled to vote and shall be the highest decision-making authority of the Company. The General Meeting of Shareholders shall convene an annual meeting once per year and within a time-limit of four (4) months after the end of a financial year. The Board of Directors may extend the time-limit for holding an annual meeting of the General Meeting of Shareholders where necessary, but not beyond six (6) months from the end of the financial year. In addition to such annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The location of	Article 139.1,2 of LOE; Article 14.1 of Template of charter.	For complying with the laws and Template of charter.

			meetings of the General Meeting of Shareholders shall be determined as the location where the chairman of the meeting attends the meeting and must be in the territory of Vietnam.		
37.	Article 13.2	The Board of Directors shall convene the Annual General Meeting of Shareholders and select the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with the law and the Charter of the Company, especially the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to attend the meeting to advise on the adoption of annual financial statements.	The Board of Directors shall convene the Annual General Meeting of Shareholders and select the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with the law and the Charter of the Company, especially the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to attend the meeting to advise on the adoption of annual financial statements. If the audit report on the annual financial statements of the Company contains any major reservation, the auditor's opinion which is contrary to or disapproves such financial statements, then the Company must invite a representative of the institutional auditor approved to conduct the audit of the financial statements of the Company to attend the annual meeting of the General Meeting of Shareholders and such representative	Article 14.2 of Template of charter; Article 273.4 of Decree 155.	For complying with the laws and Template of charter.

			is responsible to attend the annual meeting of the General Meeting of Shareholders of the Company.		
38.	Article 13.3	The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in the following cases:	The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in the following cases:	Article 140.1 of LOE; Article 14.3 of Template of charter	For complying with the laws and Template of charter.
		a. The Board of Directors deems it necessary for the benefit of the Company;	a. The Board of Directors deems it necessary for the benefit of the Company;		
		b. The annual balance sheet, quarterly or semiannually statements or audited financial statements of the fiscal year reflect a loss of half (1/2) of the beginning balance;	[Delete this Clause]		
		c. Where the number of members of the Board of Directors is less than the number prescribed by law or when the number of members of the Board of Directors is reduced by more than one third (1/3) as stipulated in Article;	b. The number of the remaining members of the Board of Directors is less than the minimum number of members required by law;		
		d. When the number of independent members of the Board of Directors is less than the minimum number of members as prescribed by law;	c. When the number of independent members of the Board of Directors is less than the minimum number of members as prescribed by law;		

		e. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter request the convening of the General Meeting of Shareholders in a written proposal. The written request for the convening shall clearly state the reasons and purpose of the meeting with signatures of the concerned shareholders. This written request shall be made in many copies with signatures of the relevant shareholders.	d. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter request the convening of the General Meeting of Shareholders in a written proposal. The written request for the convening shall clearly state the reasons and purpose of the meeting with signatures of the concerned shareholders. This written request shall be made in many copies with full signatures of all relevant shareholders.		
		f. Other cases as required by law.	e. Other cases as required by law.		
39.	Article 13.4a	a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date when the remaining number of members of the Board of Directors belongs to the cases as stipulated in point c of Clause 3 of this Article.	a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date when the remaining number of members of the Board of Directors belongs to the cases as stipulated in point b of Clause 3 of this Article.		Correct reference for accuracy.
40.	Article 13.4b	b. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 90 days from the date when the remaining number of members of the Board of Directors belongs to the cases as provided for in Point d, Clause 3 of this Article or	b. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 90 days from the date when the remaining number of members of the Board of Directors belongs to the cases as provided for in Point c, Clause 3 of this Article or		Correct reference for accuracy.

		receive the request as prescribed in Point e, Clause 3 of this Article. This provision shall not apply to cases where the independent members of the Board of Directors no longer satisfy the conditions prescribed in Clause 2, Article 151 of the Enterprise Law. Then, the Board of Directors shall have the right to select one of the actions as specified in Clause 3, Article 151 of the Enterprise Law.	receive the request as prescribed in Point d, Clause 3 of this Article. This provision shall not apply to cases where the independent members of the Board of Directors no longer satisfy the conditions prescribed in Clause 23, Article 155 of the Enterprise Law. Then, the Board of Directors shall have the right to select one of the actions as specified in Clause 3, Article 155 of the Enterprise Law.		
41.	Article 13.4c	c. If the Board of Directors does not convene the General Meeting of Shareholders in accordance with the provisions of Clause 4a and Clause 4b of Article 13, within a period of thirty (30) days, the shareholder or group of shareholders shall have the right to replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3e, Article 13. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request	c. If the Board of Directors does not convene the General Meeting of Shareholders in accordance with the provisions of point a and b of Clause of this Article, within a period of thirty (30) days, the shareholder or group of shareholders shall have the right to replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 11. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request		Correct reference for accuracy.

		the business registration office to supervise the convening and conduct a meeting if it is necessary.	the business registration office to supervise the convening and conduct a meeting if it is necessary.		
42.	Article 13.4e	[Not yet provide]	Procedure for conducting the General Meeting of Shareholders in accordance with the provisions of Clause 5 Article 140 of Enterprise Law.	Article 140 LOE; Article 14.4d of Template of charter .	For complying with the laws and Template of charter
Article 14 – Right and obligation of the General Meeting of Shareholders					
43.	Moving Article 14.1 to 14.2 and replacing content of Article 14.1		a. The General Meeting of Shareholders has the following rights and obligations: b. To pass the developmental direction of the company; c. To make decisions on the classes of shares and total number of shares of each class which may be offered for sale; to make decisions on the rate of annual dividend for each class of shares; d. To elect, remove or discharge members of the Board of Directors ; e. To make investment decisions or decisions on sale of assets valued at seventy (70) or more per cent of the total value of assets recorded in the most	Article 138.2 LOE; Article 15.1 Template of charter.	For complying with the laws and Template of charter.

			recent financial statements of the company; f. To make decisions on amendments of and additions to the Charter of the company; g. To approve annual financial statements; h. To make decisions on redemption of more than ten (10) per cent of the total number of shares of each class already sold; i. To consider and deal with breaches by members of the Board of Directors which cause loss to the company and its shareholders; j. To make decisions on re-organization and dissolution of the Company ; k. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors; l. To approve the Internal management rules, and the Operational rules of the Board of Directors; m. To approve the list of independent auditing companies, and to decide on an independent auditor to conduct inspection of activities of the company,		
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			and to remove the independent auditor when considered necessary; n. Other rights and obligations in accordance with the Law.		
44.	Article 14.1 (adjusting ordinal numbers to Article 14.2)	1. The Annual General Meeting of Shareholders shall discuss and approve: a. The annual business plan of the Company; b. Audited annual financial statements; c. Report of the Board of Directors; d. Dividend rate of each type.	1. An annual meeting of the General Meeting of Shareholders shall debate and pass the following issues: a. Annual business plan of the company; b. Audited Annual financial statements ; c. Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors; d. Reporting of Internal Member of Board of Directorsof Audit Commitee.Content of reporting complying with the laws; e. Amount of dividend payable on each class of share; f. Other matters within its authority.	Article 139.3 LOE	For complying with the laws.

45.	Article 14.2 (Adjusting to Article 14.3)	Annual and extraordinary meetings of the General Meeting of Shareholders shall pass decisions on the following issues: - Approval of annual financial statements; - The annual dividend payment for each type of shares in accordance with the Enterprise Law and the rights attached to such type of shares. This dividend rate shall not be higher than that proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders; - Number of members of the Board of Directors; - Approving the list of auditing companies; - Electing, removing, dismissing and replacing members of the Board of Directors; - Total remuneration of members of the Board of Directors, Report of remuneration of the Board of Directors; - Supplementing and amending the Charter of the Company; - Type of shares and number of new shares to be issued for each type of shares;	In addition to issues are debated and passed at Annual General Meeting of Shareholders, General Meeting of Shareholders shall debate and pass the following issues: the following issues: - Quantity of members of Board of Directors; - To elect, remove, discharge, replacement members of the Board of Directors; To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors, Audit Committee; - To make decisions on amendments of and additions to the charter of the Company; - To make decisions on the classes of shares and total number of shares of each class which may be offered for sale ; - To make decisions on the division, separation, consolidation, merger or conversion of the type of Company ;	Article 139.3 LOE Article 15.2 Template of charter	For complying with the laws and Template of charter.
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	i. Dividing, splitting, merging or converting the Company; j. Re-organization, dissolution (liquidation) of the Company; k. Inspecting and handling violations of the Board of Directors which cause damages to the Company and its shareholders; l. Decision on investment or sale of assets valued at 70% or more of the total assets of the Company and its branches which are recorded in the latest audited financial statement; m. The Company acquires more than 10% of the issued type of shares; n. The General Director is also the Chairman of the Board of Directors; o. The Company or its branches enters into contracts with persons defined in Clause 1, Article 162 of the Enterprise Law with a value equal to or greater than 35% of the total value of assets of the Company and its branches which are recorded in the latest audited financial statement; p. Adopting the development orientation of the Company. q. Other issues stipulated in this Charter and other regulations of the Company;	g. To make decisions on re-organization and dissolution of the Company ; h. To make investment decisions or decisions on sale of assets valued at seventy (70) or more per cent of the total value of assets recorded in the most recent financial statements of the Company; i. To make decisions on redemption of more than ten (10) per cent of the total number of shares of each class already sold ; j. The Company enters into contracts with persons defined in Clause 1, Article 167 of the Law on Enterprise with a value equal to or greater than 35% of the total value of assets of the Company which are recorded in the latest audited financial statement. k. To approve transactions in provided at clause 8 Article 35, point b, clause 9, Article 35 of this Charter; l. To approve the internal management rules, and the operational rules of the Board of Director;		
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			m. Other issues stipulated in this Charter and other regulations of the Company.		
46.	Article 14.3a (shall be adjusted Article 14.4a)	Shareholders are not allowed to vote in the following cases: a. The contracts specified in Article 14.2 of this Charter to which the shareholder or related person is a party	Shareholders are not allowed to vote in the following cases: a. The contracts specified in clause 3 Article 14 of this Charter to which the shareholder or related person is a party		Correct reference for accuracy.
47.		[Not yet provide]	c. Shareholders has interests relating to contracts, transactions provided in point b, clause 9 Article 35 of this Charter.	Article 167.4 LOE.	For complying with the laws.
Article 15 – Authorized representatives					
48.	Article 15.1	Shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize their representatives to attend. For meetings with more than one authorized representative, the number of shares and the number of votes of each representative must be specified	Shareholders who are entitled to attend the meeting of General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize for an individual or organization to attend. For meetings with more than one authorized representative, the number of shares of each representative must be specified	Article 144.2 LOE; Article 16.1 Template of charter.	For complying with the laws and Template of charter.
49.	Article 15.2	2. Authorization to the representative to attend the General Meeting of Shareholders shall be made in writing in the form of the	2. The authorization for an individual or organization to attend the meeting of the General Meeting of Shareholders	Article 564 the Civils Law 2015.	For complying with the laws

	Company and shall be signed in accordance with the following provisions: - Where an authorized person is an individual, there must be signature of the shareholder and the person authorized to attend the meeting; - Where an authorized person is an organization, there must be the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting; - In other cases, there must be the signature of the legal representative of the shareholder and the person authorized to attend the meeting. Persons authorized to attend meetings of the General Meeting of Shareholders shall submit a written authorization before entering the meeting room.	mentioned in Clause 1 of this Article shall be made into written documents. Written authorization must be made in accordance with the civil law and must specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party. The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization written issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company) and in the original authorization written of the shareholder, there must be content that is allowed to sub-authorization or events, acts, documents to prove to be	Article 144.2 LOE. Article 16.2 Template of Charter.	and Template of charter.
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			have consent of the authorizing party on the sub-authorization.		
50.	Article 15.3	3. Where a lawyer signs on behalf of the authorizing party to appoint the representative, it shall be only effective if the appointment letter is presented together with the letter of authorization (if previously not registered with the Company).	[Removed]	Article 144.2 LOE. Article 16.2 Template of charter.	The authorization to attend the General Meeting of Shareholders is specified in Article 15.2, so this content is not appropriate.
51.	Article 15.4, 15.5	4. Except for the case specified in Clause 3 of this Article , the voting slip of the authorized person within the scope of authorization shall be still effective in one of the following circumstances: a. The authorizing party has died, has limited capacity for civil acts or lost his / her capacity. b. The authorizing party has canceled the authorization. c. The authorizing authority has revoked the authority of the authorized party.	4. The voting slip of the authorized person within the scope of authorization shall be still effective in one of the following circumstances: a. The authorizing party has died, has limited capacity for civil acts or lost his / her capacity b. The authorizing party has canceled the authorization. c. The authorizing authority has revoked the authority of the authorized party. This Clause shall not apply in cases where the Company receives notice of	Article 16.2 Template of charter.	In accordance with the proposal to remove Article 15.3.

		5. The provisions of Clause 4 of this Article shall not apply in cases where the Company receives notice of one of the events mentioned in Clause 4 of this Article before the opening time of the Shareholders' General Meeting or before the meeting is reconnected.	one of the events mentioned above before the opening time of the Shareholders' General Meeting or before the meeting is reconnected		
Article 16 – Changing rights					
52.	Article 16	1. The change or cancellation of the special rights associated with a type of preference shares shall be effective when at least 51% of ordinary shares attending the meeting or at least 65% of the voting right of preference shares of the shareholder is adopted. 2. The meeting shall be valid only when there are at least two shareholders (or their authorized representatives) holding at least one-third of the value of issued shares. In the absence of sufficient number of members as mentioned above, the meeting shall be held again within thirty (30) days thereafter, and the holders of such shares (irrespective of the number of persons and number of shares) shall be deemed to be the number of	1. A resolution of the General Meeting of Shareholders on any item which results in an adverse change of rights and obligations of a preference shareholder [is only deemed] passed if it is agreed by the number of attending preference shareholders of the same type owning seventy five (75) or more per cent of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning seventy five (75) or more per cent of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions. 2. A meeting of shareholders holding a type of preference shares for approving	Article 148.6 LOE. Article 17.1 Template of charter.	For complying with the laws and Template of charter.

		members required. At the above-mentioned separate meetings, the holders of such shares who are attending the meeting directly or through their representatives may request a secret ballot and each ballot holder shall have one vote for each share of that type. 3. The procedures for conducting such separate meetings shall be the same as those set out in Articles 18 and 20. 4. Unless otherwise provided in the issuance regulation, the special rights attached to preference shares of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.	the afore mentioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting 3. The procedures for conducting such separate meetings shall be the same as those set out in Articles 17, 18, 19, 20 and 21. 4. Unless otherwise provided in the issuance regulation, the special rights attached to preference shares of some or all matters relating to the distribution of		
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			profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.		
Article 17 – Convening of the General Meeting of Shareholders, meeting agenda and announcement of the General Meeting of Shareholders					
53.	Article 17.1	The Board of Directors shall convene the General Meeting of shareholders or the General Meeting of shareholders shall be convened in accordance with the terms stipulated in Article 13.3 and Article 13.4.	The Board of Directors shall convene the General Meeting of shareholders or the General Meeting of shareholders shall be convened in accordance with the terms stipulated in clause 3, 4 of the Article 13 of this Charter.		Correct typo in Vietnamese.
54.	Article 17.2	The convener of the General Meeting of Shareholders must perform the following tasks: a. Prepare the list of eligible shareholders to participate and vote at the meeting within 15 days before sending the invitation letter to shareholders to participate in the Meeting or meeting agenda and documents in accordance with the laws and regulations of the Company; b. [Not yet provide]	The convener of the General Meeting of Shareholders must perform the following tasks: a. Compile the list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. This list shall be compiled within 10 days before the day on which the invitation to the General Meeting of Shareholders. The Company shall announce the compilation of this list at least 20 days before the last day of registration.	Article 140.5, 141.1 LOE; Article 18.2 Template of charte.	For complying with the laws and Template of charter.

		c. Determine the time and venue of the meeting; d. [Not yet provide] e. Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting; f. [Not yet provide]	b. To provide information and deal with complaints relating to the list of shareholders; c. To prepare the program and agenda of the meeting; d. To determine the time and venue of the meeting; e. To prepare documents for the meeting and to draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; a list and details of candidates in the case of election of members of the Board of Directors; f. To send a notice of invitation to the meeting to each shareholder entitled to attend the meeting; g. Other work serving the meeting.		
55.	Article 17.3	The notice of the general meeting of shareholders shall be sent to all shareholders by security and is published on the website of the Company, State Securities Commission, and the Stock Exchange. The person who convenes the General Meeting of Shareholders shall send an invitation to the meeting to all shareholders in the list of	The invitations to meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method guaranteed to reach the contact addresses of shareholders and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The convenor of a meeting of	Article 143 LOE; Article 18.3 Template of charter.	For complying with the laws and Template of charter.

		eligible shareholders at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders (from the date when the notice is sent or transmitted in a suitable manner, paid or mailed. The agenda of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be posted on the website of the Company. The invitation shall specify the website address and links to all documents for shareholders to access, including: a. The agenda and documents used in the meeting; b. List and details of applicants (in case of known candidates) when electing members of the Board of Directors; c. Voting slips; d. The designation of a proxy; e. Draft resolutions for each issue in the agenda.	the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders entitled to attend the meeting in the General Meeting of Shareholders at least twenty – one (21) days before the opening date (from the day on which the invitation is validly sent). The agenda of the meeting of the General Meeting of Shareholders and documents relevant to the issues to be voted at the meeting of the General Meeting of Shareholders shall be posted on the Company’s website and the invitations shall specify the website address and links to all documents for shareholders to access, including: a. The agenda and documents used in the meeting; b. List and details of applicants (in case of known candidates) when electing members of the Board of Directors; c. Voting slips; d. Draft resolutions for each issue in the agenda.		
56.	Article 17.4	Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this	Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this	Article 142.2 LOE;	For complying with the laws

		Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least 5 working days before the opening of the General Assembly of Shareholders.	Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least 03 working days before the opening of the meeting of the General Meeting of Shareholders. The proposal shall specify full name, contact address, nationality, and serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code number or serial number of the organizational legal document, and head office address of a shareholder being an organization, quantity of each type of shares being held by the shareholder and the proposed issues.	Article 18.3 Template of charter.	and Template of charter.
57.	Article 17.5	The convenor of the General Meeting of Shareholders shall have the right to reject any proposal related to Clause 4 of Article 17 in following cases: a. Đề xuất được gửi đến không đúng thời hạn hoặc không đủ, không đúng nội dung;	Where the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation stipulated in clause 2 of this article, the convenor must provide a written reply specifying the reasons no later than two working days prior to the date of opening of the meeting. The convenor is only permitted to refuse such	Article 142.3 LOE; Article 18.5 Template of charter.	For complying with the laws and Template of charter.

		b. At the time of the proposal, the shareholder or group of shareholders does not own at least 10% of the total number of ordinary shares for at least six consecutive months; c. The proposed issue does not fall under the decision-making authority of the General Meeting of Shareholders.	recommendation in one of the following cases: a. The recommendation is not sent timely, uncomplete in accordance with clause 2 of this article; b. At the time of the proposal, the shareholder or group of shareholders does not own at least 05% of the total number of ordinary shares as prescribed in clause 3, Article 11 of this Charter; c. The proposed issue does not fall under the decision-making authority of the General Meeting of Shareholders; d. Các trường hợp khác theo quy định của pháp luật.		
58.	Article 17.6	6. The Board of Directors must prepare a Draft Resolution for each issue in the agenda .	[Removed]		This content has been specified in Article 17.2 of this Charter.
59.	Article 17.7	Moving content of the Article 17.7 to Article 20.4 and adding content of this Article 17.7 at next collum.	The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in clause 4 above into the draft program and agenda for the meeting, except in the cases stipulated in clause 5 above; the	Article 142.4 LOE; Article 18.6 of Template of charter.	For complying with the laws and Template of charter.

			recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so agrees.		
Article 18 – Conditions for conducting the General Meeting of Shareholders					
60.	Article 18.1	The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares	A meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents more than fifty (50) per cent of the total number of the voting shares.	Article 145.1 LOE; Article 19.1 Template of charter.	For complying with the laws.
61.	Article 18.2	In cases where there is not enough number of required members as prescribed in Clause 1 of this Article within sixty minutes from the time of opening the meeting , the meeting shall be re-convened after 60 (sixty) days from the date of the first General Meeting of Shareholders. The General Meeting of Shareholders shall be convened only when the attending members are shareholders and authorized representatives representing at least 33% of voting shares.	Where a meeting is not able to be conducted for the first time because the condition stipulated in clause 1 of this article is not satisfied, the notice of invitation to the second meeting must be sent within sixty (60) days from the date of the intended opening of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents thirty- three (33) or more per cent of the total number of voting share.	Article 145.2 LOE; Article 19.2 Template of charter.	For complying with the laws and Template of charter.
62.	Article 18.3	If the second meeting is not conducted due to inadequate number of members as	Where the second meeting is not able to be conducted because the condition stipulated	Article 145.3 LOE.	For complying with the laws

		prescribed in Clause 2 of this Article within sixty minutes from the time of opening the meeting , the third meeting may be reconvened within 60 (sixty) days from the date of the second meeting. In this case, the meeting shall be conducted regardless of the number of shareholders or authorized representative and is considered valid and has the right to decide all issues that the General Meeting of Shareholders intend to approve.	in clause 2 of this article is not satisfied, the notice of invitation to the third meeting must be sent within sixty (60) days from the date of the intended opening of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of voting share of shareholders attending the meeting.	Article 19.3 Template of charter.	and Template of charter.
63.	Article 18.4	According to the decision of the General Meeting of Shareholders, the chairperson of the General Meeting of Shareholders shall have the right to change the meeting agenda sent together with the invitation as stipulated in Article 17.3 of this Charter.	Only the General Meeting of Shareholders may make decisions on change of the agenda accompanying the notice of invitation to the meeting as stipulated in clause 3 Article 17 of this Charter.	Article 145.4 LOE.	For complying with the laws.
Article 19 – Procedures for conducting the meeting and voting at the General Meeting of Shareholders					
64.	Article 19.1	On the date of holding the General Meeting of Shareholders , the Company shall carry out the procedures for registration until all shareholders entitled to attend are registered.	Prior to the time of opening of a meeting , the Company shall carry out the procedures for registration until all shareholders entitled to attend are registered.	Article 146.1 LOE; Article 20.1 Template of charter.	For complying with the laws and Template of charter.
65.	Article 19.2	When conducting the registration of shareholders, the Company shall issue to	The General Meeting of Shareholders shall discuss and vote on each issue on	Article 146.5 of LOE	For compliance with the laws.

		each shareholder or authorized representative a voting card, stating the registration number, full name of shareholder, the authorized representative and the number of votes of the shareholder. When voting at the meeting, the number of the card approving the resolution is collected first, the number of the card not approving the resolution is collected after. Then, the total number of votes approving, not approving or no opinion shall be counted. The total number of votes for, against or no opinion shall be announced immediately before the closing of the meeting. The meeting shall elect a panel of counts at the request of the chairperson of the meeting.	the agenda. Votes include approving, not approving and no opinion votes. Voting results shall be announced by the Chairperson immediately before the meeting ends.		
66.	Article 19.3	Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and voting at the meeting. The Chairperson shall not be responsible to stop the meeting for this late registration and the validity of the voting process conducted before shall not be affected.	Shareholders or authorized representatives that arrive after the opening of the meeting may register and have the right to participate in voting immediately after registration. In this case, the Chairperson shall not be obliged to stop the meeting for such late registration and the validity of matters that have been voted shall not be affected.	Article 20.6 of the Template of charter; Article 146.6 of LOE.	For compliance with the laws and the Template of charter.

67.	Article 19.4	The Chairman of the Board of Directors shall chair the meetings convened by the Board of Directors; If the Chairman is absent or temporarily incapable of working, the remaining members shall elect one of them to preside over the meeting on the principle of majority; If members of the Board of Directors is unable to elect a chairperson, one of members of the Board of Directors shall have right to control the meeting for the General Meeting of Shareholders to elect the person with the highest number of votes to preside the meeting. In other cases, the person who signs to convene the meeting of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the person with the highest number of votes to chair the meeting; The chairperson shall appoint one or several persons to act as a secretary of the meeting.	The election of the chairperson, secretary and vote-counting committee is stipulated as follows: a. The Chairman of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors; If the Chairman is absent or is temporarily incapable of working, the remaining members shall select one of them to preside over the meeting on the principle of majority; If members of the Board of Directors are unable to elect a chairperson, then an independent member of the Board of Directors who is also a member of the Audit Committee or one of the members of the Board of Directors shall have right to control the meeting for the General Meeting of Shareholders to elect the person with the highest number of votes to preside the meeting; b. Except for the case stipulated in sub-clause (a) above, the person who signs to convene the meeting of the General	Article 146.2 of LOE; Article 20.2 of the Template of charter.	For compliance with the laws and the Template of charter.
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			Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the person with the highest number of votes to chair the meeting; c. The chairperson shall appoint one or several persons to act as secretary(ies) of the meeting; d. The General Meeting of Shareholders shall elect one or several persons to the vote-counting committee at request of the chairperson.		
68.	Article 19.5	Only the General Meeting of Shareholders shall have the right to decide on the change of the meeting agenda attached to the invitation to the meeting	The agenda and contents of the meeting must be passed by the General Meeting of Shareholders in the opening session. The agenda must state clearly and in detail the time applicable to each matter in the meeting agenda.	Article 146.3 of LOE. Article 20.3 of the Template of charter.	For compliance with the laws and the Template of charter.
69.	Article 19.6	Chairperson of the General Meeting of Shareholders may postpone the meeting to another time and another place without consulting the members despite of enough eligible members, if: a. The meeting venue does not have enough seats for all attendees;	The chairperson has the right to postpone the meeting of the General Meeting of Shareholders for which sufficient attendees have registered for a period of no more than 03 working days from the proposed date of the meeting and may only postpone the meeting or change the venue of the meeting in the following cases:	Article 146.8 of LOE. Article 20.8 of the Template of charter.	For compliance with the laws and the Template of charter.

		b. Communication means at the meeting is not enough for participants to participate, discuss and vote; c. Some participants obstruct, disturb the order or there is a risk that the meeting is not conducted in a fair and legal manner. In addition, the Chairperson may postpone the meeting when it is accepted and requested by the General Meeting of Shareholders which has sufficient number of members to attend the meeting. The maximum delay shall not more than three days from the date of opening the meeting. The meeting shall review the work that should have been legally resolved at the previous delayed meeting.	a. The meeting venue does not have enough seats for all attendees; b. The communication means at the meeting is not enough for participants to participate, discuss and vote; c. Some participants obstruct, disturb the order or there is a risk that the meeting is not conducted in a fair and lawful manner.		
70.	Article 19.7	The chairperson shall postpone the General Meeting of Shareholders in contravention of Clause 6 of Article 19. In this case, the General Meeting of Shareholders shall elect another person among the attending members to replace the chairperson of the meeting until the expiration and the validity of the voting at this meeting shall not be affected.	In case where the chairperson postpones the meeting of the General Meeting of Shareholders in contravention of clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson of the meeting until the expiration; all resolutions which were passed at such meeting shall take effect.	Article 146.9 of LOE. Article 20.9 of the Template of charter.	For compliance with the laws and the.

71.	Article 19.8	The chairperson of the General Meeting of Shareholders may carry out the necessary activities to control the General Meeting of Shareholders in a valid and orderly manner; or to reflect the wishes of the majority of the participants.	The chairperson of the meeting has the right to take necessary and reasonable measures to control the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda , and so that it reflects the wishes of the majority of attendees .	Article 146.4 of LOE. Article 20.4 of the Template of charter.	For compliance with the laws and the Template of charter.
72.	Article 19.9, 10, 11	9. The convener of the General Meeting of Shareholders shall have the right to request shareholders or authorized representatives to be under inspection or other security measures. In cases where the shareholders or their authorized representatives refuse to comply with inspection or security measures, the person convening the meeting, after careful consideration, can refuse or expel such shareholder or representative from the meeting. 10. The person who convenes the General Meeting of Shareholders, after careful consideration may take appropriate measures to: a. Arrange seating at the meeting of the General Meeting of Shareholders;	9. The convenor or the chairperson of a meeting of the General Meeting of Shareholders has the following rights: a. To request all attendees to undergo a security check or be subject to other lawful and reasonable security measures; b. To request a competent agency to maintain order during the meeting; to expel from the meeting of the General Meeting of Shareholders any person who fails to comply with the authority of the chairperson to direct the meeting, who intentionally disrupts order or prevents normal process of the meeting or who fails to comply with a request to undergo a security check.	Article 146.7 of LOE. Article 20.7 of the Template of charter.	For compliance with the laws and the Template of charter.

	b. Ensure safety for everyone who are present at the meeting; c. Facilitate shareholders to attend (or continue to attend) the meeting. The person who convenes the General Meeting of Shareholders shall have the full power to change the said measures and apply all necessary measures. Applicable measures may be entry pass or alternative forms. 11. Where the General Meeting of Shareholders applies the above-mentioned measures, the person convening the General Meeting of Shareholders may: a. Notice that the meeting will be held at a place as indicated in the notice and the chairperson of the meeting will be present there ("Main place of the meeting"); b. Arrange, organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who want to participate at another place other than the main place of the meeting can concurrently attend the meeting;			
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		c. Notification of the organization of the General Meeting of Shareholders does not require details of organizational measures under this Article.			
73.	Article 19.12	In this Charter (unless otherwise required), all shareholders will be considered as participating in main place of the General Meeting of Shareholders. Annually, the Company shall hold the General Meeting of Shareholders at least once. Annual General Meeting of Shareholders shall not be organized in the form of written opinions.	[Removed]		This issue is not necessary. With respect to annual meeting of the General Meeting of Shareholders, this issue is already provided in Article 13.1 of this Charter.
Article 20 – Approval of decisions of the General Meeting of Shareholders					
74.	Article 20.1	The General Meeting of Shareholders shall approve all matters within its competence by way of voting at the meeting or by collecting written opinions, including the matters stipulated in clause 2 of Article 143 of LOE. A decision of the General Meeting of Shareholders which is approved by voting at	1. The General Meeting of Shareholders shall approve all matters within its competence under clause 2, clause 3 of Article 14 of this Charter, and matters under clause 2 of Article 147 of LOE, by way of voting at the meeting or by collecting written opinions. 2. In order for a resolution of the General Meeting of Shareholders in relation to	Article 148 of LOE; Article 21 of the Template of charter.	For compliance with the laws and the Template of charter.

	the meeting shall meet all the following conditions: a. There is approval of at least 51% of the total number of votes of all shareholders directly attending or their authorized representative; b. For decisions on the following issues, there must be at least 65% of the total number of votes of all shareholders directly attending or their authorized representative approving: i. Deciding on the type of shares and the total number of shares of each type to be offered for sale; ii. Changing business lines and fields of business; iii. Organizing and dissolving the Company; changing the organizational structure of the company; iv. Deciding on investment or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company.	the following matters to be passed by way of voting at the meeting, it must be approved by shareholders holding at least 65% of the total number of votes of all attendees: a. Deciding on type(s) of share and total number of shares of each type; b. Changing business lines and fields of business; c. Changing organizational structure of the Company; d. Deciding on investment project or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company; e. Re-organization or dissolution of the Company; 3. Except for cases stipulated under clause 2 of this Article and clause 1 of Article 16 of this Charter, a resolution of the General Meeting of Shareholders shall be passed by way of voting at the meeting if it is approved by shareholders holding more than 50% of		
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			the total number of votes of all attendees.		
75.	Article 20.2 (The number has been adjusted from 20.2 to 20.4)	A decision of the General Meeting of Shareholders which is approved in the form of collecting written opinions, including issues mentioned in Point b, Clause 1 of this Article must be approved by a number of shareholders representing at least 51% of total number of votes of shareholders with voting rights.	A resolution of the General Meeting of Shareholders shall be passed by way of collecting written opinions, including matters mentioned in Clause 2 of this Article, if it is approved by shareholders holding more than 50% of the total number of votes of all shareholders with voting rights.	Article 148.4 of LOE.	For compliance with the laws.
76.	Article 20.6	[None] (Moved from Article 17.7)	Any resolution of the General Meeting of Shareholders which is passed by shareholders holding 100% of the total number of votes shall be lawful and effective even if the procedures for convening the meeting and passing such resolution are in breach of the provisions of LOE and the Company's Charter.	Article 152.2 of LOE; Article 21.3 of the Template of charter.	For compliance with the laws.
Article 21 – Authority and procedures for gathering written opinions of shareholders for approval of decisions of the General Meeting of Shareholders					
77.	Article 21.2	The Board of Directors shall prepare the Opinion Form, the Draft Resolution of the General Meeting of Shareholders and the documents explaining the Draft Resolution. The written Opinion Form attached to the	The Board of Directors shall prepare the Opinion Form, the Draft Resolution of the General Meeting of Shareholders, documents explaining the Draft Resolution and send the same to all shareholders with	Article 149.2 of LOE;	For compliance with the laws and the

		Draft Resolution and explanatory documents shall be sent by security method to the registered address of each shareholder at least 10 days before the deadline to return the opinion form. The list of shareholders for comments shall be made according to the provisions of Point a, Clause 2, Article 17 of this Charter and Clause 2, Article 137 of LOE. The request and the manner of sending the opinion form and accompanying documents shall comply with the provisions of Article 149 of LOE.	voting rights at least 10 days before the deadline to return the opinion form. The request and the manner of sending the opinion form and accompanying documents shall comply with the provisions of clause 3 of Article 17 of this Charter and the laws.	Article 22 of the Template of charter.	Template of charter.
78.	Article 21.3	The written opinion form shall contain the following principal contents: a. Name, head office address and business number; b. Purpose of collecting opinions; c. Full name, permanent address, nationality, citizenship card number, ID card, passport or other personal identity document of shareholders as the individual; Name, business number or establishment decision number, address of the head office of the shareholder as the organization or full name, permanent address, nationality, citizenship card	The written opinion form shall contain the following principal contents: a. Name, head office address and business number; b. Purpose of collecting opinions; c. Full name, contact address, number of personal legal document of individual shareholders; name, business number or number of organisational legal document, head office address of organisational shareholders or full name, contact address, nationality, number of personal legal documents of representative(s) of organisational	Article 149.3 of LOE; Article 22.3 of the Template of charter.	For compliance with the laws and the Template of charter.

		number, passport or other personal identity document of authorized representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders; d. Issues to be solicited for decision approval; e. Voting options include approval, disapproval and no opinion; f. The deadline to return the opinion form to the Company; g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company	shareholder; number of shares of each type and number of votes of shareholders; d. Matters for collection of written opinions; e. Voting options, including approval, disapproval and no opinion; f. The deadline to return the opinion form to the Company; g. Full name and signature of the Chairman of the Board of Directors.		
79.	Article 21.5	The opinion form sent to the company must be enclosed in a sealed envelope and no one shall be entitled to open it before the vote count. Any opinion form sent to the company after the deadline specified in the form or opened in the case of mailing and disclosed in the case of sending faxes or e-mails is not valid; The opinion form which is not sent shall be considered as not participating in voting.	A shareholder may return the opinion form to the Company by mail, fax or email in accordance with the following provisions: a. The opinion form returned to the Company must be enclosed in a sealed envelope and no one shall be entitled to open it before the time of vote-counting; b. If sent to the Company by fax or email, the opinion form must be kept	Article 149.4 of LOE; Article 22.4 of the Template of charter.	For compliance with the laws and the Template of charter.

			confidential until the time of vote-counting; c. Any opinion form which is returned to the Company after the expiry of the time limit stated in the opinion form or which has been opened in case of sending by mail or disclosed in case of sending by fax or email is invalid. d. Opinion forms which are not returned to the Company shall be considered as not participating in voting.		
80.	Article 21.6	The Board of Directors shall count the votes and make a vote counting record in the witness of shareholders who do not hold the position of management of the company. The vote counting record shall contain the following principal contents: a. Name, address of the head office, business identification number; b. Purpose and issues to be consulted for the adoption of the decision; c. The number of shareholders with the total number of votes, including the number of valid votes or the number of	The Board of Directors shall count the votes and make a vote counting record in the witness of shareholders who do not hold managerial positions in the Company. The vote counting record shall contain the following principal contents: a. Name, head office address, business number; b. Purpose of and matters for collecting written opinions; c. Number of shareholders with total numbers of votes, including number of valid votes and invalid votes, method by which the votes were returned,	Article 149.5 of LOE; Article 22.5 of the Template of charter.	For compliance with the laws and the Template of charter.

		invalid notes together with the list of shareholders participating in the vote; d. Total number of votes for approval, disapproval and no opinion of each problem; e. Decisions which have been passed; f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the person who supervises the vote counting and the person who counts votes. Members of the Board of Directors, the counters and the counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting record; To be jointly and severally liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes;	together with a list of the shareholders participating in the vote; d. Total number of votes for approval, disapproval and no opinion of each matter; e. Matters which are approved and corresponding percentage of votes for approval; f. Full name and signature of the Chairman of the Board of Directors, vote-counting supervisor and vote counters. Members of the Board of Directors, vote counters and vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting record; To be jointly and severally liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes;		
81.	Article 21.7	Vote Counting Record shall be posted on the website of the company and disclosed according to regulations within twenty four (24) hours from the end of counting of votes.	Vote counting record and the resolution shall be posted on the website of the company and disclosed in accordance with the laws within twenty four (24) hours from the completion of vote counting.	Article 149.5 of LOE; Article 22.5 of the Template of charter.	For compliance with the laws and the Template of charter.
Article 22 – Minutes of the General Meeting of Shareholders					

82.	Article 22.1	The General Meeting of Shareholders shall be recorded in the Minute and may be recorded or saved in electronic form. The Minute shall be in Vietnamese.	The meeting of the General Meeting of Shareholders shall be recorded in the Minute and may be recorded or saved in electronic form. The Minute must be made in Vietnamese, may be made in foreign language and must contain the following information: a. Name, head office address, business number; b. Time and place of the meeting; c. The agenda and contents of the meeting; d. Full name of the chairperson and secretary; e. Summary of progress of the meeting, comments at the meeting on each issue on the agenda; f. Total number of shareholders and votes participating in the meeting, list of shareholders and shareholders' representatives participating in the meeting together with corresponding number of shares and votes; g. Total number of votes for each matter, voting method, total number of valid, invalid, approval,	Article 150.1 of LOE.	For compliance with the laws.
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			disapproval and no opinion votes; corresponding percentage over the total number of votes of attending shareholders; h. Matters that have been passed and percentage of approving votes; i. Full name and signature of the chairperson and secretary. In case the chairperson and the secretary refuse to sign the Minute, then the Minute shall be effective if it is signed by other members of the Board of Directors and contain all information prescribed in this clause. The Minute must clearly state that the chairperson and the secretary refuse to sign.		
83.	Article 22.2	The Minute of General Meeting of Shareholders shall be: a. Made and passed before the closing of the meeting; b. The chair and secretary shall be jointly responsible for the truthfulness and accuracy of the Minute of the meeting; c. The Minute of the General Meeting of Shareholders shall be posted on the	The Minute of the General Meeting of Shareholders must be completed and passed prior to the closing of the meeting. The chairperson and secretary of the meeting or any other person signing in the Minute must be jointly liable for the truthfulness and accuracy of the contents of the Minute.	Article 150.2,3 of LOE; Article 11.1(c) of Circular TT96/2020; Article 23.2 of the Template of charter.	For compliance with the laws and the Template of charter.

		Company's website and disclosed in accordance with the law within twenty four (24) hours from the date of approval.			
84.	Article 22.4	Minute of the General Meeting of Shareholders are considered as evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the content of the Minute given in accordance with the procedure within ten (10) days from the date of submitting the Minute.	[Removed]		This content is unnecessary and improper since there is no regulation in relation to objections to the contents of the Minute.
85.	Article 22.5	[None]	Resolutions, Minutes prepared in Vietnamese and in foreign language are of equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, then the Vietnamese version shall prevail.	Article 150.4 of LOE; Article 23.3 of the Template of charter.	For compliance with the laws and the Template of charter.
86.	Article 22.6	[None]	Minutes, Resolutions of the General Meeting of Shareholders that have been passed must be posted on the website of the Company and disclosed in accordance with the laws within twenty four (24) hours from the time of passing.	Article 150.4 of LOE; Article 11.1(c) of Circular TT96/2020.	For compliance with the laws.

Article 23 – Request to cancel the decision of the General Meeting of Shareholders					
87.	Article 23	Within ninety days from the date of receipt of the Minute of the General Meeting of Shareholders or the Vote Counting Record for comments of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in Clause 3, Article 11 of this Charter may request the court or the arbitrator to consider and cancel the Resolution of the General Meeting of Shareholders in the following cases: 1. The order and procedures for convening a meeting of the General Meeting of Shareholders or collecting written opinions does not comply with the provisions of LOE and the Charter of the company except for the cases stipulated in Clause 2, Article 148 of LOE; 2. The order and procedures for the issuance of the Resolution and the contents of the Resolutions violates the law or the Charter of the Company. In case the Decision of the General Meeting of Shareholders is canceled by the decision of the Court or the arbitrator, the person convening the	Within ninety days from the date of receipt of the Resolution or Minute of the General Meeting of Shareholders or the Vote Counting Record for comments of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in clause 3, Article 11 of this Charter may request the court or the arbitrator to consider and cancel the Resolution of the General Meeting of Shareholders or a part of the Resolution of the General Meeting of Shareholders in the following cases: 1. The order and procedures for convening the General Meeting of Shareholder and passing the Resolution of the General Meeting of Shareholder or collecting written opinions does not comply with the provisions of LOE and the Charter of the Company, except for cases under Clause 6, Article 20 of this Charter; 2. The contents of the Resolution are in breach of the laws and the Charter of the Company.	Article 151 of LOE; Article 24 of the Template of charter.	For compliance with the laws and the Template of charter.

		meeting of the General Meeting of Shareholders whose resolution has been revoked may consider the reorganization of the General Meeting of Shareholders within 90 days according to the order and procedures stipulated in LOE and this Charter.			
Article 24 – Members and office term of members of the Board of Directors					
88.	Article 24.1	The number of members of the Board of Directors shall be at least three (03) and at most eleven (11). The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The term of office of members of the Board of Directors shall not exceed five (05) years. A member of the Board may be re-elected for an unlimited number of terms. The number of independent members must be at least one-third (1/3) of the total number of members of the Board of Directors.	The number of members of the Board of Directors shall be at least three (03) and at most eleven (11). The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The term of office of members of the Board of Directors shall not exceed five (05) years. A member of the Board may be re-elected for an unlimited number of times. An individual shall be elected to be an independent member of the Board of Directors for no more than 02 consecutive terms of office. If the term of office of all members of the Board of Directors expires at the same time, such members shall continue to be members of the Board of Directors until new	Article 154 of LOE; Article 26.2 of the Template of charter.	For compliance with the laws and the Template of charter.

			members are elected as replacements and take over the work.		
89.	Article 24.2	Shareholders and groups of shareholders holding voting shares for at least 6 (six) consecutive months have the right to add the number of votes of each person to nominate candidates of the Board of Directors as stipulated by law and shall notify the Board of Directors before 03 working days before the opening of the General Meeting Of Shareholders. Shareholders or group of shareholders holding from 10% to 20% of total number of shares with voting rights for at least six consecutive months shall be entitled to nominate at most one (01) candidate; Between 20% and under 30% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to two (02) candidates; From 30% to less than 40% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to three (03) candidates; From 40% to less than 50% of the total number of voting shares for at least six consecutive months shall be entitled to nominate up to four (04)	Shareholders and groups of shareholders own 10% or more of the total number of voting shares has the right to nominate candidates of the Board of Directors in accordance with the laws, the Charter of the Company and must notify the Board of Directors at least 03 working days before the date of the meeting or the date for returning the opinion form to the Company. Shareholders or group of shareholders holding from 10% to less than 20% of the total number of voting shares has the right to self-nominate, nominate one (01) candidate; from 20% to less than 30% of the total number of voting shares has the right to self-nominate, nominate up to two (02) candidates; from 30% to less than 40% of the total number of voting shares has the right to self-nominate, nominate up to three (03) candidates; from 40% to less than 50% of the total number of voting shares has the right to self-nominate, nominate up to four (04) candidates; from 50% to less than 60% of the total number of voting shares has the	Article 115.5 of LOE; Article 25.2 of the Template of charter.	For compliance with the laws and the Template of charter.

		candidates; Between 50% and under 60% of the total number of voting shares for at least six consecutive months shall be entitled to nominate at most five (05) candidates; 60% or more of the total number of voting shares or more for a consecutive period of at least six months shall be entitled to nominate full number of candidates.	right to self-nominate, nominate up to five (05) candidates; 60% or more of the total number of voting shares has the right to self-nominate, nominate full number of candidates.		
90.	Article 24.3	Where the number of candidates for the Board of Directors is still insufficient via self-nomination, nomination, the current Board of Directors may nominate more candidates or organize the nomination according to the regulation of the Company. The nomination mechanism or the method which the current Board of Directors nominates a candidate for the Board of Directors must be clearly defined and approved by the General Meeting of Shareholders prior to nomination.	Where the number of candidates for the Board of Directors is still insufficient via self-nomination, nomination in accordance with clause 2 of this Article, the current Board of Directors may nominate more candidates or organize the nomination in accordance with the Charter of the Company, the Internal Regulations on management of the Company. The nomination of candidates of the current Board of Directors must be clearly announced prior to the voting by the General Meeting of Shareholders on election of members of the Board of Directors in accordance with the laws. Members of the Board of Directors must meet the standards and conditions under	Article 274.3, Article 275.1 of Decree 155/2020/ND-CP; Article 25.3 of the Template of charter.	For compliance with the laws and the Template of charter.

			LOE and the Rules on internal management of the Company.		
91.	(To be add before Article 24.4)	[Not yet provide]	4. If candidates for the Board of Directors have been identified, the Company must announce information about such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on its website in order for shareholders to seek information about such candidates before voting. Candidates for the Board of Directors must undertake in writing that the announced personal information is truthful and accurate, and must undertake to implement their duties honestly, prudently and in the best interests of the Company if they are elected as members of the Board of Directors. The announced information relating to candidates for the Board of Directors comprises: a. Full name and date of birth; b. Professional qualifications; c. Working history; d. Other managerial positions (including positions of the Board of	Article 25 of Template of Charter	Supplementing regulations on information disclosure of candidates for members of the Board of Directors who elected or nominated for members of the Board of Directors to comply with provisions of laws and the Template of Charter.

			Directors, other management titles of other companies); e. Interests relevant to the Company and its related parties; f. Other information (if any) in accordance with laws;		
92.	Article 24.4 (To be adjusted the ordinal number to Article 24.5)	Members of the Board of Directors will no longer be members of the Board of Directors in the following cases: a. Such member is not eligible to be a member of the Board of Directors in accordance with the provisions of the Enterprise Law or prohibited by law from acting as a member of the Board of Directors; b. That member sends a written request to resign to the head office of the Company; c. The member is mentally disturbed and other members of the Board of Directors have professional evidence that he or she is no longer capable of acting; d. That member is absent from meetings of the Board of Directors for six consecutive months without the approval of the Board of Directors except for force majeure events;	5. Members of the Board of Directors will no longer be members of the Board of Directors when is replaced, dismissed or discharged by the GMS in accordance with the following provisions: a. Cases of Discharge: i. Failure to satisfy the criteria and conditions to be a member of the Board of Directors in accordance with the provisions of LOE; ii. Upon written notice of resignation which is approved; b. Cases of Dismissal: i. Failure to participate in activities of the Board of Directors for six consecutive months, except for cases of force majeure; When considered necessary, the General Meeting of Shareholders shall decide to replace any member of the	Article of 26.4 of Template of Charter; Article 160 of LOE.	To be in accordance with provisions of laws and the Template of Charter.

		e. That member is dismissed from the Board of Directors by decision of the General Meeting of Shareholders.	Board of Directors; or discharge or remove any member of the Board of Directors in the cases other than those stipulated in Point a and Point b of this Clause.		
93.	Article 24.5 (To be adjusted the ordinal number into 24.6)	The election of members of the Board of Directors must be notified in accordance with the Law On Securities And Securities Market	6. The election of members of the Board of Directors must be notified in accordance with regulations of law on information disclosure on the securities market.	Article of 26.5 of Template of Charter.	To be in accordance with Template of Charter.
94.	Article 24.6 (To be adjusted the ordinal number into 24.7)	A member of the Board of Directors is not necessarily a Shareholder of the Company.	7. Members of the Board of Directors are not necessarily shareholders of the Company.	Article of 26.6 of Template of Charter.	To be in accordance with Template of Charter.
Article 25 – Rights and obligations of the Board of Directors					
95.	Article 25.1	The business activities and tasks of the Company shall be managed and directed by the Board of Directors. The Board of Directors is empowered to exercise all the rights in the name of the Company except for cases under the authority of the General Meeting of Shareholders.	The Board of Directors is the body managing the Company and has full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except for those within the authority of the General Meeting of	Article 153.1 of LOE; Article of 27 of Template of Charter.	To be in accordance with provisions of laws and Template of Charter.

		The Board of Directors is responsible for supervising the General Director and other executives.	Shareholders.		
96.	Article 25.3	The rights and obligations of the Board of Directors are stipulated by the law, the Charter, the internal regulations of the Company and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:	The rights and obligations of the Board of Directors are as stipulated by law, the Company Charter and by the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:	Article 153.2 of LOE; Article of 27 of Template of Charter.	To be in accordance with provisions of laws and Template of Charter.
		To make decisions on the plan for development of production and business and the annual budget	a. To make decisions on strategies, medium-term developmental plans and annual business plans of the Company;		
		To propose types of shares that can be issued and the total number of shares issued by each type	b. To recommend the classes of shares and total number of shares of each class which may be offered;		
		[Not yet provide]	c. To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;		
		To decide the prices of bonds, shares and convertible securities;	d. To make decisions on the selling price of shares and bonds of the		



			Company;		
		[Not yet provide]	e. To make decisions on redemption of shares in accordance with LOE;		
		[Not yet provide]	f. To make decisions on investment plans and investment projects within the authority and limits stipulated by law;		
		To decide solutions for market development, marketing and technology	g. To make decisions on solutions for market development, marketing and technology;		
		To decide on investment or sale of assets valued at less than 70% of the total value of assets recorded in the latest financial statement of the Company	h. To decide on investment or sale of assets valued at less than 70% of the total value of assets recorded in the latest financial statement of the Company		
		[Not yet provide]	i. To approve contracts for purchase, sale, borrowing, lending and other contracts of the Company, except contract, transaction under the jurisdiction of the General Meeting of Shareholders as stipulated in Clause 3, Article 167 of LOE; Point d, Clause 1; Point h, k, Clause 3 Article 14; Clause 8, Article 35,		

			Point b Clause 9 Article 35 of this Charter.		
		To make decision on appointment, removal, dismissal, salary and other regimes for the General Director and other executives of the Company at the proposal of the General Director; Sign the labor contract, terminate the labor contract with the General Director and other executives; To appoint representatives authorized to participate in the Members' Council or the General Meeting of Shareholders in other companies; To decide on their remuneration and other benefits	j. To elect, remove or discharge the Chairman of the Board of Directors; to appoint, remove, and sign contracts or terminate contracts with the General Director and other key managers according to request of General Director; to make decisions on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the members' council or general meeting of shareholders of another company, and to make decisions on the level of remuneration and other benefits of such persons;		
		[Not yet provide]	k. To supervise and direct the General Director and other managers in their work of conducting the day-to-day business of the Company;		
		To decide the organizational structure of the Company	l. To make decisions on the organizational structure and the rules on internal management of the Company, and to make decisions on establishment of subsidiary		

			companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises;		
		[Not yet provide]	m. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to obtain opinions in order for the General Meeting of Shareholders to pass resolutions;		
		[Not yet provide]	n. To submit the audited annual financial statements to the General Meeting of Shareholders;		
		To propose annual dividend and determine temporary dividend; organize the payment of dividends	o. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;		
		To propose the reorganization or dissolution of the Company	p. To recommend re-organization or dissolution of the Company, or to request bankruptcy of the Company;		
		To develop internal regulations on corporate governance and submit to the	q. To make decisions on promulgation of the operational rules of the Board of		

		General Meeting of Shareholders for approval	Directors and the internal rules on corporate governance after they are passed by the General Meeting of Shareholders; to make decisions on promulgation of the operational rules of the Auditing Committee under the Board of Directors and the rules on disclosure of information of the Company;		
		[Not yet provide]	r. To decide on investments that are not included in the business plan or investments that exceed 10% of the value of the annual business plan and budget but are not under the authority of the General Meeting of Shareholders.		
		[Not yet provide]	s. Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other laws and the Company Charter.		
		To identify operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;	[Removed]		
		To resolve the Company's complaints against the Executives as well as the selection of representatives of the Company	[Removed]		

		to settle issues related to the legal procedures of such Executives;			
		To decide the issuance of bonds, propose plans for issuance of convertible bonds to shares, and to allow shareholders to buy shares at pre-determined prices to submit them to the General Meeting of Shareholders for decision;	[Removed]		
97.	Article 25.4	The following issues shall be approved by the Board of Directors: a. Establishment and dissolution of branches or representative offices of the Company; b. Establishment and dissolution of subsidiaries of the Company; c. Contracts for purchase, sale, borrowing, lending and other contracts of the Company, except for the cases as stipulated in Point 1, Clause 2, Article 14 of the Charter, Clauses 1 and 3 of Article 162 of the Enterprise Law must be approved by the General Meeting of Shareholders; d. Appointment and dismissal of persons authorized by the Company as trade representatives and lawyers of the	[Removed]		These contents are clearly stated in Article 25.3 on the rights and obligations of the Board of Directors.

		Company; e. Borrowing and execution of mortgages, guarantees, pledge and indemnities of the Company; f. Investments not included in the business plan or investments exceed 10% of the annual plan and business budget; g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad; h. The evaluation of non-cash assets contributed to the Company relates to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-how; i. Purchase or withdrawal of no more than 10% of each class of shares of the Company. In other cases, the share buyback shall be decided by the General Meeting of Shareholders; j. Issues related to business or transactions which are decided by the Board of Directors within the scope of their powers and responsibilities; k. Determination of the purchase price or			
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		withdrawal of shares of the Company. 1. Economic-technical norms related to production and business activities of the Company.			
98.	Article 25.5 (shall be adjusted to 25.4)	The Board of Directors shall report to the General Meeting of Shareholders on its activities, including supervision of the Board of Directors for the General Director and other executives in the fiscal year. If the Board does not submit a report to the General Meeting of Shareholders, the financial statements of the Company will be considered invalid and not approved by the Board of Directors.	The Board of Directors must make a report to the General Meeting of Shareholders on results of its activities in accordance with Point c, Clause 2, Article 14 of this Charter and must contain the following matters: a. Remuneration, operating costs and other benefits of the Board of Directors and of each member of the Board of Directors. b. Summary of the meetings of the Board of Directors and its decisions. c. Report on any transaction between the company, a subsidiary company or a company in which company has the controlling right of above 50% charter capital and a member of the Board of Directors or any related person of such member; and any transaction between the company and a	Article 280 of Decree No 155/2020/ND-CP; Article 27.3 of Template of Charter.	To be in accordance with provisions of laws and Template of Charter.

			company in which a member of the Board of Directors is a founding member or a manager in the last three (3) years prior to the time of such transaction. d. Activities of independent members of the Board of Directors and results of assessment by independent members of activities of the Board of Directors. e. Activities of the Auditing Committee under the Board of Directors. f. Activities of other committees under the Board of Directors. g. Results of supervision of the General Director. h. Results of supervision of other Executives. i. Future plans.		
99.	Article 25.7	Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their jobs as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. The remuneration	The Company is entitled to pay remuneration and bonuses to members of the Board of Directors on the business results and efficiency. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated on	Article 28 of Template of Charter.	To be in accordance with Template of Charter.

		will be distributed to the members of the Board of Directors under the agreement of members of the Board of Directors or equally divided in case of failure of agreement.	the basis of the working days required to fulfil the duties of the members of the Board of Directors and the daily rate of remuneration. The Board of Directors estimates the level of remuneration for each member on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meetings.		
100.	Article 25.8	The total amount of remuneration for each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights and other benefits from the Company, its subsidiaries and affiliated companies of the Company and other companies in which the members of the Board of Directors are representatives of the capital contribution must be disclosed in detail in the annual report of the Company.	The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the law on corporate income tax, and is presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at its annual meetings.	Article of 28.3 of Template of Charter.	To be in accordance with Template of Charter.
101.	Article 26.9	Members of the Board of Directors holding the executive posts (including the chairman or vice chairman), or members of the Board of Directors working for subcommittees of	Members of the Board of Directors holding the executive posts (including the Chairman or Vice Chairman), or members of the Board of Directors working for		Word correction.

		the Board of Directors, or executing any other work that, in the view of the Board of Directors, is outside the normal scope of duties of a member of the Board of Directors, may be paid with additional remuneration in the form of a one-time remuneration package , salary, commission, percentage of profits or other forms as decided by the Board of Directors;	Committees of the Board of Directors, or executing any other work that, in the view of the Board of Directors, is outside the normal scope of duties of a member of the Board of Directors, may be paid with additional remuneration in the form of a one-time remuneration package , salary, commission, percentage of profits or other forms as decided by the Board of Directors;		
102.	Article 25.10	Members of the Board of Directors are entitled to all travel, accommodation, meals and other expenses that they are paid when performing their duties as members of the Board of Directors, including all expenses incurred in attendance at meetings of the Board of Directors or subcommittees of the Board of Directors or General Meeting of Shareholders.	Members of the Board of Directors are entitled to all travel, accommodation, meals and other expenses that they are paid when performing their duties as members of the Board of Directors, including all expenses incurred in attendance at meetings of the Board of Directors or Committees of the Board of Directors or General Meeting of Shareholders.		Word correction.
103.	Article 25.12	[Not yet provide]	The Company may effect liability insurance for members of the Board of Directors upon approval of the General Meeting of Shareholders. Such insurance does not cover responsibilities of members of the Board of Directors relating to breaches of law and the Company Charter.	Article 28.6 of Template of Charter.	To be in accordance with Template of Charter.

Article 26 – Chairman and Vice Chairman of the Board of Directors					
104.	Article 26.1	The Board of Directors shall select among the members of the Board of Directors to elect one Chairman. Depending on each period, one or several Vice Chairman may be elected. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not be concurrently the General Director of the Company. The Chairman of the Board of Directors cum General Director must be approved annually at the Annual General Meeting of Shareholders.	The Chairman of the Board of Directors is elected, dismissed or discharged by the Board of Directors from among members of the Board of Directors. The Chairman of the Board of Directors may not act concurrently as the General Director. The Permanent Vice Chairman of the Board of Directors or the Vice Chairman(s) of the Board of Directors shall be elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors. The number of Vice Chairman of the Board of Directors shall be decided by the Board of Directors from time to time.	Article 156.1,2 of LOE.	To be in accordance with provisions of laws.
105.	Article 26.2 (To be adjusted ordinal number into 26.3)	[Not yet provide]	The Chairman of the Board of Directors has the following rights and obligations: a. To prepare working plans and programs of the the Board of Directors; b. To prepare the program, agenda and documents for meetings of the Board of Directors; to convene, preside over and chair meetings of	Article 156.3 LOE.	To be in accordance with provisions of laws and Template of Charter.

			the the Board of Directors; c. To organize for resolutions and decisions of the Board of Directors to be passed; d. To monitor the implementation of resolutions and decisions of the Board of Directors; e. To chair meetings of the General Meetings of Shareholders; f. Other rights and obligations in accordance with LOE.		
106.	Article 26.2	The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and the meetings of the Board of Directors and at the same time having other rights and responsibilities as stipulated in this Charter and the Enterprise Law. The Vice Chairman shall have the same rights and obligations as the Chairman in cases of being authorized by the Chairman but only if the Chairman has notified the Board of Directors that he / she is absent or absent due to force majeure reasons or lost ability to perform his duties. In the above case, if Chairman does not appoint the Vice Chairman to act like that, the remaining members of the Board of	Where the Chairman of the Board of Directors is absent or is not able to perform his or her duties, he or she must authorize in writing for the Permanent Vice Chairman of the Board of Directors to exercise the rights and perform the obligations of the Chairman of the Board of Directors. Where no person is authorized or the Chairman of the Board of Directors is dead, lost, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has his or her	Article 29.5 of Template of Charter.	To be in accordance with Template of Charter and actual situation.

		Directors shall appoint the Vice Chairman. In the event that both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the remaining members of the Board of Directors shall elect one of the temporary members to hold the position as the Chairman of the Board of Directors on the principle of majority.	capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioural control, or is prohibited by a court from assuming a certain position or practising or doing certain work then the remaining members shall select one of them to hold the position of the Chairman of the Board of Directors on the principle of agreement by the majority of the remaining members until there is a new decision of the Board of Directors.		
107.	Article 26.3	The Chairman of the Board of Directors shall have the responsibility to ensure that the Board of Directors shall submit annual financial statements, reports on the company's activities, auditing reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;	[Removed]		This content is removed because this is the obligation of the Board of Directors. Moreover, provisions of laws do not stipulate this obligation for the Chairman of the Board of Directors.

108.	Article 26.4	In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within thirty days.	If the Chairman of the Board of Directors resign or is dismissed or discharged, the Board of Directors must elect another person for replacement within thirty days from the date of receipt of resignation letter or date of dismissal, discharging.	Article 29.4 of Template of Charter.	To be in accordance with Template of Charter.
Article 28 – Meetings of the Board of Directors					
109.	Article 28.1	The Chairman of the Board of Directors shall be elected in the first meeting of the term of the Board of Directors within 7 working days after the end of the election of the Board of Directors. This meeting was convened by the member with the highest vote ballot. In cases where more than one member has the highest and equal number of votes, the members shall elect one of them to convene a meeting of the Board of Directors.	The Chairman of the Board of Directors shall be elected at the initial meeting of the Board of Directors within a time-limit of seven working days from the date of completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes . If two or more members obtain the same highest number of votes or the same highest percentage of votes , the members shall elect by a majority vote to select a person amongst them to convene the meeting.	Article 157 of LOE.	To be in accordance with provisions of laws.
110.	Article 28.2	Regular meetings: The Chairman of the Board of Directors shall convene meetings of the Board of Directors; make the agenda, time and venue of the meeting at least five days before the scheduled meeting. The	The Board of Directors must hold a meeting at least once every quarter and may hold an extraordinary meeting.	Article 157.2 of LOE;	Regular or extraordinary meetings all need to have regulations on

		Chairman may convene the meeting whenever it is deemed necessary but at least once every quarter.		Article 30.2 of Template of Charter.	the subject to convene and set the agenda, so they need to be separated into separate clauses, not general provisions in the regular meeting.
111.	Article 28.3	Extraordinary meetings: The Chairman shall convene an extraordinary meeting of the Board of Directors when it is deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors shall convene the Board of Directors without delay if there is no justifiable reason when one of the following persons proposes in writing the purpose of the meeting and issues to discuss: a. The General Director or at least five other managers; b. At least two (02) executive members of the Board of Directors; c. Independent member of the Board of Directors.	The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following circumstances: a. Upon request of an independent member of the Board of Directors; b. Upon request of the General Director or upon request of at least five (5) other Executives; c. Upon request of at least two (2) members of the Board of Directors; d. Upon request of an independent auditing company which audits the Company's financial statements to discuss the audited financial statements; e. When the Board of Directors considers it necessary for the benefit of the	Article 157.3 of LOE; Article 30.3 of Template of Charter.	To be in accordance with provisions of laws and Template of Charter.

			Company.		
112.	Article 28.4	Meetings of the Board of Directors mentioned in Clause 3 of Article 28 shall be conducted within 07 working days from the date of receipt of the request as mentioned in Clause 3 of this Article. If the Chairman of the Board of Directors does not accept the meeting as proposed, the Chairman shall be responsible for any damage caused to the Company; Persons who propose to hold a meeting mentioned in Clause 3 of Article 28 may convene a meeting of the Board of Directors by themselves.	The request prescribed in Clause 3 this Article must be made in writing and must specify the objectives and matters which require to be discussed, and decisions within the authority of the Board of Directors. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receipt of a request stipulated in Clause 3 this Article. If a meeting of the Board of Directors is not convened pursuant to a request, the Chairman of the Board of Directors must be liable for any loss caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairman of the Board of Directors.	Article 157.4,5 of LOE; Article 30.4,5 of Template of Charter.	To be in accordance with provisions of laws and Template of Charter.
113.	To be added before Article 28.5	[Not yet provide]	5a. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases: a. Such member attends and votes at the meeting in person;	Article 157.9 of LOE; Article 30.9 of Template of Charter.	To be in accordance with provisions of laws and Template of



			b. Such member authorizes another person to attend and vote in accordance with Article 27 of this Charter; c. Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms; d. Such member sends his or her voting slip to the meeting by mail, fax or email; Where a voting slip is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to the opening of the meeting. Voting slips are only opened in the presence of all attendees.		Charter.
114.	Article 28.6	Where there is a request from an independent auditor to audit the financial statements of the company, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the situation of Company.	Move this content to Point d Clause 3 Article 28.		This is one of the cases of convening an extraordinary meeting of the Board of Directors, so it should be mentioned in the same clause about the

					extraordinary meeting of the Board of Directors.
115.	Article 28.8	8. The notice of the meeting of the Board of Directors mentioned in Clause 3 of Article 28 shall be sent to members of the Board of Directors at least two days before the date of the meeting. The meeting invitation shall specify the time and place of the meeting, the agenda, the issues discussed and the decision. Attached to the meeting invitations shall have the documents used at the meeting and votes of the members	8. The chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of invitation to attend the meeting at least 02 (two) working days before the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and issues to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members. The notice of invitation to a meeting of the Board of Directors may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method stipulated in the charter of the company and guaranteed to reach the contact address of each member of the Board of Directors as registered with	Article 157.6 of LOE Article 30.6 of Template of charter.	For complying with LOE and Template of charter.

			the company.		
116.	Article 28.9(a)	9. Minimum number of participants: a. Meetings of the Board of Directors shall be only proceed and adopted when at least three-fourths of the members of the Board of Directors are present in person or through their representatives	9. Minimum number of participants: a. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total members are in attendance	Article 157.6 of LOE Article 30.8 of Template of charter.	For complying with LOE and Template of charter.
117.	Article 28.10(d)	Members of the Board of Directors who benefit from a contract as provided in Article 35.7a and Article 35.7b of this Charter shall be deemed to have significant benefits in such contract.	Members of the Board of Directors who benefit from a contract as provided in Article 35.9 of this Charter shall be deemed to have benefits in such contract.		Adjusting references and word.
118.	Article 28.12	12. Vote by majority. The Board of Directors shall adopt resolutions and decisions by adhering to the approval of the majority of the members attending the meeting. In case the number of votes for and the votes against are equal, the vote of the Chairman will be the decision	12. Resolution or decision of the Board of Directors shall be passed if it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.	Article 157.12 of LOE Article 30.12 of Template of charter	For complying with LOE and Template of charter.
119.	Article 28.13	13. Meeting on the phone or other forms. A meeting of the Board of Directors may be organized in the form of a seminar	[Removed]	Article 41.3c of LOS Article 157 of	This clause is not necessary because the

		among the members of the Board of Directors when all or some of the members are in different places provided that each member attending the meeting can: - Listen to other members making speeches at the meeting of the Board of Directors; - He or she can speak to all other participants concurrently. Exchange between members may be made directly by telephone or by other means of communication (including use of the media at the time of adoption of the Charter or later) or it is the combination of all these methods. According to this Charter, members of the Board of Directors attending such meeting are considered as "present" at the meeting. The place of the meeting under this regulation shall be the place where the largest group of members of the Board of Directors gathers. In case of absence of such groups, the place of meeting where the Chairman is present shall be the place of the meeting;	LOE Article 279 of Decree 155	forms of meetings are specified in Article 28.5a. The current law and Template of charter also do not stipulate this conten .
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		Decisions adopted during a telephone conference and conducted in a legal manner shall be effective immediately upon the conclusion of the meeting and shall be confirmed by signatures in the Minute of all members of Board of Directors attending this meeting.			
120.	Article 28.15	15. Minutes of meetings of the Board of Directors. The Chairman of the Board of Directors is responsible for forwarding the Minute of the meeting to the members and such minutes shall be considered as evidence of the work performed in those meetings unless there is a written claim on the contents of the minutes within ten days after forwarding. Minutes of meetings of the Board of Directors shall be made in Vietnamese and shall contain the full name and signature of the chairperson and the recorder.	15. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairman and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises. With respect to any matter agreed by the majority of the attending members in the minutes of the meeting of the Board of Directors, a resolution approving such matter must be prepared. Minutes of meetings of the Board of Directors must be archived at the head office of the Company in accordance with law. In case the chairperson, the person writing the minutes refuses to sign	Article of 158 LDN; Article of 279.2 Decree 155;	For complying with LOE and Template of charter.

			the minutes of the meeting, the minutes shall take effect if the minutes are signed by all other attending members of the Board of Directors and contain all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes).		
121.	Article 28.16	The Board of Directors may set up divisions to support the activities of the Board of Directors, such as personnel division, payroll division and other division. The Board of Directors may appoint one independent member of the Board of Directors as the Head of the personnel division, payroll division. The establishment of divisions shall be approved by the General Meeting of Shareholders. In cases where no division is appointed, the Board of Directors may assign independent members to assist the Board of Directors in personnel activities and remuneration. The Board of Directors shall stipulate in detail	The Board of Directors may establish committees to support the activities of the Board of Directors. The Board of Directors decides on the number of members of any committee. The Board of Directors shall detail the establishment of the Committee, the responsibilities of each Committee, and the responsibilities of its members. Activities of committees must comply with regulations of the Board of Directors. Resolutions of a committee shall take effect only when it is approved by the majority of members attending and voting at the meeting of the	Article 31 of Template of charter	For comply with Template of charter and governance practice.

		the establishment of divisions, the responsibilities of each division, the responsibilities of members of the division or the responsibilities of independent members in charge of the personnel and remuneration	committee. Implementation of decisions of the Board of Directors, or committees under the Board of Directors must comply with applicable law, the Company Charter, and the internal rules on corporate governance.		
122.	Article 28.17	The legal value of the action. The actions to enforce decisions of the Board of Directors or divisions of the Board of Directors or the member of the division of the Board of Directors shall be considered as valid even if the election and the nomination of members of the Board of Directors or the division may be wrong	The legal value of the action. The actions to enforce decisions of the Board of Directors or committee under the Board of Directors or the member of the committee under the Board of Directors shall be considered as valid even if the election and the nomination of members of the Board of Directors or the division may be wrong		Word correction.
Article 29 – Audit committee					
123.	Article 29	Article 29. Audit committee 1. The Company has an Audit Committee of the Board of Directors. Audit Committee is Internal Audit Committee that provided for in item b, Clause 1, Article 134 of Enterprise Law. Structure, composition and standards of members of the Audit Committee; rights and obligations; meetings of the Audit Committee and operating	Article 29. Audit Committee 1. The Company has an Audit Committee of the Board of Directors. The Audit Committee must have two (2) members or more, of which at least 02 members are independent members of the Board of Directors. The chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the	Article 161 of LOE Article 182,283,284 of Decree 155 Article 24,43,44,45,46 of Template of Charter	Adjust Sub-Committee to Committee for comply with regulation of LOE and LOS At the same time, it is also required that the Audit

		expenses are provided in the Internal Regulations on Corporate Governance of the Company. 2. Other matters relating to organization and operation of the Audit Committee shall be decided by the Board of Directors.	Audit Committee must be non-executive members of the Board of Directors. Structure, composition, and standards of members of the Audit Committee; rights and obligations; meetings of the Audit Committee and operating expenses shall be conducted by the law and specified in the Regulation on organization and operation of the Audit Committee approved by the Board of Directors. 2. Other matters relating to the organization and operation of the Audit Committee shall be decided by the Board of Directors on a legal basis.		Committee must have at least 02 members who are independent members of the Board of Directors in accordance with IFC standards
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Article 30 - Organization of the management apparatus

124.	Article 30	Article 30. Organization of the management apparatus The Company will issue a management system under which the Board of Directors shall be responsible and under the leadership of the Board of Directors. The Company has a General Director and a number of Deputy General Directors and a Chief Accountant appointed by the Board of Directors. The General Director and Deputy	Article 30. Organization of the management apparatus The managerial system of the Company must ensure that the managerial apparatus is liable to the Board of Directors and is subject to supervision by and direction from such Board in the day-to-day business of the Company. The Company has a General Director, Deputy General Director(s), Chief	Article 33 of Template of charter	For Template of charter.
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		General Directors may be concurrently members of the Board of Directors, and shall be appointed or dismissed by the Board of Directors by a resolution passed by a meeting of the Board of Directors	Accountant and other managerial positions appointed by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be approved by a resolution or decision of the Board of Directors.		
Article 31 – Executives of the Company					
125.	Bỏ sung	[Not yet provide]	3. Salaries of managerial positions are included in the business costs of the Company in accordance with the law on corporate income tax, are shown under separate items in annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meetings	Article 163.3 of LOE Article 34 of Template of charter	For complying with LOE and Template of charter.
Article 32 – Appointment, dismissal, tasks and rights of the General Director					
126.	Article 32.1	Appointment: The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director and shall enter into a labor contract stipulating the salary, benefits and other terms related to the employment. Information about salaries, allowances and benefits of the General Director must be reported in the Annual General	Appointment: The Board of Directors shall appoint one (01) member of such Board or employs another person to be the General Director. The General Director is an executive person managing the day-to-day business of the Company; is subject to the supervision by the Board of Directors and	Article 162.1,2 of LOE Article 35.1,2 of Template of charter	For complying with LOE and Template of charter.

		Meeting of Shareholders and stated in the annual report of the Company	is liable to the Board of Directors and before the law for the performance of the assigned rights and obligations.		
127.	Article 32.2	Term of office: According to Article 26 of this Charter, the General Director may not be the Chairman of the Board of Directors. The term of office of the General Director shall be no more than 05 (five) years and may be reappointed with unlimited number of terms. Appointment may be terminated in accordance with the provisions of the labor contract. General Director is not banned by law to hold this position	The term of the General Director shall not exceed 05 (five) years and he/she may be re-appointed for an unlimited number of terms. The General Director must satisfy the standards and conditions stipulated by law and the Company Charter.	Article 162.2 of LOE Article 35.3 of Template of charter	For complying with LOE and Template of charter.
128.	Article 32.3	Powers and duties. The General Director has the following powers and responsibilities: a. To decide all issues of the Company in accordance with the Resolutions of the Board of Directors, including the signing of financial and trade contracts, the organization and operation of production and daily business activities of the Company in accordance with the best management practices	The General Director has the following powers and responsibilities: a. To make decisions on all matters relating to the day-to-day business of the Company which do not fall under the authority of the Board of Directors;	Article 162.3 of LOE Article 35.4 of Template of charter	For complying with LOE and Template of charter.

		b. To implement the Resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company which were approved by the Board of Directors and the General Meeting of Shareholders	b. To implement the Resolutions, the Decisions of the Board of Directors .		
		c. On 31 st May each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the budget as well as the financial plans of 05 years	c. On 31 st May each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the budget as well as the financial plans of 05 years		
		d. To propose measures to improve the operation and management of the Company	d. To organize implementation of business plans and investment plans of the company.		
		e. To perform the annual business plan approved by the General Meeting of Shareholders and the Board of Directors	e. To recommend organizational restructuring options and internal management rules of the Company;		
		f. To consult the Board of Directors to determine the number of employees, wages, allowances, benefits, appointments, dismissals and other	f. To appoint, remove and dismiss managerial positions in the Company, except for those which fall under the authority of the Board of		

		terms related to their labor contracts	Directors;		
		g. To recommend the number of Managers that the Company needs to hire or recruit for the Board of Directors to appoint or dismiss when it is necessary in order to apply well management practices as proposed by the Board of Directors and advise the Board on the salary, remuneration, benefits and other terms of the Managers	g. To make decisions on salary and other benefits for employees of the company, including managers who may be appointed by the General Director		
		h. To prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management of the Company in accordance with the business plan. The annual estimates (including the balance sheet, the income statement and the cash flow statement) for each financial year must be submitted to the Board of Directors for approval and shall include information as stipulated in the regulations of the Company	h. To recruit employees;		
		i. To carry out all other activities in accordance with this Charter and the regulations of the Company, resolutions	i. To recommend a plan for dividend payment or dealing with business losses;		

		of the Board of Directors, labor contracts of the General Director and the law			
			j. Other powers and obligations in accordance with provisions of law, the charter of the company and resolutions and decisions of the Board of Directors		
129.	Article 32.5	Dismissal: The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors attending the meeting have the voting right to accept and appoint a new General Director to replace him/her; For cases of resignation of the General Director, he / she must submit an application to the Board of Directors. Within 30 working days from the date of receiving the application, the Board of Directors must issue a decision to handle the case	The Board of Directors may remove the General Director when the majority of attending members of the Board of Directors with voting rights to accept and appoint a new General Director for replacement. For cases of resignation of the General Director, he / she must submit application to the Board of Directors. Within 30 working days from the date of receiving the application, the Board of Directors must issue a decision to handle the case	Article 35.5 of Template of charter.	Adjust sentences for clarity.
Article 33: The Company's Secretary, Persons in charge of corporate governance					
130.	Article 33	1. The Board of Directors shall appoint one (or more) secretaries of the Company to be in charge of company	1. If considered necessary, the Board of Directors may decide to appoint a secretary for the company. The	Article 156.5 of LOE;	For complying with LOE and

		governance to support effectively. The term of office of the secretary in charge of company governance shall be decided by the Board of Directors which shall be a maximum of five (05) years. 2. The Secretary of the company in charge of company governance must be a person who is knowledgeable in law and may not concurrently work for an independent auditing company that is auditing the financial statements of the company. 3. The Secretary of the company in charge of company governance shall have the following rights and obligations: a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the company and shareholders; b. To prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;	secretary of the company has the following rights and obligations: a. To assist the convention of meetings of the General Meeting of Shareholders or of the Board of Directors; to record minutes of meetings; b. To assist members of the Board of Directors to exercise their assigned rights and perform their assigned obligations; c. To assist the Board of Directors to apply and implement the corporate governance principles; d. To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders; to comply with the obligations to provide and disclose information and comply with administrative procedures. e. Other rights and obligations as stipulated in the regulations of law. 2. The Board of Directors must appoint at least one (1) person in charge of	Article 281 of Decree 155 Article 32 of Template of Charter.	Template of charter.
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		c. To advise the procedures of the meetings; d. To attend meetings; e. To advise procedures for the Resolution of the Board of Directors in accordance with the law; f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and Supervisors; g. To supervise and report to the Board of Directors on disclosure of information of the company; h. To keep confidential information in accordance with the provisions of law and the Charter of the company; i. Other rights and obligations as stipulated in Clause 5, Article 152 of the Enterprise Law. 4. The Board of Directors may dismiss the Secretary in charge of the company management when it is necessary but	corporate governance to support the corporate governance work in the Company. The person in charge of corporate governance may concurrently act as the secretary of the Company. 3. The person in charge of corporate governance may not concurrently work for an approved auditing organization which currently audits the financial statements of the Company. 4. The person in charge of corporate governance has the following rights and obligations: a. To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on relevant work as between the Company and shareholders; b. To prepare meetings of the Board of Directors, of the General Meeting of Shareholders as requested by the Board of Directors;		
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		not contrary to the current provisions of Labor Law;	c. To advise on procedures of meetings; d. To attend all meetings; e. To advise on procedures for formulating resolutions of the Board of Directors in compliance with law; f. To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Audit Committee; g. To supervise and report to the Board of Directors on information disclosure activities of the Company; h. To act as the contact point for parties with related interests; i. To maintain confidentiality of information in accordance with law and the Company Charter; j. Other rights and obligations as stipulated by law.		
Article 34 - Carefulness principle					



131.	Article 34	Article 34. Carefulness principle Members of the Board of Directors, the General Director and other executives shall be responsible for the performance of their duties honestly, including duties as members of the divisions of the Board of Directors for the highest benefit of the Company and with a degree of carefulness when taking over the same position and in the same situation	Article 34. Carefulness principle Members of the Board of Directors, the General Director and other executives shall be responsible for the performance of their duties honestly, including duties as members of the committees of the Board of Directors for the highest benefit of the Company and with a degree of carefulness when taking over the same position and in the same situation		Word correction.
Article 35 - Honesty and avoiding conflicts of interests					
132.	Article 35	1. Members of the Board of Directors, the General Director and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; At the same time, information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals may not be used. 2. Members of the Board of Directors, the General Director and other executives are obliged to notify the Board of Directors of all their interests that may conflict with the interests of the	1. Members of the Board of Directors, the General Director and other executives must publicly disclose their relevant interests in accordance with the Law on Enterprises and relevant legal instruments. 2. Members of the Board of Directors, the General Director and other executives and their related persons may use information obtained by virtue of their position for the interests of the Company only. 3. Members of the Board of Directors, the General Director and other executives are obliged to notify the	Article 167 of LOE; Article 291, 293 of Decree 155; Article 47 of Template of Charter	For complying with regulations of law.

		Company via economic entities, transactions or other individuals. 3. The Company shall not provide loans or guarantees to shareholders being individuals and their related persons being individuals. 4. The Company shall not provide loans or guarantees to shareholders being organizations and their related persons being individuals. 5. The Company shall not provide loans or guarantees to related persons of shareholders being organizations, unless the Company and related person of shareholder are companies in the same group or companies operating in a group of companies, including parent company – subsidiaries, economic groups and these transactions must be approved by the General Meeting of Shareholders. 6. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, the General Director, other	Board of Directors and the Audit Committee in writing of transactions between the Company, subsidiaries, or other companies in which the Company controls fifty (50) percent of the Charter Capital and themselves, or their related persons in accordance with law. Regarding the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the law on securities with respect to information disclosure. 4. A member of the Board of Directors may not vote on transactions which bring about interests to such member or his or her related persons in accordance with the Law on Enterprises and the company Charter. 5. Members of the Board of Directors, the General Director, other executives and their related		
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		executives and other individuals and organizations related to the above members, except for the case where the public company and its affiliated companies are companies in the same group or as group of companies, including the parent company - subsidiary company, economic group and other cases as stipulated by the law; 7. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, or other organizations or individuals related to them or the company, partner or association or an organization in which one or more members of the Board of Directors, the General Director, other executives or persons related to them are members or have related financial interests, are not nullified in the following cases: a. For contracts valued at less than 35% of the total value of assets recorded in the most recent financial statements, significant elements of the contract or	persons may not use or disclose to others internal information to carry out related transactions. 6. The Company shall not allowed to provide loans or guarantees to (i) shareholders being individuals and their related persons being individuals; and (ii) shareholders being organizations and their related persons being individuals. 7. The Company shall not allowed to provide loans or guarantees to related persons of shareholders being organizations, unless the Company and related person of shareholder are companies in the same group or companies operating in a group of companies, including parent company – subsidiaries, economic groups and these transactions must be approved by the General Meeting of Shareholders. 8. The company is only allowed to implement the following transactions upon approval of the general meeting of shareholders:		
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		transaction as well as the relations and interests of the members of the Board of Directors, General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has authorized the performance of such contracts or transactions in an honest manner by the majority of votes of the members of the Board of Directors who have no relevant interests; or b. For contracts valued equal to or greater than 35% of the total asset value recorded in the most recent financial statement, significant elements of the contract or transaction as well as the relations and interests of the members of the Board of Directors, General Director and other executives have been disclosed to the shareholders who have no relevant interests who have the right to vote on such issue and shareholders who voted to approve such contracts or transactions;	a. Provide loans or guarantees to members of the Board of Directors, the General Director and other executives who are not shareholders and their related individuals or organizations; In the case of provision of loans or guarantees to related organizations of members of the Board of Directors, the General Director and other executives and the company and such organization are companies of the same group or companies operating in group of companies, including parent company – subsidiaries, or an economic group, under the authority approved by the Board of Directors; b. Contracts, or transactions for borrowing or sale of assets valued at more than 10% of the total asset value stated in the most recent financial statements between the company and a shareholder holding 51% or		
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		c. Contracts or transactions are considered to be fair and reasonable by an independent consultant in all respects related to the shareholders of the company at the time when such transactions or contracts are approved by the Board of Directors or General Meeting of Shareholders. 8. Members of the Board of Directors, General Director, other executives and related persons of the above members must not use the information which have not been disclosed by the Company or disclosed to others to perform relevant transactions.	more of the total number of voting shares or related person of such shareholder. 9. Transactions between the Company and one of the following entities (i) members of the Board of Directors, the General Director, other executives, and related persons of such entities; (ii) Shareholders, authorized representatives of shareholders holding more than ten (10) percent of the total ordinary share capital of the Company and their related persons; (iii) Enterprises related to the entities stipulated in article 164.2 of the Law on Enterprises are not nullified in the following cases: a. For transaction with a value of less than thirty five (35) percent and not a transaction leading to the value of transactions arising within twelve (12) months from the date of implementation of the first transaction valued of thirty five (35) percent or more of the total value of assets recorded in the most		
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			recent financial statements: the important contents of the contract or transaction as well as the relationships and interests of such member of the Board of Directors, General Director or another executive have been reported to the Board of Directors and approved by the Board of Directors with a majority of favourable votes of members of the Board of Directors who do not have any related interest; b. For transaction with a value of more than 35% or a transaction leading to the value of transactions arising within twelve (12) months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statements: the important contents of such transaction as well as the relationships and interests of such member of the Board of Directors, the General Director or another executive have been disclosed to		
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			the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have any related interest.		
133.	Article 36	1. Liability for damage: Members of the Board of Directors, General Director and other executives who violate the obligation to act honestly and fail to fulfill their obligations with due care, diligence and professional competence shall be liable for damages caused by his violation. Compensation: The Company will indemnify those who have been and are in danger of becoming a party to a lawsuit, suit or proceeding that has, is, or may be conducted, whether it is a civil case or not (it is not the lawsuit initiated by the Company or under the right to sue of the Company) if such person has been or is the member of the Board of Directors, Executives, Staffs or the Representative of the Company (or its subsidiaries) or such person performs at the request of the Company (or its subsidiaries) as member of the Board of Directors, Executives, Staffs or the Representative authorized by the Company. The costs of	1. Members of the Board of Directors, General Director and other executives who violate the obligation and responsibilities to be honest and prudent or who fail to fulfill their obligations shall be liable for damages caused by his violation 2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or prosecution (including civil and administrative cases other than those initiated by the Company) if such person was or is the members of the Board of Directors, General Director, another executive, an employee or a representative authorized by the Company who performed or is performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities. 3. The costs of compensation include: judicial costs, penalties, payables arising	Article 48 of Template of charter.	For complying with Template of charter.

		compensation include: costs incurred (including attorney's fees), judicial costs, penalties, payables arising in actual situations or is considered as reasonable when solving cases within the framework of the law provided that such person has acted with honesty, carefulness, diligence and professional competence in a manner that he or she believes that it is the benefits or not contrary to the highest benefit of the Company on the basis of law observance without detection or confirmation or evidence that such person has violated his or her responsibilities. The company has the right to buy insurance for such people to avoid the above compensation liability.	in actual situations (including attorney's fees) when solving cases within the framework of the law provided. The company has the right to buy insurance for such people to avoid the above compensation liability.		
Article 37 - Right to inspect books and records of the Company					
134.	Article 37	1. Shareholders or groups of shareholders referred to in Article 11.3 of this Charter shall have the right to send written requests for inspecting directly or through their lawyers or authorized persons during working hours and at the principal business locations the list of shareholders, Minutes of the General Meeting of Shareholders and copies or extracts of such records. A request for inspection by a representative lawyer or other authorized representative of a	1. An ordinary shareholder has right to inspect the books and records, in particular: a. An ordinary shareholder has the right to sight, consult and make an extract of information about names and contact addresses in the list of shareholders with the right to vote; to request amendment of their own information which is incorrect; and to sight, consult and make an extract or copy of the Company Charter,	Article 11 of LOE; Article 115.1.d, e of LOE; Article 49 of Template of charter.	For complying with the laws.

		shareholder must be accompanied by the power of attorney of the shareholder or a notarized copy of the power of attorney. 2. Members of the Board of Directors, the General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their position, provided that the information is confidential. 3. The Company shall keep this Charter and other amendments and supplements to the Charter, business registration certificate, regulations, documents proving ownership of the property, Minutes of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books and any other documents as required by law at the head office or other place provided that the shareholders and the business registration office are informed about the location of these documents. Shareholders are entitled to a free copy of the Company's Charter. If the Company has its own website, this Charter must be published on that website.	minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders; b. A shareholder or a group of shareholders holding 5% of the total number of ordinary shares has the right to sight, consult and make an extract of the book of minutes, resolutions and decisions of the Board of Directors; semi-annual and annual financial statements, reports of the Inspection Committee, contracts and transactions which must be approved by the Board of Directors; and other documents, except for documents relating to trade secrets or business secrets of the Company. 2. A request for inspection books and records made by the authorized representative of a shareholder or of a group of shareholders must be accompanied by a power of attorney from the shareholder or from the group of shareholders being represented by such person or a notarized copy of such power of attorney. 3. Members of the Board of Directors, the General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes		
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			related to their position, provided that the information is confidential. 4. The Company shall keep this Charter and other amendments and supplements to the Charter, business registration certificate, regulations, documents proving ownership of the property of Company, Minutes of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books and any other documents as required by law at the head office or other place provided by the Decision of the Board of Directors The Company Charter must be published on the website of the Company.		
Article 38 – Employees and trade unions					
135.	Article 38	The General Director shall make plans for the Board of Directors to pass on issues related to recruitment, employment, dismissal, salary, social insurance, welfare, rewards and discipline of the Executives and the Employees as well as the relationship of the Company with the trade union organizations which are recognized in accordance with the best standards, practices and management policies, practices and policies stipulated in the Charter the Company's regulations and current regulations.	The General Director shall make plans for the Board of Directors to pass on issues related to recruitment, retrenchment of employees, salary, social insurance, welfare, rewards and discipline of the Employees and the Executives as well as the relationship of the Company with the trade union organizations which are recognized in accordance with the best standards, practices and management policies, practices and policies stipulated in the Charter the Company's regulations and current regulations.	Article 50 of Template of charter.	For complying with Template of charter.

Article 39 – Dividends					
136.	Article 39.1 – 6	1. According to the Decision of the General Meeting of Shareholders and in accordance with the law, dividends will be announced and paid from the retained earnings of the Company but not exceed the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders. 2. Under the provisions of the Enterprise Law, the Board of Directors may decide to make advance interim dividends if it considers that such payment is in line with the profitability of the Company. 3. The company shall not pay interest on dividends or payments related to a class of shares. 4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by specific assets (such as shares or bonds issued by other companies). The Board of Directors is the executing body of this Resolution. 5. In case dividends or other payments relating to a class of shares are paid in cash, the Company shall pay in VND and by check or money order via the registered address of the beneficiary. In case of any arising risks (from the registered address of the shareholder), the shareholder shall be responsible for this.	1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the form of annual dividend payment from retained profits of the Company. 2. Base on complying with law, the Board of Directors may decide to make advance interim dividends if it considers that such payment is in line with the profitability of the Company. 3. The company shall not pay interest on dividends or payments related to a class of shares. 4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by shares. The Board of Directors is the executing body of this Resolution. 5. In case dividends or other payments relating to a class of shares are paid in cash, the Company must pay in VND. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. In case the company has transferred dividends to the bank account in accordance with the detailed information about the bank provided by the shareholder but the shareholder has not still received the dividend, the Company is not	Article 135 of LOE; Article 51 of Template of charter.	For complying with law and Template of charter.

		In addition, dividend payments or other cash payments related to a class of shares may be paid by bank transfer when the Company has detailed information about the bank of the shareholder so that the Company can make direct transfers to shareholders' bank accounts. In case the company has transferred dividends to the bank account in accordance with the detailed information about the bank provided by the shareholder but the shareholder has not still received the dividend, the Company is not responsible for this. Payment of dividends for shares listed on the Stock Exchange / Securities Trading Center may be made through a securities company or a depository center. In case of approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are entitled to receive dividends by ordinary shares instead of cash dividends. Substitute shares for payment of dividends are recorded as fully paid-up shares on the basis of the value of the dividend which is equivalent to the cash dividend payment.	responsible for the amount which it transferred to the shareholder. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or the Vietnam Securities Depository and Clearing Corporation		
137.	Article 39.7	The Board of Directors shall make a list of shareholders entitled to receive dividends, determine the amount of dividends to be paid for each share, the term and form of payment at least 30 days prior to each	Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision fixing a specific date to close the list of shareholders. Based on that date, those who	Article 51.5 of Template of charter.	For complying with Template of charter.

		dividend payment period. Based on that date, those who register as shareholders or other owners of securities are entitled to receive dividends, interest, distributed profits, shares, notices or other documents	register as shareholders or other owners of securities are entitled to receive dividends in cash or by shares, notices or other documents.		
Article 44 - Accounting regime					
138.	Article 44	Article 44. Accounting regime 1 The accounting system used by the Company is the Vietnamese Accounting System (VAS) or the accounting system of enterprises or other accounting systems approved by the Ministry of Finance. 2 The Company shall establish accounting books in Vietnamese and shall keep them in accordance with the type of business activities of the Company. These records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions. 3 The company uses Vietnam dong as the currency unit used in accounting.	Article 44. Accounting regime 1 The accounting system used by the Company is the accounting system of enterprises or another special accounting system issued and approved by a competent State agency. 2 The Company shall establish accounting books in Vietnamese and shall keep them in accordance with the law on accounting and other relevant laws. These records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions. The Company shall use Vietnamese dong as the currency in accounting. In case the Company's economic transactions arise mainly in a foreign currency, then it may choose such foreign currency as the currency in accounting, shall be liable for such choice before the law and must notify it to the tax office directly managing it.	Article 54 of Template of charter.	For complying with Template of charter.
Article 45 – Annual, biannual and quarterly reports					

139.	Article 45	Article 45 – Annual, biannual and quarterly reports 1. The Company shall prepare its annual financial statements in accordance with the law as well as the regulations of the State Securities Commission and they shall be audited in accordance with Article 47 of this Article. Within 90 days after the end of each fiscal year, the annual financial statements approved by the General Meeting of Shareholders shall be submitted to the competent tax authorities, the State Securities Commission and Stock Exchange/ Securities Trading Center and Business Registration Authority. 2. The annual financial statements shall include income statement which reflects in an honest and objective manner the situation of profit and loss of the Company in the fiscal year and the balance sheet shall reflect honestly and objectively the situation of the Company's operations up to the time of reporting, cash flow statement and notes of financial statement. In case the Company is a parent company, in addition to the annual financial statements, it must include a consolidated balance sheet on the operation of the Company and its subsidiaries at the end of each fiscal year.	Article 45 - Annual financial statements, Annual report 1. The Company shall prepare annual financial statements and such statements must be audited in accordance with law. The Company shall disclose the audited financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent State agency. 2. The annual financial statements must fully include reports, appendices and notes in accordance with the law on corporate accounting. The annual financial statements shall reflect honestly and objectively the situation of the Company's operations. 3. The Company shall prepare and publish semi-annual financial statements which have been reviewed and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent State agency, 4. The Company shall prepare and publish annual report in accordance with the law on Securities and securities market.	Article 55, 56 of Template of charter.	For complying with Template of charter.
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		3. The Company shall prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange / Securities Trading Center. 4. Audited financial statements (including auditors' opinions), semi-annual and quarterly reports of the Company shall be disclosed on the Company's website and in accordance with law. Organizations and individuals are entitled to inspect or copy the audited annual financial statements, semi-annual and quarterly reports during the working hours of the Company or at its head office with a reasonable fee for the copy.			
Article 46 – Publication of information and notification to the public					
140.	Article 46	Annual financial statements and other supporting documents shall be disclosed to the public in accordance with the regulations of the State Securities Commission and submitted to the relevant tax authorities and business registration office according to the regulations of the Enterprise Law.	[Removed]		Content was provided in Article 45 of Company Charter
Article 47 – Auditing					
141.	Article 47	1. The Annual General Meeting of Shareholders shall designate an independent auditing company or a list of independent auditing companies and authorize the Board of Directors to select	1. The Annual General Meeting of Shareholders shall designate an independent auditing company or a list of independent auditing companies and authorize the Board of Directors to	Article 57 of Template of charter	For complying with Template of charter.

		one of these units to audit the Company's financial statements for the forthcoming financial year based on the terms and conditions agreed with the Board of Directors. The Company shall prepare and submit the annual financial statements to the independent auditing company after the end of the financial year. For the first fiscal year, the Board of Directors will appoint an auditing company to conduct auditing activities of the Company after being granted a business registration certificate. 2. The Company shall prepare and submit annual financial statements to the independent auditing company after the end of the financial year. 3. The independent auditing company shall examine, certify and report on the annual financial statements of the company's revenues and expenditures, making the audit report and submit it to the Board of Directors within three months from the end of the fiscal year. The staff of the independent auditing company that performs audits for the Company must be approved by the State Securities Commission. 4. A copy of the audited financial statements shall be attached to each annual accounting report of the Company.	select one of these units to audit the Company's financial statements for the forthcoming financial year based on the terms and conditions agreed with the Board of Directors. 2. The audit report shall be attached to the annual financial statements of the Company. Independent auditors who conduct the audit of financial statements of the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders where the shareholders are entitled, have the right to receive and speak at the Meetings on matters related to auditing of the financial statements of the Company.		
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		Auditors performing the audit shall be allowed to attend all meetings of the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders where the shareholders are entitled, have the right to receive and speak at the Meetings on matters related to auditing.			
Article 48 – Seals of Company					
142.	Article 48	Article 48. Seal - Hội đồng quản trị sẽ quyết định thông qua con dấu chính thức của Công ty và con dấu được khắc theo quy định của luật pháp. - Hội đồng quản trị, Tổng giám đốc sử dụng và quản lý con dấu theo quy định của pháp luật hiện hành. - The Board of Directors shall approve the official seal of the Company and the seal engraved in accordance with the law. The Board of Directors and the General Director shall use and manage the seal according to the current law provisions.	Article 48 – Seals of Company - Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on e-transactions. - The Board of Directors shall approve the type, quantity, form and contents of the seal(s) of the Company, and of the seal(s) of branch(es) or representative office(s) of the Company (if any). - The Board of Directors and the General Director shall use and manage the seal according to the current law provisions.	Article 43 LOE; Article 58 of Template of charter	For complying with Law.
Article 49 – Dissolution of the Company					
143.	Article 49	Article 49. Termination of operation The Company may be dissolved or terminate its operation at the following case:	Article 49. Dissolution of the Company The Company may be dissolved at the following case:	Article 207 LOE;	For complying with Law and

		a. At the end of the Company's term of operation even after extension period; b. The court declares that the Company is bankrupt in accordance with the provisions of the law in force; c. Dissolution ahead of time as decided by the General Meeting of Shareholders. d. Other cases as prescribed by law. The dissolution of the Company ahead of time (including the 'extended term) shall be decided by the General Meeting of Shareholders, the Board of Directors. This dissolution decision shall be notified or approved by the competent agency (if required) according to regulations.	e. At the end of the Company's term of operation even after extension period; f. Upon revocation of the enterprise registration certificate, unless otherwise stipulated by the Law on Tax Administration; g. Upon decided by the General Meeting of Shareholders. h. Other cases as prescribed by law. The dissolution of the Company ahead of time (including the 'extended term) shall be decided by the General Meeting of Shareholders, the Board of Directors. This dissolution decision shall be notified or approved by the competent agency (if required) according to regulations.	Article 59 of Template of charter.	Template of charter.
Article 51 – Extension of operation					
144.	Article 51	1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiration of the period of operation so that the shareholders may vote on the extension of the Company's operation for a further period of time as proposed by the Board of Directors. 2. The duration of operation of the Company shall be extended when the number of shareholders representing at least 51% of the total number of votes of	1. The Company's term of operation is indefinite according to Clause 6, Article 2 of this Charter. In case, it wants to change the Company's term of operation, the Board of Directors shall convene a meeting of the General Meeting of Shareholders to approve the new Company's term of operation. 2. The duration of operation of the Company shall be extended when it is approved by the number of shareholders representing sixty-five (65) per cent or more of the total votes	Article 148.1d LOE; Article 60 of Template of charter.	For complying with Template of charter and reality extend duration of operation of the Company at Clause 6, Article 2 of this Charter.

		all shareholders attending the General Meeting of Shareholders approves.	of all of the shareholders attending the meeting of the General Meeting of Shareholders or fifty (50) per cent or more of the total votes of all of the shareholders with the right to vote approval in case of collecting shareholders' written opinions.		
Article 52 – Liquidation					
145.	Article 52.3	3. The proceeds from the liquidation shall be paid in the following order: a. Liquidation costs; b. Salaries and insurance costs for employees; c. Taxes and taxes payable by the Company to the State; d. Loans (if any); e. Other debts of the Company; The remaining balance after payment of all debts from above (a) to (e) above shall be distributed to the shareholders. Preference shares shall be paid in advance	3. The proceeds from the liquidation shall be paid in the following order: a. Liquidation costs; b. Debts being salaries, retrenchment allowances, social insurance and other benefits of employees pursuant to the signed collective labour agreement and signed labour contracts; c. Debts being taxes; d. Loans (if any); e. Other debts of the Company; The remaining balance after payment of all debts from above (a) to (e) above shall be distributed to the shareholders. Preference shares shall be paid in advance	Article 61 of Template of charter.	For complying with Template of charter.
Article 53 - Settlement of internal disputes					
146.	Article 53.2	Where the conciliation decision has not been reached within six (06) weeks of the commencement of the mediation process or if the decision of the mediator is not	Where the conciliation decision has not been reached within six (06) weeks of the commencement of the mediation process or if the decision of the mediator is not	Article 62 of Template of charter.	For complying with Template of charter.

		acceptable to the parties, either party may bring such dispute to the competent court for settlement.	acceptable to the parties, any party may bring such dispute to an Arbitration or to a Court.		
Article 55 – Effective date					
147.	Article 55.2	2 The Charter is made in 10 copies with the same validity, where: a. One copy shall be submitted at the State Notarization Office of the locality b. 05 copies are registered at the governmental authority in accordance with regulations of the People's Committee of the province or city. 04 copies are kept at the Company's Office.	The Charter is made in 10 copies with the same validity and must be retained at the head office of the Company.	Article 64 of Template of charter.	For complying with law, Template of charter and actual activity.

