



CHARTER

PHU HUNG SECURITIES CORPORATION

Ho Chi Minh City, 30 October 2017

PREAMBLE	1
LEGAL BASIS	1
CHAPTER I. DEFINITION OF TERMS IN THE CHARTER.....	1
Article 1: Definitions.....	1
CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, ORGANIZATION STRUCTURE.....	2
AND OPERATIONAL DURATION OF THE COMPANY	2
Article 2: Name, Legal Form, Head office, Organization Structure and Duration of Operation of the Company	2
CHAPTER III. OBJECTIVES AND SCOPE OF BUSINESS	3
AND OPERATION OF THE COMPANY	3
Article 3: The Company's operation objectives	3
Article 4: Scope of business and operation	3
CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	4
Article 5: Charter capital, shares and founding shareholders.....	4
Article 6: Share certificates	5
Article 7: Other securities certificates	6
Article 8: Assignment of shares	6
Article 9: Forfeiture of shares	6
CHAPTER V. SECURITIES BUSINESS.....	7
Article 10: Securities trading principles.....	7
Article 11: Rights and obligations of the Company	8
Article 12: Restrictions.....	11
Article 13: Provisions on internal control	12
Article 14: Provisions on information confidentiality	13
Article 15: Principles of profession ethics	13
Article 16: Method of increasing or reducing the charter capital	13
Article 17: Offer of shares.....	14
CHAPTER VI. STRUCTURE OF ORGANIZATION, MANAGEMENT	14
AND CONTROL.....	14
Article 18: Structure of organization and management	14
CHAPTER VII. SHAREHOLDERS	15
AND GENERAL MEETING OF SHAREHOLDERS	15
Article 19: Rights of shareholders.....	15
Article 20: Obligations of Shareholders.....	17
Article 21: General Meeting of Shareholders	17
Article 22: Rights and duties of the General Meeting of Shareholders	19
Article 23: Authorized representatives	21
Article 24: Change of rights	22
Article 25: Convening the General Meeting of Shareholders, agenda and notice of General Meeting of Shareholders.....	23
Article 26: Conditions for conducting the General Meeting of Shareholders.....	24
Article 27: Procedures for conducting and voting at the General Meeting of shareholders.....	25
Article 28: Passing resolutions of the General Meeting of Shareholders	27
Article 29: Authority and procedures for collecting written opinions of shareholders in order to pass resolutions of the General Meeting of Shareholders	28
Article 30: Minutes of the General Meeting of Shareholders	30
Article 31: Request for cancellation of resolutions of the General Meeting of Shareholders	30

CHAPTER VIII. BOARD OF DIRECTORS	31
Article 32: Composition and term of office of members of the Board	31
Article 33: Powers and duties of the Board of Directors	33
Article 34: Chairman of the Board of Directors.....	36
Article 35: Criteria and conditions to be members of the Board	38
Article 36: Alternate members of the Board	39
Article 37: Removal, discharge and addition of members of the Board	39
Article 38: Independent members of the Board of Directors	40
Article 39: Meetings of the Board of Directors and minutes of meeting	41
Article 40: Internal Audit Department and Risk Management Department of the Board of Directors	45
CHAPTER IX. MANAGEMENT TEAM, GENERAL DIRECTOR, MANAGERS AND SECRETARY OF THE COMPANY	46
Article 41: Organization structure.....	46
Article 42: Composition, duties and powers of the Management Team	46
Article 43: Managers	48
Article 44: Appointment, removal, duties and powers of the General Director	48
Article 45: Secretary of the Company.....	50
Article 46: Internal Control Department and Risk Management Department under the Management Team	51
CHAPTER X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF BOARD OF INSPECTION COMMITTEE COMMITTEE, GENERAL DIRECTOR AND MANAGERS	52
Article 47: Prudence duty of members of the Board of Directors, members of Board of Committee, the General Director and managers	52
Article 48: Integrity duty and avoidance of conflict of interests.....	52
Article 49: Liability for loss, and compensation	54
CHAPTER XI. BOARD OF INSPECTION COMMITTEE.....	54
Article 50: Members of the Board of Inspection Committee.....	54
Article 51: The Board of Inspection Committee.....	56
Article 52: Standards and conditions of members of the Board of Inspection Committee	59
CHAPTER XII. RIGHT TO INVESTIGATE BOOKS AND RECORDS	59
OF THE COMPANY	59
Article 53: Right to investigate books and records	59
CHAPTER XIII. STAFF AND THE TRADE UNION	60
Article 54: Staff and the Trade Union	60
CHAPTER XIV. DISTRIBUTION OF PROFIT	60
Article 55: Dividends	60
CHAPTER XV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR	61
AND ACCOUNTING SYSTEM	61
Article 56: Bank accounts	61
Article 57: Reserve fund to supplement charter capital	62
Article 58: Fiscal year	62
Article 59: Accounting system.....	62
CHAPTER XVI. ANNUAL STATEMENTS, RESPONSIBILITIES	62
FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT	62
Article 61: Annual, semi-annual and quarterly statements	62
Article 62: Disclosure of information and public announcement	63
CHAPTER XVII. COMPANY AUDITING	63

Article 63: Auditing	63
CHAPTER XVIII. SEAL	64
Article 64: Seal.....	64
CHAPTER XIX. TERMINATION OF OPERATION AND LIQUIDATION	64
Article 65: Termination of operation	64
Article 66: Cases of deadlock between members of the Board of Directors and shareholders.....	64
Article 67: Liquidation	65
Article 68: Bankruptcy	66
CHAPTER XX. INTERNAL DISPUTE RESOLUTION.....	66
Article 69: Internal dispute resolution.....	66
Article 70: The transactions which require approval	66
Article 71: Voting on performance of the contract with related party	67
CHAPTER XXI. SUPPLEMENT AND AMENDMENT TO THE CHARTER.....	67
Article 72: Supplement and amendment to the Charter	67
CHAPTER XXII. EFFECTIVE DATE.....	68
Article 73: Effective date	68

PREAMBLE

This Charter was adopted by Phu Hung Securities Corporation in accordance with a valid resolution of the General Meeting of Shareholders officially held on 30 October 2017.

LEGAL BASIS

- The Law on Enterprise No. 68/2014/QH13 passed by the Socialist Republic of Vietnam National Assembly on 26 November 2014 and all the documents guiding the implementation of the Law on Enterprise;
- The Law on Securities No.70/2006/QH11 passed by the Socialist Republic of Vietnam National Assembly on 29 June 2006, the Law on amendment of and supplement to a number of articles of the Law on Securities passed by the National Assembly on 24 November 2010 and all the documents guiding the implementation of the Law on Securities.

CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1: Definitions

1. In this Charter, the following terms shall be construed as follows:
 - a. **“Company”** means Phu Hung Securities Corporation.
 - b. **“Charter capital”** means the total aggregate par value of issued shares that shareholders fully paid and regulated in Article 5 of this Charter.
 - c. **“Law on Enterprise”** means the Law on Enterprise No. 68/2014/QH13 passed by the Socialist Republic of Vietnam National Assembly on 26 November 2014.
 - d. **“Law on Securities”** means the Law on Securities passed by the Socialist Republic of Vietnam National Assembly on 29 June 2006 and the Law on amendment of and supplement to a number of articles of the Law on Securities passed by the National Assembly on 24 November 2010.
 - e. **“Article”** means an article of this Charter.
 - f. **“Law”** means all the legal documents stipulated in Article 1, the Law on Promulgation of Legal Documents passed by the Socialist Republic of Vietnam National Assembly on 03 June 2008.
 - g. **“Date of establishment”** means the date on which the Company is granted the License of Establishment and Operation.
 - h. **“Manager”** means the General Director, Deputy General Director, Chief Accountant and any other managers in the Company approved by the Board of Directors.

- i. **“Related person”** means any individual or organization stipulated in Article 4.17 and Article 189 of the Law on Enterprise, Article 6.34 of the Law on Securities.
 - j. **“Major shareholder”** means a shareholder who directly or indirectly owns five percent (5%) or more of the voting shares of the Company.
 - k. **“Duration of operation”** means the operation duration of the Company stated in Article 2 of this Charter and extension of operation duration (if any) as approved by the General Meeting of Shareholders with a resolution.
 - l. **“Vietnam”** means the Socialist Republic of Vietnam.
 - m. **“SSC”** means the State Securities Committee.
2. In this Charter, any references to one or more other provisions or documents shall include amendments to or documents replacing such provisions or documents.
 3. Headings (chapters and articles of this Charter) are for convenience purpose only and shall not affect the contents of this Charter.
 4. Any word or term defined in the Law on Enterprise or the Law on Securities shall have the same meaning in this Charter (if such word or term is not contrary to the subject or context).

CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, ORGANIZATION STRUCTURE AND OPERATIONAL DURATION OF THE COMPANY

Article 2: Name, Legal Form, Head office, Organization Structure and Duration of Operation of the Company

1. Name of the Company:
 - a. Vietnamese name: Công ty Cổ phần Chứng khoán Phú Hưng
 - b. English name: Phu Hung Securities Corporation
 - c. Name for transaction: Chứng khoán Phú Hưng
 - d. Abbreviation: PHS
2. Legal Form: The Company is a shareholding company that being granted license of establishment and operation according to the Law on Securities.
3. Head Office of the Company:
 - a. Address: Floor 3, CR3-03A, 109 Ton Dat Tien Street, Tan Phu Ward, District 7, Ho Chi Minh City
 - b. Telephone: 84 28 5413 5479 Fax: 84 28 5413 5472

- c. Website: www.phs.vn
4. The legal representative of the Company means an individual representing the Company to exercise the rights and perform the obligations arising out of transactions of the Company, and representing the Company to act as plaintiff, defendant or person with related interests and obligations in arbitration proceedings or courts and to exercise other rights and perform other obligations in accordance with law.
- The legal representative of the Company: Mr. Albert Kwang-Chin Ting
- a. The title of the legal representative: the Chairman of the Board of Directors
 - b. Rights of the legal representative:

The legal representative has rights under this Charter and provisions of law.
 - c. Responsibilities and liabilities of the legal representative:

Exercise the rights and perform the obligations arising out of transactions of the Company, and representing the Company to act as plaintiff, defendant or person with related interests and obligations in arbitration proceedings or courts and to exercise other rights and perform other obligations in accordance with law.
5. The Company may establish or close its branches, transaction and representative offices in the locality in which the Company conducts its business in order to carry out its objectives in accordance with the resolutions of the Board of Directors and as permitted by law.
6. Unless it is terminated before the expiry as specified in Articles 65.2 and 66 hereto, the operation duration of the Company shall be indefinite commencing from the Date of establishment.

CHAPTER III. OBJECTIVES AND SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 3: The Company's operation objectives

The Company's operation objectives are to constantly look for business development opportunities to maximize the profits of the Company's shareholders; improve working conditions and increase income of the employees; perform all of its obligations to the state budget; and build up a prosperous and sustainable company.

Article 4: Scope of business and operation

- 1. Professional operation of the Company are:
 - a. Securities brokerage;

- b. Dealing;
 - c. Securities investment consultancy, financial consultancy and other financial services;
 - d. Securities underwriting.
2. The Company shall be permitted to make plans and carry out all business activities in accordance with its License of Establishment and Operation, this Charter and the applicable laws. The Company shall also be permitted to apply appropriate measures to achieve its objectives.
 3. In addition to the securities trading professionals specified in Clause 1 of this Article, the Company may provide the services of securities depository, financial consultancy, management of securities trading accounts in trust for investors and other financial services in accordance with regulations of the Ministry of Finance. The Company may conduct its business activities in other fields as permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5: Charter capital, shares and founding shareholders

1. Charter capital of the Company is VND 500,000,000,000 (in words: Five hundred billion Vietnamese Dong only).

The Company's charter capital shall be divided into 50,000,000 (in words: Fifty million) shares, each having a par value of VND 10,000 (ten thousand Vietnamese Dong).
2. The Company may increase its charter capital upon approval of the General Meeting of Shareholders and in accordance with the laws.
3. The Company's shares as at the date of approval of this Charter comprise ordinary shares only. The rights and obligations of the ordinary shareholders are stipulated in Article 19 and Article 20 hereto.
4. The Company may issue other classes of preference shares upon obtaining the approval of the General Meeting of Shareholders and in compliance with applicable laws.
5. Existing shareholders shall be given priority to be offered with ordinary shares for sale in the ratio corresponding to their ownership percentage of ordinary shares in the Company, except where otherwise stipulated by the General Meeting of Shareholders. The Company must provide a notice of the offer for sale of shares which specifies the number of shares to be offered for sale and an appropriate period for subscription (at least twenty business days) so that shareholders may subscribe for purchase. The shares for which shareholders may not subscribe to purchase shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to entities in accordance with the conditions and the manner which the Board of Directors thinks appropriate, but shall not be permitted to sell such shares on conditions more favorable

than those conditions offered to the existing shareholders, except where otherwise agreed by the Board of Directors or where shares are sold via the Stock Exchanges.

6. The Company shall be permitted to purchase the shares it has issued (including redeemable preference shares) in the manner stipulated in this Charter and the applicable laws. Ordinary shares redeemed by the Company shall be treasury shares which may be offered for sale by the Board of Directors in a manner complying with this Charter and, the Law on Securities and relevant guidelines.
7. The Company may issue other classes of securities after the General Meeting of Shareholders provides unanimous approval in writing in accordance with the laws on securities and the securities market.

Article 6: Share certificates

1. Shareholders of the Company shall be granted with share certificates corresponding to the number of shares and the class of shares owned by them, except where stipulated in Clause 7 of this Article.
2. Share certificates must bear the seal of the Company and signature of the legal representative of the Company in accordance with the Law on Enterprise. A share certificate must specify the number and class of shares held by the shareholder, the full name of the shareholder (in the case of a named share certificate) and other information in accordance with the Law on Enterprise. Each named share certificate shall represent only one class of shares.
3. A shareholder shall be issued with a share certificate within 30 days from the date of lodging a complete application for share assignment in accordance with the regulations of the Company or within a period of two months (or a longer period in accordance with the terms of the issue) from the date of full payment for the purchasing shares as stipulated in the Shares Issuing Plan of the Company. A shareholder shall not be obliged to pay the cost of printing the share certificate or any other costs to the Company.
4. Where only a number of named shares in a named share certificate are transferred, the old share certificate shall be rescinded and a new share certificate recording the remaining shares shall be issued gratis.
5. Where a named share certificate is damaged, erased, lost, stolen or destroyed, the shareholder may be granted with a new share certificate provided that he/she presents proof of his/her ownership of such shares and has paid all relevant costs to the Company.
6. Holders of bearer share certificates shall be responsible for managing their share certificates and the Company shall not be liable in case where such share certificates are stolen or used for fraudulent purposes.
7. The Company shall be permitted to issue named shares which do not take the form of certificates. The Board of Directors may issue documents allowing named shares (whether or not such shares take the form of certificates) to be assigned and a document on the assignment of such shares shall not necessarily be required. The Board of

Directors may issue regulations on share certificates and transfer of shares in accordance with the Law on Enterprise, the laws on securities and the securities market and this Charter.

Article 7: Other securities certificates

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates and similar documents) shall be issued with the seal and specimen signature of the legal representative of the Company, except otherwise stipulated by the terms and conditions of the issue.

Article 8: Assignment of shares

1. All shares may be assigned freely except where this Charter and the Law on Enterprise, Law on Securities stipulate otherwise. Shares listed on the Stock Exchange shall be assigned in accordance with the laws on securities and the securities market.
2. Shares which have not yet been fully paid for shall neither be assigned nor be entitled to related benefits like the right to receive dividends, shares issued in order to increase the share capital from the owner's equity and the right to buy offered new shares.
3. Any foreign institution which satisfies the conditions prescribed in prevailing laws is permitted to own 51% up to 100% charter capital of Company.
4. Each foreign investor being an individual or other institution or organization is only permitted to own less than 51% charter capital of Company.
5. Transactions change the right of owned share or contributed capital that comprises more than 10% of the charter capital; transactions lead to the reduction or increase of the ownership percentage to 10%, 25%, 50%, 75% of the charter capital of the Company must be approved by the SSC. Except for cases where share of the Company being listed, registered for trading at Stock Exchanges, and being assigned under court's ruling.

Article 9: Forfeiture of shares

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the unpaid amount together with any interest calculated thereon, plus costs arising from such failure to pay in full to the Company in accordance with regulations.
2. The above mentioned notice must specify the new time-limit for payment (at least seven days from the date on which the notice is sent) and place for payment, and state that on failure to make payment as required then the number of shares which have not yet been fully paid for shall be forfeited.
3. If the requirements stated in the above-mentioned notice are not satisfied, the Board of Directors shall have the right to forfeit the relevant number of shares before all amounts payable including interest and relevant costs are paid for in full. The Board of Directors may accept the return of the forfeited shares in accordance with clauses 4, 5 and 6 of

this Article and in other cases as stipulated in this Charter.

4. Any forfeited shares shall be the assets of the Company. The Board of Directors may directly sell or authorize to sell or re-distribute such shares to, or resolve them in favour of, the individuals who owned such forfeited shares or to other entities, on the conditions and in the manner that the Board of Directors considers appropriate.
5. The shareholders holding forfeited shares shall be required to waive their capacity as shareholders with respect to such shares, but shall still be required to pay all relevant amounts plus proportional interest (not exceeding 18% per year) at the time of forfeiture as decided by the Board of Directors from the date of forfeiture up to the date of payment. The Board of Directors shall have full power to make a decision on enforcement of paying the amounts payable as at the time of forfeiture, or may make a decision on remission of part or all of such amounts.
6. A forfeiture notice shall be sent to the holders of the shares which are to be forfeited prior to the time of forfeiture. The forfeiture shall remain valid even if there is a mistake or carelessness during the course of sending the notice.

CHAPTER V. SECURITIES BUSINESS

Article 10: Securities trading principles

1. To comply with the Law on Securities and the securities market and other laws;
2. To comply with professional ethics;
3. To be honest and impartial in carrying out business activities;
4. To complete all obligations to clients in the best manner;
5. To ensure the human resources, capital and other material facilities necessary to carry out the securities trading activities and to issue in writing appropriate rules for conducting business operations;
6. Only to give appropriate advice to clients on the basis of best efforts to collect information about the clients;
7. To be required to provide clients with information necessary to make their investment decisions;
8. To be careful not to create conflicts of interests with clients. Where conflicts are unavoidable, the Company must notify the clients in advance and/or take necessary measures to ensure the equal treatment to the clients;
9. To separate on working offices, human resources, data system, reports between departments/ divisions to guarantee not having any conflicts of interest between the Company and its customers, customers together. The Company has to announce in advance to customers about future conflicts of interest (if any) which may arise between the Company, professionals and customers.

10. To assign securities professionals appropriated with business operation profession. The securities professionals who practice securities dealing cannot practice the securities brokerage at the same time.
11. Price anticipation or trading recommendation involved in a specific securities on public communication means have to specify the analysis and information citation source.
12. To issue and apply internal professional rules in compliance with the Law on Securities and relevant laws.

Article 11: Rights and obligations of the Company

1. Rights of the Company:
 - a. To sign written contracts with clients in respect of securities transactions, securities registration and depository, securities underwriting, securities investment consultancy and financial consultancy;
 - b. To collect fees at the rates and charges stipulated by the Ministry of Finance;
 - c. To give priority to employing local labour, to protect the rights and interests of employees in accordance with the labour code and to respect the right to organize trade unions in accordance with the law;
 - d. Other rights as stipulated in the Charter and the law.
2. Obligations of the Company:
 - a. To set up internal control audit, risk management, and supervision and prevention of conflicts of interest within the Company and in transactions with related persons.
 - b. To separate securities of each investor, and to separate securities and money of the investors from its own.
 - c. To sign written contracts with clients when providing services; to provide complete and factual information to clients.
 - d. To give priority to the orders of clients over the orders of the company.
 - e. To collect and analyze information of the clients' financial status, investment objectives risk apprise; to ensure that investment recommendations and advice given by the company to clients is appropriate for such clients.
 - f. To comply with the regulations on disposable capital of the Ministry of Finance.
 - g. To purchase professional indemnity insurance for the securities trading activities of the Company or to set up an investor protection fund in order to pay compensation to investors in case of technical breakdowns or mistakes by the

company's staff.

- h. To file all documents and accounts reflecting in detail and accurately all transactions of clients and of the Company.
- i. To conduct the sale of, or to permit the client to sell securities which are not owned by such client and to lend securities to a clients for sale in accordance with regulations of the Ministry of Finance.
- j. To comply with the regulations of the Ministry of Finance on securities trading activities.
- k. To implement the regimes on accounting, auditing, statistics and financial obligations in accordance with the law.
- l. To comply with regulations on information disclosure procedure and reporting mechanism of the Ministry of Finance;
- m. To comply with the provisions on corporate governance in accordance with Article 28 of the Law on Securities.
- n. To make contributions to the settlement assistance fund in accordance with the Regulations on securities registration, depository, clearance and payment.
- o. To provide credits to clients to purchase securities in accordance with the regulations of the Ministry of Finance.
- p. To clarify the duties among the General Meeting of Shareholders, the Board of Directors, Chairman of Board of Directors, Board of Inspection Committee so that its corporate governance is in compliance with the law.
- q. To set up the correspondence system with its shareholders in order to provide them with sufficient information and to provide them with fair treatment, and to ensure their legal rights and benefits.
- r. Not to do the following behaviours:
 - i. Guarantee on income, profits for shareholders (except for shareholders with fixed dividend preference shares);
 - ii. To illegally hold all benefits, income deriving from shares of its shareholders;
 - iii. To directly or indirectly provide fund or guarantee to its shareholders; to provide loan by any ways to its major shareholders; Board Member; member of Management Team; Chief Accountant; other management positions appointed by the Board of Directors and their related persons;
 - iv. To generate income for shareholders by buying shares through inappropriate transaction which is not in accordance with the law;

- v. To violate its shareholders' rights including owning right, choosing right, and fair trading right, right to be provided with information, other legal rights and benefits.
- s. Register of shareholders:
 - i. The Company must establish and maintain a register of shareholders from the date of issuance of the license on establishment and operating.
 - ii. Register of shareholders must have primary contents under Law on Enterprise.
 - iii. The register of shareholders may be in the form of a written document and an electronic file.
 - iv. The register of shareholders shall be retained at the Head Office of the Company.
 - v. The Chairman of the Board of Directors is responsible for confirming the registration of share made by shareholders timely and thoroughly; archiving and ascertaining the accuracy of the register of shareholders; preventing shareholder or a third party from damage caused by breaching of these mentioned responsibilities.
- t. The Company shall gather and update the list of the related persons and corresponding transactions between them and the Company;
- u. Member of Board of Directors, member of the Board of Inspection Committee, the General Director and other manager of the Company must declare their relevant interests to the Company, including:
 - i. Names, enterprise code numbers, head office addresses, business lines of enterprises in which they own contributed capital or shares; ratio and period of such ownership of contributed capital or shares;
 - ii. Names, enterprise code numbers, head office addresses, business lines of enterprises in which their related persons jointly own or individually own contributed capital or shares of more than 10 (ten) % of charter capital;
- v. The declaration stipulated in Article 11.2.u must be made within 07 (seven) working days from the date of a relevant interest arising; any amendment shall be notified to the company within 07 (seven) working days from the date of amendment.
- w. The public disclosure, review, extract and copy of the list of related persons and relevant interests as declared in accordance with Article 11.2.t; Article 11.2.u shall be implemented as follows:

- i. The Company must report such list to the General Meeting of Shareholders at its annual meeting;
- ii. The list shall be retained in the Head Office of the Company; in necessary cases, part or all of the contents of the list mentioned above may be retained at branches of the Company;
- iii. Shareholders, authorized representatives of shareholders, members of the Board of Director or the Board of Inspection Committee, the General Director, and other managers have the right to review, make an extract and copy part or all of the contents declared during working hours;
- iv. The Company must facilitate the persons stipulated in Article 11.2.w.iii to access, sight, make an extract and copy the list of related persons of the Company and other contents in the fastest and most convenient manner, and the Company is not permitted to prevent them from or cause difficulties to them in exercising such rights. The sequence and procedures for reviewing, making an extract and copying the declarations of related persons and relevant interests shall be implemented in accordance with the charter of the Company.

Article 12: Restrictions

1. Restrictions applicable to the Company:
 - a. Not to undertake or guarantee its clients on income or profits deriving from their investments, and not to guarantee that clients of loss free investments except for fixed income investments;
 - b. Not to disclose information about clients without client's prior approval or pursuant to a request by competent authority;
 - c. Not to take any acts which could result in misunderstanding by clients and investors on prices of securities?
 - d. Not to make agreement or offer specific interest rate or profits/losses sharing to customers to entice customers to participate in the transaction;
 - e. Not to directly or indirectly set up trading offices to sign contracts, to receive orders, execute securities transactions or settle securities transactions with customers except for the transaction offices which are registered with the State Securities Commission;
 - f. Not to receive orders, conduct payment transactions for those who are not the account holder without written authorization from such account holder;
 - g. Not to use client's name or account to register and trade securities;

- h. Not to take on account for securities, cash or securities custody of the customer in the form of the name of the Company;
 - i. Contract of opening securities trading account shall not have any provisions to indemnify legal obligations of the Company; limit scope of Company's compensation or transfer risk from Company to the customer; force customer to implement the compensation obligation in an unfair way and detrimental agreements unfair to customers.
2. Restrictions applicable to securities practitioners of the Company:
- a. Not to work with any company with an ownership relationship with the Securities Company where such individual is currently working;
 - b. Not to work concurrently for another securities company or fund management company;
 - c. Not to act concurrently as Director or General Director of a listed company or a public company;
 - d. Only can open his/ her securities trading account at his/her company;
 - e. When process the above transaction activities on customers account, the securities practitioner is the representative of the Company and act on behalf of the Company. Not allowed to use money or securities in client accounts without Company written authority under such client's power of attorney.
3. Regulations for the Board of Directors, Head of the Board of Inspection Committee, member of the Management Team of the company:
- a. Members of the Board of Directors of the Company cannot concurrently be members of member of the Board of Directors, General Director of other securities company;
 - b. Head of the Board of Inspection Committee cannot concurrently be a member of the Board of Inspection Committee or a manager of other securities companies;
 - c. General Director, Deputy General Director are not allowed to work for other securities companies, fund management companies, or any other companies. General Director are not allowed to be a member of the Board of Directors, members' council of other securities company.

Article 13: Provisions on internal control

- 1. Rules on internal control audit must be made in writing and published within the Company.
- 2. All employees of the Company must comply with the provisions on internal control.

3. The Company shall check and complete the internal control audit on periodical basis.
4. The department of internal control audit shall be responsible to ensure the compliance of internal control audit system and shall make a periodical report to the Board of Directors or to the General Director of the Company in order to complete the measures for internal control audit.

Article 14: Provisions on information confidentiality

1. The Company shall be responsible to maintain confidentiality of information relating to ownership of securities and money of its clients; the Company must reject the an inspection or freezing of assets of a client, to grant a lien over such assets, to set aside a number of such assets, or to hand over the assets of the client unless it is agreed by such client.
2. The provisions in clause 1 of this article shall not apply in the following circumstances:
 - a. an auditor conducting audit activities of the financial statements of the Company;
 - b. a client of the Company wishes to get the information in relation to their own securities and money;
 - c. at the request of a competent authority as regulated by laws.

Article 15: Principles of profession ethics

1. The principles of professional ethics issued in writing by the Securities Business Association must be publicly published in the Company. The Company must formulate internal rules of the Company and provide more specific details of the contents of such principles of professional ethics.
2. All employees of the Company must strictly comply with such principles.
3. The internal control department shall be responsible to supervise compliance of the principles of professional ethics by leaders and employees of the Company.

Article 16: Method of increasing or reducing the charter capital

1. An increase or decrease of the charter capital of the Company must be implemented in accordance with law.
2. The Company may increase its charter capital by a decision of the General Meeting of Shareholders and in compliance with the regulations of the State Securities Commission when:
 - a. The Company wishes to extend its business operation; or
 - b. The current capital for securities business of the Company is reduced and the Company fails to raise funds from external sources.

3. The charter capital of the Company shall be increased in the following cases:
 - a. Issuing new shares to raise additional capital in accordance with law;
 - b. Converting issued bonds into shares;
 - c. Paying dividends by shares;
 - d. The carrying forward of retained earnings in order to supplement to the charter capital.
 - e. Converting debt into contributed capital upon an agreement between the Company and the creditor.
4. Reducing charter capital of the Company shall be decided by the General Meeting of Shareholders, provided that such reduction shall not violate the conditions on legal capital in accordance with current regulations.

Article 17: Offer of shares

1. The Company shall be permitted to make a public offer of shares upon satisfaction of the conditions for a public offering as stipulated in the Law on Securities;
2. The Company shall be required to register with the State Securities Commission in order to carry out the share public offering;
3. Methods and procedures for a public offer of shares shall be carried out in accordance with the regulations on public offers of securities stated in the Law on Securities.

CHAPTER VI. STRUCTURE OF ORGANIZATION, MANAGEMENT AND CONTROL

Article 18: Structure of organization and management

The structure of organization and management of the Company shall comprise:

1. General Meeting of Shareholders;
2. Board of Directors;
3. General Director;
4. Board of Inspection Committee.

CHAPTER VII. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 19: Rights of shareholders

1. Shareholders are the owners of the Company and shall have the rights and obligations corresponding to the number and classes of shares owned by them. Shareholders shall only be liable for debts and other property obligations of the Company within their capital contribution to the Company.
2. Ordinary shareholders shall have the following rights:
 - a. To attend the General Meeting of Shareholders and to exercise the right to vote directly or via an authorized representative; or process the remote voting. Shareholders can authorize a member of the Board of Directors to be his/her representative at the General Meeting of Shareholders.
 - b. To receive dividends as decided by the General Meeting of Shareholder;
 - c. To freely assign, in accordance with this Charter and current law, their fully paid up shares;
 - d. To have the right of first refusal for new shares issued by the Company in proportion to the number of ordinary shares each shareholder holds in the Company;
 - e. To inspect information relating to the shareholders included in the list of shareholders who are qualified to attend the General Meeting of Shareholders, and to request amendment of incorrect information;
 - f. To peruse, look up and make an extract or copy of the Charter, the minutes and resolutions of General Meeting of Shareholders;
 - g. To receive the remainder of the assets of the Company in proportion to the shares contributed the capital of the Company upon its dissolution or bankruptcy.
 - h. Group of shareholders owning ten percent (10%) or more of the total number of ordinary shares has the right to consider and extract from minutes of the meeting and the resolutions of the Board of Directors, the interim financial statements and annual reports of the Board of Inspection Committee and request the Board of Inspection Committee to examine each specific issue related to the management and operation control of the Company when deemed necessary.
 - i. Shareholder, group of shareholders consecutively own at least one percent (1%) of the total number of ordinary shares within six (06) months have right to initiate civil proceeding against the members of Board of Directors, General Director on their behalf or behalf of the Company in circumstances under law. The undertaking of the proceeding shall be under civil procedure code.

- j. To request the Company to redeem shares as stipulated in Article 129 of the Law on Enterprise;
 - k. Other rights stipulated in the Charter and the laws.
3. A shareholder or a group of shareholders holding ten (10) or more percent of the total ordinary shares for a consecutive period of six months or more shall have the following rights:
- a. To nominate candidates to the Board of Directors and the Board of Inspection Committee in accordance with Clause 2, Article 32 and Clause 2 Article 50 respectively;
 - b. To request for the convening of a General Meeting of Shareholders when:
 - i. The Board of Directors severely violates the right of shareholders, the liability of manager or making decision over its extent of authority;
 - ii. The term of the Board of Directors exceeds six (06) months meanwhile new Board of Directors has not yet been re-elected.
 - iii. The request must be made in writing and must contain the full name, permanent residential address, number of citizen's identity card, people's identity card, passport or other lawful personal identification in respect of a shareholder being an individual; name, enterprise code number or number of establishment decision, head office address in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; and grounds and reasons for the request to convene a meeting of the General Meeting of Shareholders. The request must be attached with documents and evidence of the breaches of the Board of Directors and the seriousness of such breaches, or on the decision that falls outside its authority.
 - c. To inspect and receive a copy or an extract of the list of shareholders who have the right to attend and vote at the General Meeting of Shareholders;
 - d. To request the Board of Inspection Committee to inspect each particular issue relating to the management and administration of the operation of the Company when necessary.

This request must be in writing, must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identification of a shareholder being an individual; or the name, permanent address, nationality, number of the decision on establishment or number of business registration, license of establishment and operation of a shareholder being an organization; the number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the

percentage of ownership of the total number of shares of the Company; and issues to be inspected and purpose of the Inspection Committee;

- e. Other rights stipulated in the Charter.

Article 20: Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Charter and the rules of the Company; to observe resolutions of the General Meeting of Shareholders and the Board of Directors;
2. To pay in full and in time for their registered shares; be liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company. Not to withdraw the ordinary share capital contributed from the Company in any form, except where shares are redeemed by the Company or other persons under law. Where a shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such shareholder and any person with related interests in the company must be jointly liable for debts and other property obligations of the Company to the extent of the value of shares withdrawn and any loss occurring.
3. To provide the correct address to the Company for their shares subscription;
4. To perform other obligations in accordance with current law;
5. To be personally liable when he or she performs one of the following acts in any form in the name of the Company:
 - a. Breach the law;
 - b. Conduct business and transactions for his/her personal benefit or for the benefit of other institutions or individuals;
 - c. Pay undue debts prior to a time when the Company could face financial crisis.

Article 21: General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once per year. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months from the end of a fiscal year. In case that the meeting cannot be hold on the above mentioned time, Company shall report to the State Securities Committee and organize a General Meeting of Shareholders within the next two (02) months. An Extraordinary General Meeting of Shareholders may be hold as provided in Charter and Law on Enterprise.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and shall choose an appropriate place. The annual General Meeting of Shareholders shall make decisions on issues in accordance with law and the Charter, and in particular shall

approve the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to any general meeting for giving their advice on the adoption of annual financial statements.

3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary to do so in the interests of the Company;
 - b. The annual balance sheet, semi-annual or quarterly statements or audit reports of a fiscal year reflect that half of the Charter capital has been lost;
 - c. Where the number of members of the Board of Directors is less than the number required by law or less than half of the number of members required by the Charter;
 - d. A shareholder or a group of shareholders as stipulated in Article 19.3 of this Charter may request to convene a General Meeting of Shareholders in writing. The written request must clearly states full name, permanent address, nationality, ID number/ Passport number or other legal identification with the individual type of shareholder; name, location address, nationality, number of establishment decision or the business registration number with the organization shareholder; number of shares and time of share registration of each shareholder, total shares of all shareholders group or the reason and purpose of the meeting, and must be signed by the relevant shareholders (the written request may be made in multiple copies in order to facilitate the signatures of all relevant shareholders);
 - e. A shareholder or a group of shareholders as stipulated in Article 19.3 of this Charter may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation must be in writing and sent to the Company not later than three (03) working days before the opening day. The recommendation must specify the name of shareholder(s), the number of shares of each class of shareholder(s) or equivalent information, and the items recommended to be included in the agenda. The convener of a meeting of the General Meeting of Shareholders may refuse the recommendation in one of the following cases:
 - i. The recommendation is not sent on time, is insufficient, or relates to an irrelevant matter; or
 - ii. The item recommended does not fall within the decision-making authority of the General Meeting of Shareholders; or
 - iii. Other cases as stipulated in the charter of the Company in conformity with prevailing provisions of law.
 - f. The Board of Inspection Committee may request to convene a meeting if the Board of Inspection Committee has reason to believe that the members of the

Board of Directors or senior managers have seriously breached their obligations as stipulated in Article 160 of the Law on Enterprise or that the Board of Directors acts or intends to act beyond its powers;

g. Other cases as stipulated by law and the Charter.

4. Convening an extra General Meeting of Shareholders:

a. The Board of Directors must convene a General Meeting of Shareholders within a time limit of thirty days from the date there are [only] the remaining members of the Board of Directors as stipulated in clause 3(c) of this article or from the date of receipt of the request stated in clauses 3(d) and 3(e) of this article. In case the Board of Directors fails to convene as provided, Chairman and members of the Board of Directors shall be responsible before the law.

b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with clause 4(a) of this article, then within the following thirty (30) days the Board of Inspection Committee shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Article 136.5 of Law on Enterprise. If the Board of Inspection Committee fails to convene a meeting as stipulated, the Head of the Board of Inspection Committee must be responsible before the law.

c. Where the Board of Inspection Committee fails to convene a meeting of the General Meeting of Shareholders in accordance with clause 4(b) of this article, then within the following thirty (30) days the requesting shareholder or group of shareholders stipulated in clause 3(d) of this article shall have the right to replace the Board of Directors and the Board of Inspection Committee in convening the General Meeting of Shareholders in accordance with Article 136.6 of the Law on Enterprise.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the licensing authority to supervise the convening and conduct of the meeting if they consider it necessary;

d. All expenses for convening and conducting a General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs, including travel and accommodation costs, incurred by the shareholders when they attend the General Meeting of Shareholders.

Article 22: Rights and duties of the General Meeting of Shareholders

1. The annual General Meeting of Shareholders shall have the right to discuss and approve the following documents:

a. Annual audited financial statements;

b. Reports of the Board of Inspection Committee;

c. Reports of the Board of Directors;

- d. Short-term and long-term development plans of the Company.
2. The annual and/or extra General Meeting of Shareholders shall approve in writing the following issues:
- a. Annual financial statements;
 - b. Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprise and the rights attached to each such class of shares. The rate of dividends shall not be higher than the rate proposed by the Board of Directors after the Board of Directors has consulted the shareholders at the General Meeting of Shareholders;
 - c. Number of members of the Board of Directors;
 - d. Selection of an auditing company;
 - e. Appointment, dismissal and replacement of members of the Board of Directors and of the Board of Inspection Committee and approval of the appointment of the General Director by the Board of Directors;
 - f. Total remuneration of the members of the Board of Directors and reports on remuneration of the Board of Directors;
 - g. Amendment and supplement to the Charter;
 - h. Classes of shares and number of new shares to be issued for each class of shares and the assignment of shares by founding members within the first three years of the date of establishment;
 - i. Division, separation, merger, consolidation or conversion of the Company;
 - j. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - k. The Board of Inspection Committee of and dealing with breaches by the Board of Directors or the Board of Inspection Committee which cause loss to the Company and shareholders;
 - l. Decisions relating to the sale of assets of the Company or its branches or the purchase of assets valued at thirty five (35) per cent or more of the total value of assets of the Company and its branches recorded in the most recent financial statements;
 - m. Redemption by the Company of ten (10) per cent or more of any one class of issued shares;
 - n. The General Director concurrently holds the post of chairman of the Board of Directors;

must be made in writing on the form stipulated by the Company and must bear signatures in accordance with the following provision:

- a. Authorization to represent a shareholder being an individual must bear the signatures of both that shareholder and the person authorized to attend the meeting;
- b. Authorization on behalf of a shareholder being an organization which is the principle of the power of attorney must bear the signatures of the authorized representative, of the legal representative of the shareholder and of the person authorized to attend the meeting;
- c. In other cases the authorization must bear the signatures of the legal representative of the shareholder and of the person authorized to attend the meeting.

Any person authorized to attend a General Meeting of Shareholders must submit his or her written authorization prior to entering the meeting room.

3. Where a lawyer on behalf of a principal signs a written appointment of a representative, the designation of such representative shall be deemed to be effective only if the written appointment is presented with a letter of authorization to the lawyer or a copy of such letter (in a case where such lawyer has not been registered with the Company).
4. Except for the case stipulated in clause 3 of this article, the voting slip of the person authorized to attend a meeting within the scope of his/her authorization shall remain effective in any one of the following cases:
 - a. The principal dies, or his capacity for civil acts is lost or is restricted;
 - b. The principal has rescinded the appointment of any authorized representative;
 - c. The principal has rescinded the authority of the [particular] person carrying out the authorization.

This clause shall not apply in a case where the Company receives a notice of one of the above cases within forty eight (48) hours prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 24: Change of rights

1. A resolution of the General Meeting of Shareholders (in the cases stipulated in Article 22.2 relating to the shareholding capital of the Company being divided into different classes of shares) on change or waiver of special rights attached to a class of shares shall be passed only when the written consent of the holders of at least seventy five (75) per cent of the voting rights of the issued shares of such class is obtained.
2. The organization of such a meeting shall be valid only when at least two (2) shareholders (or their authorized representatives) are present and each of them holds at least one-third of the par value of the issued shares of such class. Where the number of attendees as required

above is insufficient, the meeting shall be reconvened within a period of thirty (30) days thereafter and the holders of shares of such class (not depending on the number of holders and the number of shares) who are present personally or via their authorized representatives shall be considered as the sufficient number of attendees. At each separate meeting mentioned above, the holders of the shares of such class who are present personally or via their authorized representatives may request for a secret ballot and each holder or representative attending the secret ballot shall have one vote corresponding to each of his owned shares of such class.

3. The proceeding for conducting such separate meetings shall be implemented in accordance with Article 26 and Article 28 of this Charter.
4. Except where otherwise stipulated by the provisions on issue of shares, special rights attached to various classes of shares with preference rights in respect of some or all issues on distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 25: Convening the General Meeting of Shareholders, agenda and notice of General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Article 21.4(b) or Article 21.4(c).
2. The convener of the General Meeting of Shareholders shall carry out the following duties:
 - a. To prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders no later than fifteen (15) days prior to the date the General Meeting of Shareholders is conducted; and to prepare the agenda and documents of the meeting in compliance with law and rules of the Company;
 - b. To determine the time and venue for holding the General Meeting of Shareholders;
 - c. To inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
3. The notice of the General Meeting of Shareholders may be sent to all shareholders and at the same time shall be announced on the information network of Stock Exchange/Securities Trading Centre, on the website of the Company. The notice of the General Meeting of Shareholders must be sent at least ten (10) days prior to the date of the meeting (such period calculated from the date the notice is validly sent or delivered, postage prepaid or dropped in a post-box). The agenda of the General Meeting of Shareholders and all documents relating to the issues to be voted at the meeting shall be sent to shareholders or/and announced on the website of the Company. In case that no such document is attached with the notice of General Meeting of Shareholders, the notice must state clearly the website address to enable shareholders to access.
4. A shareholder or a group of shareholders referred to in Article 19.3 of this Charter shall

have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (3) business days prior to the time of opening of the General Meeting of Shareholders. The proposal must contain full names of the shareholders, the number and class of shares held by them, and the items proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders shall have the right to reject any proposal mentioned in clause 4 of this Article in the following cases:
 - a. The proposal is not sent on time, has insufficient details, or contains irrelevant matters;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least ten (10) per cent of the ordinary shares for at least consecutive six months;
 - c. The items proposed do not fall within the authority of the General Meeting of Shareholders for discussion and approval.
6. The Board of Directors must prepare draft resolutions on each of the items in the agenda.
7. In a case where all shareholders representing one hundred (100) per cent of the voting shares attend the General Meeting of Shareholders in person or via their authorized representatives, the resolutions which are unanimously approved by the General Meeting of Shareholders shall be deemed as effective even if the General Meeting of Shareholders is not conducted in accordance with the proceeding, or the items voted on are not included in the agenda.

Article 26: Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty one (51) per cent of the voting shares.
2. Where the number of attendees required is not satisfied within thirty (30) minutes from the time set to open the meeting, the meeting may be convened for a second time within thirty (30) days from the date of intended opening of the first General Meeting of Shareholders. Such General Meeting of Shareholders which is convened for a second time shall be conducted only when the numbers of attending shareholders or their authorized representatives represent at least thirty three (33) per cent of the voting shares.
3. Where the meeting of the General Meeting of Shareholders convened for a second time cannot take place because the number of attendees required is not satisfied within thirty (30) minutes from the time set to open the meeting, it may be convened for a third time within twenty (20) days from the date of intended opening of the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or their authorized representatives, and shall be deemed valid and shall have the right to make decisions on such issues as may have been approved at the first General Meeting of Shareholders.

4. Based on the suggestion of the meeting chairman, the General Meeting of Shareholders has the right to change the agenda accompanying the notice of the meeting in accordance with Article 25.3 of this Charter.

Article 27: Procedures for conducting and voting at the General Meeting of shareholders

1. On the date when the General Meeting of Shareholders is held, the Company must carry out the procedures to register its shareholders and such registration shall continue until all shareholders entitled to attend the meeting who are present at the meeting have been fully registered.
2. Where a shareholder is registered, the Company shall provide such shareholder or his/her authorized representative with voting rights a voting card which states the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. The voting is conducted on the basis that those votes in favor of the resolution shall be collected first, then those against the resolution shall be collected, and finally the total number of those votes in favor of, against the resolution and abstentions shall be counted respectively for a final decision. The results of vote counting shall be announced by the meeting chairman immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect those persons in charge of vote counting or vote supervision on the proposal of the meeting chairman. The number of members of a vote counting committee shall be not more than three persons.
3. Shareholders or authorized person who come to the General Meeting of Shareholders late shall be entitled to be immediately registered and shall have the right to immediately attend and vote at the General Meeting of Shareholders. The meeting chairman shall not delay the meeting so that late attendees may register, and the effectiveness of any voting which has been conducted prior to attendance of late shareholders shall not be affected.
4. The Chairman of the Board of Directors shall preside over a meeting of the Board of Directors. In a case where the Chairman of the Board is absent, the remaining members of the Board shall elect one of them to be the meeting chairman. Where none of such persons is able to preside over the meeting, the member of the Board who is holding the highest position shall organize a meeting to elect a new meeting chairman among the attendees and the person with the highest vote shall be appointed as the meeting chairman. The meeting chairman shall appoint assign one person as the meeting Secretary to make the minutes of the General Meeting of Shareholders. In case of election of the meeting chairman, the name of the elected chairman and the number of votes for him/her must be announced.
5. Any decisions of the meeting chairman on the order and proceeding or on events arising outside the agenda of the General Meeting of Shareholders shall be final.
6. The Chairman of the General Meeting of Shareholders may adjourn a meeting, even if the number attendees as required is satisfied, to such other time and at such other location as may be decided by the meeting chairman without obtaining opinions of the General Meeting of Shareholders if the meeting chairman considers that (a) the

location of the General Meeting of Shareholders does not provide convenient seating for all attendees, (b) there is an attendee who disrupts or is likely to disrupt order at the meeting, or (c) such an adjournment is necessary for the items of the General Meeting of Shareholders to be validly carried out. In addition, the Chairman of the General Meeting of Shareholders may adjourn a meeting upon unanimous agreement or at request by the General Meeting of Shareholders at which sufficient attendees as required are present. The maximum time for any adjournment of a meeting shall be three days as from the date of the proposed opening of the meeting. The General Meeting of Shareholders which is reconvened shall only review those items which should have been validly resolved at the adjourned meeting.

7. Where the chairman adjourns or postpones a General Meeting of Shareholders contrary to the provisions in clause 6 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the meeting chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.
8. The chairman or secretary of the General Meeting of Shareholders may conduct such activities as he/she thinks fit in order to direct the General Meeting of Shareholders in a valid and orderly manner or so that it reflects the wishes of the majority of attendees.
9. The Board of Directors may require shareholders or their authorized representatives attending the General Meeting of Shareholders to be checked or subject to other security measures which the Board of Directors considers appropriate. Where a shareholder or his/her authorized representative does not comply with the rules on checking or the security measures as mentioned above, the Board of Directors, after careful consideration, may reject or expel such shareholder or authorized representative from the General Meeting of Shareholders.
10. The Board of Directors, after careful consideration, may take such measures as it finds appropriate in order to:
 - a. Adjust the number of people who are present at the official location of the General Meeting of Shareholders;
 - b. Ensure safety for the attendees who are present at that location;
 - c. Create favourable conditions for shareholders to attend (or continue to attend) the General Meeting of Shareholders.

The Board of Directors shall have full power to change the above measures and take all of such measures as it considers necessary. The measures taken may include the issue of entry permits or use of other forms of selection.

11. In a case where the General Meeting of Shareholders takes the above measures, the Board of Directors, when determining the location of the meeting, may:
 - a. Announce that the General Meeting of Shareholders shall be conducted at the location as stated in the notice of the meeting where the meeting chairman shall be present (“the Official Location of the Meeting”);

- b. Make arrangements so that shareholders or their authorized representatives who fail to attend the meeting in accordance with this Article or those who wish to attend the meeting but at a location different from the Official Location of the Meeting may still attend the General Meeting of Shareholders.

In a notice on holding the General Meeting of Shareholders, it is not required for the detailed measures taken in accordance with this Article to be stated.

12. In this Charter (unless the context requires otherwise), each shareholder shall be deemed as attending the Meeting at the Official Location of the Meeting.

The Company must hold a General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

Article 28: Passing resolutions of the General Meeting of Shareholders

1. Except for the case stipulated in clause 2 of this Article, resolutions of the General Meeting of Shareholders shall be passed when approved by 51% or more of the total votes of all shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.
2. From time to time, the Company may consider applying information technology to vote, including absentee vote via secured electronic system, vote via internet or telephone, to facilitate the participation by shareholders in the General Meeting of Shareholders.
3. Resolutions of the General Meeting of Shareholders relating to amendment and supplement to the Charter, amendment of business lines classes of shares and number of shares offered for sale, merger, re-organization and dissolution of the Company, sale of assets of the Company or its branches or any purchase by the Company or its branches valued at thirty five (35) per cent or more of the total value of assets of the Company and its branches determined on the basis of the most recent audited accounting books shall be passed only when approved by sixty five (65) per cent or more of the total votes of all shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.
4. The voting to elect Members of the Board and members of the Board of Inspection Committee must be implemented by the method of cumulative voting, whereby each shareholder shall have as his total number of votes the total number of shares he/she owns multiplied by the number of members to be elected to the Board or the Board of Inspection Committee, and each shareholder shall have the right to accumulate all his votes for one or more candidates.
5. A resolution of the General Meeting of Shareholders takes effect from the date of its adoption or the effective date specified in the resolution. Where a resolution passed by the General Meeting of Shareholders and is subject to any legal proceedings by request of or directly filed by a shareholder or a group of shareholders under Article 147 of Law on Enterprise, this resolution remains enforceable until the Court or Arbitrator has

other decision, except for any injunctive relief to be applied in accordance with the decision of competent agency.

6. Any resolution of the General Meeting of Shareholders which is passed by one hundred per cent (100%) of the total voting shares shall be lawful and effective even when the sequence and procedures for passing such resolution are not implemented correctly in accordance with regulations.
7. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend a meeting of the General Meeting of Shareholders within fifteen (15) calendar days from the date of approval thereof. If the company has its own website, the resolutions may be published on the website of the company instead.

Article 29: Authority and procedures for collecting written opinions of shareholders in order to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders in order to pass a resolution of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors shall have the right to collect written opinions of shareholders in order to pass a resolution of the General Meeting of Shareholders at any time if considered necessary in the interests of the Company.
2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. The written opinion form together with the draft resolution and documents explaining it must be sent by a means, which is guaranteed to reach the permanent address of each shareholder. The Board of Directors must guarantee to send, announce documents to all shareholders within a reasonable time for consideration and vote, and must send them at least fifteen (15) days prior to the expiry of collection of the written opinion forms.
3. The written opinion form must contain the following basic particulars:
 - a. Name, Head Office address, number and date of issuance of the business registration certificate, and place of business registration of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, and the number of people's identity card or passport or other lawful personal identification in respect of a shareholder being an individual; name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or his/her authorized representative in respect of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;
 - d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
 - e. Voting options comprising agreement, non-agreement, or abstention;

- f. Time limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the Chairman of the Board and of the legal representative of the Company.
4. Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization.

Written opinion forms which are returned to the Company must be in a sealed envelope and no one is permitted to open the envelope prior to counting of votes. Any completed written form which is returned to the Company after the expiry of the time-limit stipulated in the written opinion form, or any form which has been opened, shall be invalid.

At the time of counting votes, any shareholder(s) is (are) deemed to be favorable to the issue on which it is necessary to obtain opinions if the written opinion form of such shareholder(s) is not received by the Company.

5. The Board of Directors shall conduct counting of votes and shall prepare minutes of vote counting in the presence of the Board of Inspection Committee or of any shareholder who does not hold a managerial position in the Company. The minutes of vote counting shall contain the following basic particulars:
- a. Name, Head Office address, number and date of issuance of the business registration certificate; and place of business registration of the Company;
 - b. Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution;
 - c. Number of shareholders with total numbers of votes who have participated in the voting, classifying the votes into valid and invalid, and including an appendix being a list of the shareholders who participated in the voting;
 - d. Total number of votes for, against and abstentions on each matter voted upon;
 - e. Resolutions which have been passed;
 - f. Full name and signature of the Chairman of the Board, of the legal representative of the Company and of the person who supervised the vote counting.

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

6. The minutes of vote counting must be announced on the Company website within

twenty-four hour (24) hours and sent to the shareholders within a time limit of fifteen (15) days as from the date the vote counting ended.

7. Written opinion forms which were returned, the minutes of vote counting, the full text of the resolution which was passed and related documents sent with all of the written opinion forms must be archived at the Head Office of the Company.
8. A resolution which is passed by way of collecting written opinions of shareholders must be approved by shareholders representing at least 51% of the total shares with voting rights and shall have the same validity as a resolution passed by the General Meeting of Shareholders.

Article 30: Minutes of the General Meeting of Shareholders

The Chairman of the General Meeting of Shareholders shall be responsible to archive minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders must be announced on the Company website within twenty-four (24) hours and notice to all shareholders within a period of fifteen (15) days from the date the General Meeting of Shareholders ended; the minutes of vote-counting may be published by posting it on the Company's website.

The minutes of the General Meeting of Shareholders shall be considered a bona fide record of the whole proceeding of the General Meeting of Shareholders unless an opinion against the contents of the minutes is made in accordance with the stipulated procedures within a time-limit of ten (10) days from the date the minutes were sent.

The minutes must be prepared in Vietnamese and English, and must bear the signatures of the Chairman of the General Meeting of Shareholders and the secretary in accordance with the Law on Enterprise and this Charter.

All records, minutes, books of signatures of attending shareholders and written authorizations to attend the General Meeting of Shareholders must be archived at the Head Office of the Company.

Article 31: Request for cancellation of resolutions of the General Meeting of Shareholders

Shareholders, members of the Board, the General Director or the Board of Inspection Committee shall have the right to require a court or an arbitrator to consider and cancel a resolution of the General Meeting of Shareholders within ninety (90) days from the date of receipt of minutes of the General Meeting of Shareholders or minutes of the results of counting of votes being written opinions from the General Meeting of Shareholders, in the following cases:

1. The order and procedures for convening a meeting of the General Meeting of Shareholders do not comply with the law and this Charter;
2. The order and procedures for issuing a resolution and the content of the resolution breach the law or this Charter.

Where the resolution of the General Meeting of Shareholders is cancelled by decision of the court or arbitrator, the convener of the meeting the General Meeting of Shareholders subject to such cancellation may consider and re-organize the General Meeting of Shareholders within thirty (30) days in accordance with the order, procedures stipulated in the Enterprise Law and this Charter.

CHAPTER VIII. BOARD OF DIRECTORS

Article 32: Composition and term of office of members of the Board

1. The Board of Directors shall have at least five (05) members and not more than eleven (11) members. The term of office of the Board of Directors shall be three (3) years. The term of office of a member of the Board shall not exceed three (03) years; members of the Board may be re-elected for an unlimited number of terms. The total number of members of the Board who are independent and non-operational must be at least one-third of the total number of the members of the Board. Minimum number of independent members of the Board is determined by the method of rounding down.

The total number of independent members of the Board: 01 person.

The total number of members of the Board of Directors who are resident in Vietnam must be at least: 01 person.

2. The shareholders holding shares with voting rights in a consecutive period of at least six months have the right to add up their voting rights of each person together to nominate members of the Board. A shareholder or a group of shareholders holding 5% to less than 10% of the total number of shares with voting rights can nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to appoint up to three (03) candidates; from 40% to less than 50% shall be entitled to appoint up to four (04) candidates; from 50% to less than 60% shall be entitled to appoint up to five (05) candidates; from 60% to less than 70% shall be entitled to appoint up to six (06) candidates; between 70% and 80% shall be entitled to appoint up to seven (07) candidates and from 80% to less than 90% shall be entitled to appoint up to eight (08) candidates.
3. The information of candidates for the member of the Board of Directors must be disclosed before convening the General Meeting of Shareholders, including identity of the candidate; identity of the shareholder or group of shareholders who nominate the candidate; age and professional expertise of the candidate; the title and position of work of the candidate in the last five (05) years; the current title and position of work of the candidate; the nature of the relation between the candidate and the Company; the title and position in the Board of Directors or other crucial title and position in other company that the candidate holds, being nominated for; the relation between the candidate and other related persons in the Company; the relation between the candidate and the main business partners of the Company; the refusal to provide information by the Company's request (if any).
4. Employee(s) of an audit company that have been auditing the Company within 01 year must not be nominated to the Board of Directors.

5. Where the number of candidates is still insufficient after candidates have been nominated by the Board of Directors, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with rules stipulated by the Company. The rules for nomination or the manner used by the incumbent Board of Directors to nominate candidates to the Board of Directors must be clearly announced and must obtain an approval from the General Meeting of Shareholders before the nomination is held.
6. The term of office of member is elected to replace a member who lost the membership, being discharged or removed, is to the end of the term of office of the other members.
7. A member of the Board shall lose his/her membership capability in the following cases:
 - a. Such member is no longer qualified to be a member of the Board under Article 35 of the Law on Enterprise or is prohibited from being a member of the Board by law;
 - b. Such member sends a written application for resignation to the Head Office of the Company;
 - c. Such member is absent from meetings of the Board of Directors for a consecutive period of six (6) months without the Board's permission and the Board has decided that his/her position is left vacant, except for event of force majeure;
 - d. Such member might be dismissed from the Board membership under the resolution of the General Meeting of Shareholders.
8. The Board of Directors may appoint a new member to the Board in order to fill the vacancy arising, and the new member must obtain an approval at the next meeting of the General Meeting of Shareholders. Upon such approval, the appointment of the new member shall be deemed effective on the date of appointment by the Board of Directors. The term of the new member of the Board is calculated from the effective date of such appointment to the end of the term of office of the Board of Directors. In case a new member is not approved by the General Meeting of Shareholders, all decisions made by the Board of Directors before the meeting of the General Meeting of Shareholders with participation in voting by such alternative member of the Board remain deemed valid.
9. The appointment of members of the Board must be announced in accordance with the laws on securities and securities market.
10. Members of the Board need not necessarily be shareholders of the Company.
11. When a term of the Board of Directors is over and the General Meeting of Shareholders has still not elected a new Board of Directors, the Board of Directors of the very last term continues to be in charge until the new Board of Directors is elected and takes over the management.



Article 33: Powers and duties of the Board of Directors

1. The Board of Directors is the managing body of the Company, with full power to act on behalf of the Company to determine the rights and obligations of the Company which are not under the authority of the General Meeting of Shareholders. For avoidance of doubt, any matters not specifically reserved for the exclusive decision making power of the General Meeting of Shareholders shall be reserved for the Board of Directors. The Board of Directors is responsible for ensuring the operation of the Company to comply with the laws, this Charter and internal regulations of the Company, equal treatment for all shareholders and respect for the interests of persons who have interests related to the Company.
2. Business activities and things to be done by the Company shall be subject to management or direction by the Board of Directors for implementation. The Board of Directors is the body having full power to exercise all rights on behalf of the Company, excluding authority which belongs to the General Meeting of Shareholders.
3. The Board of Directors shall be responsible to supervise the General Director and other managers.
4. The Board of Directors might authorize the Chairman of the Board of Directors to exercise its partial authority and function within the time the General Meeting of Shareholders not be convened. The scope of authorization must be clearly defined. The Chairman of the Board of Directors shall not be authorized to handle matters concerning the crucial interest the Company.
5. The rights and obligations of the Board of Directors shall be as stipulated by laws, the Charter, the internal rules of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
 - a. To make decisions on plans for development of business and production, and the annual budget;
 - b. To determine the operational objectives on the basis of the strategic objectives approved by the General Meeting of Shareholders;
 - c. To appoint and discharge managers of the Company upon request of the General Director; and to make decisions on their salaries;
 - d. To make decisions on the organization structure of the Company;
 - e. To deal with complaints made by the Company against managers and to make decisions on selection of a representative of the Company to deal with legal procedural issues against such managers;
 - f. To propose classes of shares which may be issued and the total number of shares of each class to be issued;

- g. To make decision of all matters in relation to bond issuance, bonds convertible into shares and securities rights which allow its owner to be entitled to purchase shares at a pre-determined price;
- h. To determine prices at which bonds, shares and convertible securities will be offered for sale;
- i. To appoint, dismiss or remove, the General Director, managerial positions or the representative of the Company where the Board of Directors believes that such action is taken in the best interests of the Company. Such removal shall not be contrary to the contractual rights (if any) of the person subject to such removal;
- j. To propose annual dividend rates and to fix temporary dividend rates; to organize payment of dividends;
- k. To propose the restructuring or dissolution of the Company.
- l. To pass on programs, documents content for the General Meeting of Shareholders, to convene a General Meeting of Shareholders or collect opinions and comments in order that the General Meeting of Shareholders can pass a resolution;
- m. To develop and promulgate the internal regulations on corporate governance in accordance with the current administration regulation.

6. The following issues must be approved by the Board of Directors:

- a. Establishment of branches or representative offices of the Company;
- b. Establishment of subsidiaries of the Company;
- c. The Board of Directors may from time to time make decisions on the performance, amendment or rescission of major contracts of the Company (including contracts for purchase, sale, merger and takeover of companies and joint venture contracts) to the extent of Article 149.2 of the Law on Enterprise, except for the cases stipulated in Article 162.3 of the Law on Enterprise which must be approved by the General Meeting of Shareholders;
- d. Appointment and removal of any person authorized by the Company to act as a commercial representative or lawyer of the Company;
- e. Borrowings and provision of mortgages, warranties, guarantees and payment of compensation by the Company;
- f. Investments exceeding ten (10) per cent of the value in the annual business plan and annual business budget;
- g. Decide on re-purchase from 10% of total sold shares; decide on purchase strategy, dividing treasury stock in accordance with provision of law;

- h. Approve Purchase; Selling; Loan; Credit Contract and other contracts that value from 35% of the total assets stated in the latest financial report of the Company; excluding, contracts, transactions between the Company and related persons under Law on Enterprise and provision of this Charter;
 - i. Purchase or sale of shares of other companies established in Vietnam or overseas;
 - j. Valuation of non-monetary assets contributed to the Company relating to the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
 - k. Purchase or recovery by the Company of no more than ten (10) per cent of shares of each class;
 - l. Business issues or transactions which the Board of Directors decides to be subject to its approval within the scope of its powers and responsibilities;
 - m. Decision on buying or recovery price of shares of the Company;
7. The Board of Directors must report to the General Meeting of Shareholders its activities, notably on its supervision over the General Director and other managers in a fiscal year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Directors.
 8. In case the approved resolution of the Board of Directors against the law and the Charter, shareholders who consecutively own the Company's shares at least one (01) year have right to request the Board of Directors to suspend the execution of such resolution.
 9. The Board of Directors shall exercise its right and obligation in accordance with the law, the Charter, and the decision of General Meeting of Shareholders.
 10. Except where the law and the Charter stipulate otherwise, the Board of Directors may authorize its inferior staff or a manager to process its work on behalf of the Company. Content of the authorization must be made clear and specific.
 11. Members of the Board (excluding authorized representatives as alternates) may be entitled to remuneration for their works in their capacity as members of the Board. The total remuneration amount for the Board of Directors shall be determined by the General Meeting of Shareholders. The amount shall be distributed to members of the Board as agreed by the Board or equally if no such agreement is reached.
 12. The total amount of remuneration paid to members of the Board and remuneration paid to each member must be specified in details in the annual reports of the Company and reported in the annual General Meeting of Shareholders. Remuneration and salary of members of the Board of Directors is included in the operational cost of the Company in accordance with the law on corporation income tax and must be shown as a separate

item in the annual financial statement of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

13. Any member of the Board who holds an executive position (including positions as Chairman or Vice Chairman) or who works on a sub-committee of the Board of Directors or who performs other works which is, in the opinion of the Board, beyond the scope of the normal duties of a member of the Board may be paid extra remuneration in the forms of lump sum payment each time, or salary, commission, profit percentage or otherwise as decided by the Board of Directors.
14. Members of the Board of Directors shall be entitled to reimbursement for all expenses for travel, accommodation, meals and other reasonable expenses they have to pay when performing their tasks as a member of the Board, including all expenses relating from their travel for a participation of meetings of the Board of Directors or its sub-committees, or of the General Meeting of Shareholders.
15. Duties of members of the Board of Directors:
 - a. To perform the tasks as assigned and powers as conferred in accordance with the provisions of the Law on Enterprise, the Law on Securities, the relevant laws, the Charter and decisions of the General Meeting of Shareholders;
 - b. To perform the tasks as assigned and powers as conferred in an honest and diligent manner to ensure maximum legal interests of the Company and its shareholders;
 - c. To be loyal to the interests of the Company and its shareholders; not to use information, know-how, business opportunities of the Company, not to abuse their positions and the Company's assets for personal benefits or for the benefit interests of other organizations and individuals;
 - d. To fully attend meetings of the Board of Directors and have clear opinions on issues discussed at meetings;
 - e. To timely, completely and exactly notify to the Company of enterprises of which members of the Board and their related persons hold the ownership or shares, controlling interests. Such notice is displayed at the Head Office and branches of the Company;
 - f. Members of the Board may not receive any increase of salary, any bonus when the Company fails to fully pay its debts when due;
 - g. Other duties as prescribed by law and this Charter.

Article 34: Chairman of the Board of Directors

1. The Board of Directors must elect among its members a Chairman. The Chairman of the Board may concurrently hold the position of the General Director of the Company if the General Meeting of Shareholders approves. Approval must be obtained at annual meetings of the General Meeting of Shareholders for the Chairman of the Board to act

concurrently as the General Director.

The Board of Directors may elect among remaining members to appoint a Vice Chairman to assist Chairman.

2. The Chairman of the Board shall be responsible to chair the General Meeting of Shareholders and meetings of the Board of Directors, and at the same time shall have other rights and responsibilities stipulated in the Charter and the Law on Enterprise. The Vice Chairman if authorized by the Chairman shall have the same rights and obligations as those of the Chairman, but only where the Chairman has notified to the Board of Directors of his/her absence or of his/her having to be absent by reason of force majeure or his/her inability to carry out his/her duties. In such cases, if the Chairman fails to assign the Vice Chairman to act, the remaining members of the Board shall appoint the Vice Chairman to do so. Where both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint, on the principle of simple majority, another person among them to implement the duties of the Chairman.
3. The Chairman of the Board must ensure that the Board of Directors sends annual financial statements, reports on the operation of the Company, audit reports and the Inspection Committee reports of the Board of Directors to shareholders at the General Meeting of Shareholders.
4. Where both the Chairman and Vice Chairman of the Board of Directors resign or are removed, the Board of Directors must elect persons to replace them within a period of ten (10) days.
5. The Chairman of the Board has the following powers and duties:
 - a. To prepare working plans and programs of the Board;
 - b. To prepare, or organize the preparation of agenda, content and documents for meetings of the Board; convene and preside over meetings of the Board;
 - c. To organize for resolutions of the Board to be passed;
 - d. To monitor the implementation of resolutions of the Board;
 - e. To chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders in resolutions as approved by the General Meeting of Shareholders;
 - f. To lead and ensure the effective operation of the Board;
 - g. To develop, implement and review procedures that govern the operation of the Board;
 - h. To schedule meetings of the Board of Directors and departments under the Board of Directors;

- i. To prepare agendas for meetings of the Board of Directors;
- j. To meet regularly with the General Manager and act as liaison between the Board of Directors and the Management Team;
- k. To ensure sufficient, prompt, accurate and specific information to be communicated between members of the Board and the Chairman of the Board;
- l. To ensure effective communication and liaison with shareholders;
- m. To organize the periodical evaluation of the work of the Board, departments under the Board of Directors and each member of the Board;
- n. To create favourable conditions for non-executive, independent members of the Board to work effectively, and to establish constructive relationships between executive and non-executive members of the Board;
- o. To exercise other duties and perform other responsibilities as required by the General Meeting of Shareholders and the Board of Directors according to actual needs and circumstances.

Article 35: Criteria and conditions to be members of the Board

- 1. To have full capacity for civil acts and not to be prohibited from establishment and management of enterprises in accordance with the Law on Enterprise.
- 2. To be individual shareholders owning at least five percent (05%) of the total number of ordinary shares, or to be persons having expertise and experience in business management or experience in the fields of securities, finance and banking.
- 3. Not to be the General Director, members of the Board, members of the members' councils of other securities companies; not to be concurrently members of the Board of Directors in more than five (05) other companies (in respect of listed companies).
- 4. Not to have been members of the Board of Directors or the legal representative of a company which goes bankrupt or is prohibited from operation due to serious violations of the laws.
- 5. Not to nominate to the Board of Directors any employee of an independent auditor this makes audits over the Company in the past 03 years.
- 6. Members of the Board are required to have the following qualities and capabilities:
 - a. To be trusted by shareholders (evidenced by affirmative voting of shareholders), other members of the Board, managers and employees of the Company;
 - b. To be capable of balancing interests of all related parties and to make proper decisions;

- c. To have professional experience and necessary education to run efficiently the Company;
- d. To have experience in international business, knowledge of local issues, and understanding of the market, products and competitors;
- e. To be able to turn knowledge and experience into practical solutions.

At the beginning of the term, all members of the Board must meet all conditions required by law, administrative regulations, the Charter and internal regulations of the Company. During the term, if there is any change, members must notify to the Chairman of the Board of the same. Criteria and conditions specified in this Article shall also apply to members of the Board to be additionally or alternatively elected.

Article 36: Alternate members of the Board

1. A member of the Board (other than a person authorized to replace such member) may appoint another member of the Board, or a person who is approved by the Board of Directors and willing to perform such duty, as his/her alternate, and shall have the right to discharge such person.
2. The alternate member of the Board shall be entitled to receive notices of any meeting of the Board of Directors and of any sub-committee of the Board of Directors to which his/her designator is a member; shall be entitled to attend and vote at meetings where the member of the Board appointing him/her is absent; and shall be authorized to perform all functions of his/her designator as a member of the Board in the case of absence of the designator. Such alternate member shall not be entitled to receive any remuneration from the Company for his/her work as an alternate member of the Board. However, the Company shall not be obliged to send notices of the above-mentioned meetings to alternate members of the Board who are not present in Vietnam.
3. The alternate member shall be required to waive his/her membership of the Board of Directors where the membership of his/her designator is terminated. If the term of office of a member of the Board expires but such member is re-appointed or deemed to have been re-appointed at the same General Meeting of Shareholders where such member ceases his/her membership due to expired term, then any appointment of an alternate member made by such member immediately prior to expiry of his/her term of office shall continue to be effective after such member is re-appointed.
4. Appointment or discharge of the alternate member must be made in writing, signed and sent by the member of the Board making such appointment or discharge, to the Company or otherwise as agreed by the Board of Directors.
5. In addition to the other provisions in this Charter, the alternate member shall be deemed as a member of the Board in all respects and must be personally liable for his/her acts and errors but not be deemed to be a representative implementing the authorization of the member of the Board who has appointed him/her.

Article 37: Removal, discharge and addition of members of the Board

1. Cases of discharge and removal of members of the Board:
 - a. Members of the Board no longer meet the criteria and conditions stipulated in Article 35, Article 38 of this Charter;
 - b. Members of the Board do not participate in any activities of the Board of Directors within six (06) consecutive months, except in cases of force majeure;
 - c. A resignation letter is lodged;
 - d. There is evidence proving that the member of the Board loses his/her capacity for civil acts;
 - e. In accordance with decisions of the General Meeting of Shareholders;
2. In the case of members of the Board to be added: if a member loses his/her membership in accordance with the laws and the Charter of the Company, is demoted or removed or cannot continue to act as member of the Board for any reason, the Board of Directors may appoint another person to be the temporary member of the Board. The election of the new member of the Board as alternative must be made at the nearest General Meeting of Shareholders. When the number of members of the Board is reduced by more than one-third (1/3) of that as stipulated in the Charter of the Company, the Board of Directors must convene a meeting of the General Meeting of Shareholders for a period not exceeding sixty (60) days to elect additional members to the Board of Directors.

Article 38: Independent members of the Board of Directors

1. Independent members of the Board of Directors are members of Board of Directors who satisfied criteria and conditions as prescribed under regulations on corporate governance for listed company in Stock Exchanges.
2. Independent members of the Board of Directors shall notify to Board of Directors in case such members are not qualified for conditions of Clause 1 of this Article and automatically no longer be the independent member of the Board of Directors from the unqualified date. In case any independent member of the Board of Directors no longer qualifies for the provided conditions, the Board of Directors must notify to the next General Meeting of Shareholder or convene the General Meeting of Shareholder to elect additionally or replace those independent members within 06 (six) months from the receiving date of written notice of the independent members.
3. The term of independent members, non-executive members of the Board is similar as that of other members of the Board, but not being reappointed in the following term.
4. Independent members have the same duties and powers as those of other members of the Board of Directors, with additional powers as follows:
 - a. To propose to the Board of Directors to convene an extraordinary General Meeting of Shareholders or propose to the Inspection Committee to convene an

extraordinary General Meeting of Shareholders in the event the Board of Directors rejects such proposal;

- b. To hire audit or consulting organizations to carry out their duties;
- c. To provide independent opinions on issues related to the bonus plan, remunerations paid to members of the Board of Directors and managers of the Company;
- d. To provide independent opinions on related major transactions and report the same to management agencies when necessary.

Article 39: Meetings of the Board of Directors and minutes of meeting

1. In case where the Board of Directors is to elect the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completion of the election of the Board for that term. This meeting shall be convened by the member who gains the highest number of votes. If more than one member gains the same highest number of votes, such elected members shall elect a person amongst them to convene the meeting of the Board of Directors by a majority vote.
2. Regular meetings: The Chairman of the Board shall convene a regular meeting of the Board of Directors, prepare the agenda of the meeting and determine the time and location of the meeting within a period of at least three (03) days before the proposed date of the meeting. The Chairman may convene regular meetings at any time where considered necessary, but there must be at least one meeting every quarter.
3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Directors, which shall not be delayed without a legitimate reason, where any of the following make a written request specifying the objective and issues which need to be discussed:
 - a. The General Director or at least five managers;
 - b. Two (02) members of the Board;
 - c. The Chairman of the Board of Director;
 - d. The Board of Inspection Committee or Independent member of the Board of Directors.
4. A meeting of the Board of Directors as stipulated in clause 3 of this Article must be conducted within a time-limit of seven (07) working days after the request for such meeting is made. If the Chairman of the Board does not agree to convene such a meeting upon the request, then the Chairman shall be liable for losses caused to the Company; any person who makes the request for the meeting as referred to in clause 3 of this Article may himself/herself convene a meeting of the Board of Directors.

5. Where an independent auditor makes a request, the Chairman of the Board must convene a meeting of the Board of Directors in order to discuss the audit report and the standing of the Company.
6. Venue of the meeting: Meetings of the Board of Directors shall take place at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board and agreed by the Board of Directors.
7. Notice and agenda of a meeting of the Board of Directors: The notice of a meeting of the Board of Directors must be sent to members of the Board latest three (03) calendar days prior to the date on which the meeting is to be held; members of the Board may refuse in writing the notice of meeting and such refusal may take retroactive effect. The notice of the meeting of the Board of Directors must be made in writing and in Vietnamese; it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at the meeting of the Board of Directors and include voting slips for members of the Board who will be unable to attend the meeting.

A notice of meeting may be sent by post, fax, and electronic mail or by other means, but must ensure arrival at the address of each member of the Board as registered with the Company.

8. Minimum number of attending members:

A meeting of the Board of Directors shall be conducted and resolutions shall be passed if at least three-quarters of the members of the Board are present in person or via their alternate representatives. In case insufficient number of members attends the meeting in accordance with the regulations, the meeting must be convened for a second time within seven (07) days of the intended date of the first meeting. The adjourned meeting shall be conducted if there is more than one half (1/2) of the members of the Board attending the meeting.

9. Voting:

- a. Except for the provisions in clause 9(b) of this Article, each member of the Board or his/her authorized person being present in person at a meeting of the Board shall have one vote. Members not directly attending the meeting shall have right to vote by sending a written vote. Written vote shall be enclosed in a sealed envelope and delivered to the chairman of the Board of Directors at least 01 hour prior to opening of the meeting. Written votes shall only be opened in the presence of all the persons attending the meeting;
- b. A member of the Board may not be permitted to vote on contracts, transactions or proposals in which such member or his/her related person has an interest contrary to or possibly contrary to the interests of the Company. A member of the Board shall not be included in the minimum number of attendees required to be present in order to hold a meeting of the Board regarding resolutions on which such member does not have the right to vote;

- c. When an issue arises at a meeting of the Board pursuant to clause 9(d) of this Article regarding the level of interest of a member of the Board or relating to the voting right of a member, which is not resolved by such member of the Board voluntarily waiving his/her voting right, such issue shall be referred to the chairman of the meeting whose decision in relation to other members of the Board shall be final, except where the nature or scope of the interest of the relevant members of the Board has not been properly announced;
- d. Any member of the Board who benefits from one of the contracts stipulated at point a and point b, Clause 4, Article 48 of this Charter shall be considered to have a significant interest in such contract.

10. Disclosure of interest:

Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Company, and where such member is aware that he/she has an interest, shall be required to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time; or such member may disclose the interest at the first meeting of the Board held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

11. Voting by the majority:

The Board of Directors shall pass resolutions and make decisions in compliance with the assent of the majority of attending Board members (more than fifty (50) per cent). In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman shall be decisive.

12. Telephone or collecting written opinions or other forms of meeting:

A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board where all or a number of members are at different places, provided that each attending member is able to:

- a. Listen to other members of the Board expressing their opinions in the meeting;
- b. Express his/her opinions at the same time as other attending members if he/she wishes to do so.

Members may communicate directly via the telephone or by other means of communication or by a combination of such means.

From time to time, the meeting of the Board of Directors may be held by collecting written opinions.

Members of the Board who attend the meeting via telephone conference or sending opinions in written within deadline which is set by the Board of Directors shall be deemed present at the meeting of Board of Directors pursuant to the Charter. The

location of the meeting to be held in accordance with this provision shall be the location where the largest number of members of the Board gathers, or if there is no such group of the largest number of members of the Board then the meeting shall be held at the location where the chairman of the meeting is present.

Resolutions which are passed at a meeting duly held and conducted by telephone or collecting written opinions shall take effect immediately after the end of the meeting or receiving opinions of the members of Board within the deadline, but must be confirmed by the signatures of all attending members of the Board in minutes of such meeting.

13. Written resolutions:

A written resolution must bear the signatures of all the following members of the Board of Directors:

- a. The members with the right to vote on such resolution at a meeting of the Board of Directors;
- b. The number of members present must not have been less than the minimum number of members stipulated as necessary to conduct a meeting of the Board of Directors.

A resolution of this kind shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting which is convened and held in accordance with the normal procedure. A written resolution may be passed by using a number of copies of the same document so long as each copy bears the signature of at least one member.

14. Minutes of the meetings of Board of Directors:

The Minutes of the meetings of Board of Directors must be in writing and may be in sound recording, or recorded and archived in other electrical form at the Company's Head Office. The Chairman of the Board of Directors shall be responsible to deliver minutes of Board meetings to Board members, and such minutes shall be deemed a bona fide record at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the Board of Directors must be prepared in Vietnamese and English, and must bear full names and the signatures of all the attending Board members; the person writing the minutes and the chairman. The person writing the minutes and the chairman of a meeting are jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. Where the Board resolution was passed in accordance with the law, but there is a member refuses to sign on the minutes of the meeting then his/her signature certifying that he/she attends at the meeting shall be considered his/her signature in the minutes of the meeting.

15. Sub-committees of the Board of Directors:

The Board of Directors may establish sub-committees and authorize them to act pursuant to the authority of the Board. Membership of a sub-committee may consist of one or more members of the Board of Directors and one or more non-board members

pursuant to a decision of the Board. During the course of performance of authorized powers, the sub-committees must comply with the rules stipulated by the Board. Such rules may regulate or permit the admission of additional persons being non-board members to the sub-committees and may permit such persons to vote in their capacity as members of the sub-committees, but (a) the number of non-board members must be less than half the total number of members of the sub-committee, and (b) resolutions of the sub-committee shall only take effect when the majority of members attending and voting at a meeting of the sub-committee are members of the Board.

16. Legal effect of actions:

Actions taken to implement resolutions of the Board of Directors, of sub-committees under the Board of Directors, or of a person with membership on a sub-committee under the Board of Directors shall be deemed to be legally effective even when there may have been an error in the election and appointment of a member to the sub-committee or to the Board of Directors.

Article 40: Internal Audit Department and Risk Management Department of the Board of Directors

1. Internal Audit department performs their functions on the principles of independence, honesty, objectivity and confidentiality. The functions and specific tasks of the Internal Audit department are as follows:
 - a. To make an independent assessment of the suitability and compliance with regulations and the laws, the Charter, the resolutions of the General Meeting of Shareholders and the Board of Directors;
 - b. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal control system under the Management Team in order to improve this system;
 - c. To assess the compliance of business operations with internal policies and procedures;
 - d. To advise on drafting internal policies and procedures;
 - e. To assess on compliance with the laws, to control measures to ensure the safety of property;
 - f. To assess internal controls via financial information and business operations;
 - g. To assess the process of determination, assessment and management of business risks;
 - h. To assess the effectiveness of activities;
 - i. To assess compliance with contractual commitments;
 - j. To control information technology system;

- k. To investigate Company's internal violations;
- l. To perform Internal Control of the Company;
- 2. Functions and principles of operation of the Risk Management Department:
 - a. To regulate on policies, risk management strategy; risk assessment standards; overall risk exposure of the Company and each department in the Company;
 - b. To assess independently on the suitability and compliance with policies and risks procedures established in the Company;
 - c. To inspect, review and assess the adequacy, efficiency and effectiveness of the risk management system under the Management Team in order to improve this system;
- 3. Requirements applicable to the personnel of the Internal Audit Department:
 - a. Not ever been sanctioned fines or more for violations in the field of securities, banking or insurance within the latest five (05) years from their appointment;
 - b. Head of Internal Audit Department must have expertise in law, accounting and auditing; having enough experience, reputation, authority to effectively perform their assigned tasks;
 - c. Not being related to head of departments, professionals, General Director, Deputy General Director, Branch Managers of the Company;
 - d. Having certificate on fundamental issues on securities and securities markets and certificate on securities and securities markets or securities practicing certificate;
 - e. Not concurrently hold any other jobs in the Company.

CHAPTER IX. MANAGEMENT TEAM, GENERAL DIRECTOR, MANAGERS AND SECRETARY OF THE COMPANY

Article 41: Organization structure

The Company shall create a management system which is held responsible to the Board of Directors and under the leadership of the Board of Directors. The Company shall have a General Director, a (or a number of) deputy General Director(s) and a chief accountant appointed by the Board of Directors. The appointment and dismissal of these positions must be done via a duly approved resolution of the Board of Directors.

Article 42: Composition, duties and powers of the Management Team

1. Composition of the Management Team of the Company include: General Director and Deputy General Directors.
2. Members of the Management Team are appointed or hired by the Board of Directors. The term of members of the Management Team is three (03) years. Number of members of the Management Team simultaneously being a member of the Board of Directors must be less than 2/3 of the total number of seats in the Board of Directors.
3. The Management Team shall establish and maintain a system of risk management, including procedures, apparatus and personnel to ensure the prevention of the risks that may affect the interests of the Company and its customers; establish and maintain a system of internal control, including organizational structure, independent and specialized personnel, procedures, internal regulations apply to all locations, units, departments and operation of the Company to ensure compliance with the law.
4. Management Team must regulate regulations for the Board of Directors' approval; working regulations must at least include the following basic contents:
 - a. Responsibilities and specific tasks of members of the Management Team;
 - b. Sequences and procedures for organizing and participating in meetings;
 - c. Responsibilities of report of the Management Team to the Board of Directors, the Board of Inspection Committee.
5. During the implementation of their duties, the members of the Management Team shall have the following obligations and rights:
 - a. Obligations of members of the Management Team:
 - i. Implementing the powers and duties assigned in accordance with the provisions of Law on Enterprise, Law on Securities, related laws, the Charter, Decision of the General Meeting of Shareholders and the Board of Directors;
 - ii. Implementing the powers and duties assigned honestly and carefully to ensure utmost legal interests of the Company and its shareholders;
 - iii. Being loyal to the interests of the Company and its shareholders; not using information, business knowhow, business opportunities of the Company, to abuse their position and assets of the Company for personal benefit or for the benefit of other organizations and individuals;
 - iv. Reporting timely, completely and exactly to the Company on the business that the members of the Management Team and their related persons owned or have shares, shares of voting right. This announcement shall be listed at the Head Office and branches of the Company;
 - v. Disclosing interest and related persons in accordance with law;

- vi. Members of the Management Team shall not be entitled to pay-rise, bonus when the Company does not full payment of due debts;
 - vii. Other duties as prescribed by law and this Charter.
- b. Rights of members of the Management Team:
- i. Members of the Management Team are entitled to remuneration, salary, bonuses in accordance with business results and effectiveness. Salary of members of the Management Team shall be decided by the Board of Directors;
 - ii. Remuneration and salary of members of the Management Team is included in the operational cost of the Company in accordance with the law on corporation income tax and must be shown as a separate item in the annual financial statements of the Company, must be reported to the General Meeting of Shareholders at the annual meetings.

Article 43: Managers

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company shall be entitled to employ a number of and types of managers needed or in compliance with the management structure and practice of the Company as proposed by the Board of Directors from time to time. Managers must be diligent as required in order for the Company to achieve the stated objectives of its operation and organization.
2. Salary, remuneration, benefits and other terms stated in the labour contract signed with the General Director shall be decided by the Board of Directors. Labour contracts signed with managers shall be decided by the Board of Directors after consulting with the General Director.

Article 44: Appointment, removal, duties and powers of the General Director

1. Appointment: The Board of Directors shall appoint a member of the Board or shall hire another person to be the General Director and shall enter into a contract stipulating the salary, remuneration, benefits and other terms relating to the employment. Information about salary, allowances and benefits of the General Director must be reported at the annual General Meeting of Shareholders and must be reflected in the annual report of the Company.
2. Term of office:

The term of office of a General Director shall be three (3) years except otherwise stipulated by the Board, and he/she may be re-appointed. The appointment may cease its affect void pursuant to terms in the labour contract. General Director may not be a person prohibited by law from holding such position such as a minor, a person lacking capacity for civil acts, a person sentenced to imprisonment or serving a prison sentence,

an officer of the armed forces, a State official or a person against whom a verdict states that he/she has caused the company he/she managed go bankrupt.

3. Powers and duties of General Director:

- a. To implement resolutions of the Board of Directors and of the General Meeting of Shareholders, and the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
- b. To make decisions on all issues which do not require a resolution of the Board of Directors including the signing of financial and commercial contracts on behalf of the Company, and on the organization and management of day-to-day business and production activities of the Company in accordance with best management practices;
- c. To appoint, remove and discharge managerial positions in the Company, except for those under the scope of authority of the Board of Directors;
- d. To recruit employees;
- e. To make recommendations on the number and category of managers the Company needs to employ in order for the Board of Directors to appoint or dismiss when necessary for the purpose of effectively implementing activities and effectively apply the managerial structure proposed by the Board; and to provide advice to the Board so that it may decide the salary, remuneration, benefits and other terms for managers in their labour contracts;
- f. To consult with the Board in order to make decision on the number of employees, on their salary, allowances, benefits, appointment and dismissal and other terms relating to their labour contracts;
- g. Before 31st December each year, the General Director must submit a detailed business plan for the next fiscal year to the Board of Directors for its approval on the basis of satisfying the appropriate requirements of the budget;
- h. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
- i. To propose measures to improve the operation and management of the Company;
- j. To prepare long term, annual and monthly estimates of the Company (hereinafter referred to as an estimate) for the long term, annual and monthly management activities of the Company in accordance with the business plan. The annual estimated budget (including the forecast balance sheet, report on business and production activities and cash flow report) for each fiscal year must be submitted to the Board of Directors for its approval and must comprise information as stipulated in the regulations of the Company;

- k. To carry out other activities in accordance with the Charter, the regulations of the Company, the resolutions of the Board of Directors, the labour contract of the General Director, and the law.

4. Reporting to the Board of Directors and shareholders:

The General Director shall be held responsible before the Board of Directors and the General Meeting of Shareholders for implementation of his/her assigned duties and powers, and must report on such implementation to such authorities upon their request.

5. Removal:

The Board of Directors may remove the General Director under the following circumstances:

- a. When two-thirds or more of the members of the Board vote to agree on such removal (not counting the vote of such General Director) and may appoint a new General Director for replacement. The removed General Director shall have the right to object to such removal at the next General Meeting of Shareholders.
- b. The General Director no longer meets the requirement of position of the General Director under the law.
- c. The General Director submits a letter of resignation.

Article 45: Secretary of the Company

The Board of Directors shall appoint one (or more) person(s) as secretary of the Company with a term of office and other terms as decided by the Board of Directors. The Board of Directors may remove the secretary of the Company when necessary but not contrary to the applicable law on labour. The Board of Directors may also appoint one or more assistants to the secretary of the Company from time to time. The role and duties of the secretary of the Company shall comprise:

1. Organizing meetings of the Board of Directors, of the Board of Inspection Committee and of the General Meeting of Shareholders in accordance with orders from the Chairman of the Board or the Board of Inspection Committee;
2. Preparing minutes of meetings;
3. Providing advice on procedures for meetings;
4. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board and the Board of Inspection Committee.
5. The secretary of the Company shall be responsible to keep information confidential in accordance with law and the Charter.

Article 46: Internal Control Department and Risk Management Department under the Management Team

1. Internal control is responsible for control the compliance with the following contents:
 - a. To inspect, monitor the compliance with legal regulations, the charter, decision of the General Meeting of Shareholders, decision of the Board, regulations, business procedures, risk management procedures of the Company, of the relevant departments and of persons practicing securities in the Company;
 - b. To monitor the implementation of internal regulations, the potential conflict of interest internally, especially for the business activities of the Company and the transactions of employees of the Company; to monitor the performance of the responsibility of the employees in the Company, performance of the responsibility of partner with regard to authorized activities.
 - c. To check the contents and monitor the implementation of the rules of professional ethics;
 - d. To monitor the calculation and compliance with regulations on financial security;
 - e. Separation of customer assets;
 - f. Preservation and storage of customer assets;
 - g. Control the compliance with provisions of law on the prevention of money laundering;
 - h. Other contents assigned by General Director.
2. Requirements for personnel of Internal Control Department:
 - a. Head of internal control must have expertise on law, accounting and auditing; having enough experience, reputation, authority to effectively execute their assigned tasks;
 - b. Not being a person related to the heads of professional departments, persons performing professional works, General Director, Deputy General Director, Branch's Director in securities company;
 - c. Having certificate on fundamental issues on securities and securities markets and certificate on securities and securities markets or securities practicing certificate;
 - d. Not concurrently hold other position in the Company;
3. Duties of the risk management system:

- a. Determination of policy implementation and the level of risk acceptance of the Company;
- b. Determination of the risks of the Company;
- c. Measurement of risks;
- d. Monitoring, prevention, detection and treatment of risks.

**CHAPTER X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF BOARD OF INSPECTION COMMITTEE COMMITTEE, GENERAL
DIRECTOR AND MANAGERS**

Article 47: Prudence duty of members of the Board of Directors, members of Board of Committee, the General Director and managers

Member of the Board of Directors, members of Board of Inspection Committee, the General Director and the authorized managers shall be responsible to perform his/her duties, including duties in the capacity of a member of a sub-committee of the Board in a truthful manner, a manner which he/she believes to be in the best interests of the Company, and with the degree of prudence which a prudent person usually possesses in order to perform a similar position in similar circumstances.

Article 48: Integrity duty and avoidance of conflict of interests

1. Members of the Board of Directors, members of Board of Inspection Committee, the General Director and managers shall declare their relevant interests under the Law on Enterprise and other relevant laws.
2. Members of the Board of Directors, members of Board of Inspection Committee, the General Director and managers shall not be permitted to use business opportunities profitable to the Company for personal purposes; and shall not be permitted to use information obtained by virtue of their position for their personal benefit or for the benefit of other individuals or institutions.
3. Members of the Board of Directors, members of Board of Inspection Committee, the General Director and managers are obliged to notify the Board of Directors of the transaction between them or their related person and the Company, subsidiary company, company controlled by the Company under law. Within 24 hours, the Company must disclose the resolution, in which the Meeting of Shareholder or the Board of Directors approve the mentioned transaction, on its website and reports to SSC.
4. Members of the Board of Directors are prohibited from voting on transaction in which they or their related persons involved, including transactions in which their benefit is undefined. Those transactions must be included in the Company's Annual Report.
5. Members of the Board of Directors, members of Board of Inspection Committee, the General Director and managers are prohibited from using undisclosed information of the Company or disclosing to others to conduct any relevant transaction.

6. Members of the Board of Directors and the General Director must, if performing any form of work within the scope of business operations of the Company on behalf of himself or herself or on behalf of others, report the nature and content of that work to the Board of Directors, Board of Inspection Committee. They shall only be permitted to perform this work if the majority of the remaining members of the Board of Directors approve; if the work is performed without reporting or without the approval from the Board of Directors all income arising from such activity shall belong to the Company.
7. Members of the Board of Directors, members of Board of Inspection Committee, the General Director and managers shall be obliged to notify the Board of Directors of any interests which may conflict with the interests of the Company and which they may be entitled to via other legal entity or transactions or persons. The above-mentioned persons shall only be permitted to use such opportunities when the members of the Board of Directors who do not have related interests have decided not to investigate such issue.
8. The Company shall not be permitted to provide loans, guarantees or credit to members of the Board of Directors, members of Board of Inspection Committee, the General Director, to managers and relevant persons of members above, or to legal entities in which the above-mentioned persons have a financial interest, unless otherwise decided by the General Meeting of Shareholders.
9. A contract or transaction between the Company and one or more members of the Board of Directors, members of Board of Inspection Committee, the General Director, a manager or his/her related person or a company, partner, association or organization of which one or more members of the Board of Directors or a manager or his/her related person is a member or has related financial interests shall not be void due in the following circumstances:
 - a. With respect to a contract valued at twenty (20) per cent or less of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction and the relationship and interests of the manager or member of the Board were reported to the Board or to the relevant sub-committee; and at the same time, the Board or such sub-committee honestly permitted the contract or transaction to be executed on the basis of the majority of votes of members of the Board without any related interest; or
 - b. With respect to a contract valued at twenty (20) per cent or more of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction and the relationship and interests of the manager or member of the Board were reported to the shareholders without any related interests and with the right to vote on such issue, and such shareholders voted in favour of such contract or transaction;
 - c. An independent consultancy organization finds such contract or transaction fair and reasonable in all respects involving the shareholders of the Company at the time when such contract or transaction is permitted to be executed, or is passed or approved by the Board, a sub-committee under the Board, or the shareholders.

10. Members of the Board of Directors, members of Board of Inspection Committee, the General Director, and any manager or his/her related person shall not be permitted to purchase, sell or transact shares of the Company or its subsidiary in any form at the time they obtain certain information that the price of such shares will be affected, and when other shareholders are unaware of such information.
11. The Company needs to apply necessary measures to prevent shareholder or related person from conducting transaction which causes the loss of capital, assets or other resources of the Company. The Company is prohibited from releasing loan or guarantying loan for shareholder or related person.

Article 49: Liability for loss, and compensation

1. Liability for loss:

Any member of the Board of Directors, members of Board of Inspection Committee, the General Director or any manager who breaches the obligation to act honestly or who fails to fulfil his/her obligations carefully, diligently and professionally shall be liable for any loss caused by such breach.

2. Compensation:

The Company shall pay compensation to a person who has been, is or is likely to become a party involved in a claim, suit or legal proceeding which has been, is or is likely to be conducted, whether or not it is a civil or administrative case, (but excluding a lawsuit conducted by the Company or initiated by the Company within its powers) where such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company (or its subsidiary), or such person was or is doing things at the request of the Company (or its subsidiary) in the capacity as a member of the Board of Directors, a manager, an employee or as an authorized representative of another company, partner, joint venture, trust or legal entity. Costs to be paid as compensation shall comprise all costs arising (including costs to hire a lawyer), costs of the judgment, penalties, amounts payable and actually arising or amounts deemed reasonable during the resolution of the case within the framework permitted by law, provided that such person has acted honestly, carefully, diligently and professionally in a manner which such person believed was in the interests or not contrary to the best interests of the Company, and on the basis of compliance with law and on condition that there is no discovery or confirmation that such person breached his/her obligations. The Company shall be entitled to purchase insurance for the above-mentioned persons in order to avoid having to pay such compensation itself.

CHAPTER XI. BOARD OF INSPECTION COMMITTEE

Article 50: Members of the Board of Inspection Committee

1. The Board of Inspection Committee shall be required to have from three (3) to five (5) members. At least one member of the Board of Inspection Committee must be an accounting-financial expert. Such member must not be staff in the accounting-finance department of the Company and must not be a member or staff of the independent

auditor which is auditing the financial statements of the Company. The member of Board of Inspection Committee must appoint a member as the head of the Board of Inspection Committee in majority basis.

2. The head of the Board of Inspection Committee shall have the following rights and responsibilities:
 - a. To convene meetings of the Board of Inspection Committee and to act as the head of the Board of Inspection Committee;
 - b. To request the Company to provide relevant information in order to report to members of the Board of Inspection Committee;
 - c. To prepare and sign reports of the Board of Inspection Committee after consulting the Board of Directors, and to submit the same to the General Meeting of Shareholders.
3. A shareholder who holds shares with voting rights for a consecutive period of at least six (6) months can gather votes to nominate candidates to be member of Board of Inspection Committee. A shareholder or group of shareholders which hold from 5% to less than 10% of the shares with voting rights to nominate a maximum of one (01) candidate; from 10% to less than 30% to nominate a maximum of two (02) candidates; from 30% to less than 40% to nominate a maximum of three (03) candidates; from 40% to less than 50% to nominate a maximum of four (04) candidates; ranging from 50% to less than 60% to nominate a maximum of five (05) candidates.
4. More than half of the members of the Inspection Committee must reside permanently in Vietnam.
5. In case the term of office of inspectors expires at the same time and new inspectors have not been elected, the expired inspectors shall retain its rights and obligations until inspectors of the new term of office are elected and take over the duties.
6. Members of the Board of Inspection Committee shall be appointed by the General Meeting of Shareholders; the term of office of the Board of Inspection Committee shall not be more than three (03) years; and members of the Board of Inspection Committee may be re-appointed with an unlimited number of terms.
7. The membership of a member of the Board of Inspection Committee shall be terminated in the following cases:
 - a. Such member is prohibited from being a member of the Board of Inspection Committee by law;
 - b. Such member resigns by sending a written notice to Head Office of the Company and received approval;
 - c. Such member suffers a mental disorder and other members of the Board of Inspection Committee have expert evidence that such member has lost his/her capacity for civil acts;

- d. Such member is absent from the meetings of the Board of Inspection Committee for a consecutive period of six (6) months, and the Board of Inspection Committee did not allow such member to be absent within such period and has decided that the position of such member is vacated; except for event of force majeure;
- e. Such member is dismissed from the Board of Inspection Committee by a decision of the General Meeting of Shareholders.

Article 51: The Board of Inspection Committee

1. The Company shall be required to have a Board of Inspection Committee which shall have the powers and responsibilities stipulated in Article 165 of the Law on Enterprises and in the Charter, which shall be mainly the following powers and responsibilities:
 - a. To supervise the Board of Directors and the General Director Board with respect to management and administration of the Company;
 - b. To inspect the reasonableness, legality, truthfulness and prudence in to management and administration of business activities; and the systematic nature, consistency and appropriateness of statistic and accounting work and preparation of financial statements;
 - c. To evaluate the completeness, lawfulness and truthfulness of reports on business, half-yearly and annual financial statements and reports on evaluation of the management of the Board of Directors; and to submit evaluation reports at annual meetings of the General Meeting of Shareholders.
 - d. To review, inspect and evaluate the effectiveness and efficiency of systems of internal control, internal audit, risk management and early warning of the Company.
 - e. To review books of account, records of accounts and other documents of the company, and the management and administration of the operations of the company if deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or as requested by a shareholder or group of shareholders as stipulated in Charter.
 - f. To recommend to the Board of Directors or the General Meeting of Shareholders any changes and improvements in the organizational and management structure, supervision and administration of the business operations of the company.
 - g. Upon discovery of a member of the Board of Directors or General Director who is in breach of law, to give immediate written notice to the Board of Directors and request the person in breach to cease the breach and take measures to remedy any consequences.
 - h. Upon discovery of breach of law, the Charter of a member of the Board of Directors, General Director that results in the violation of the rights and interest

of the Company, shareholders or customer, the Board of Inspection Committee is responsible for requesting an explanation from the violator within limited time or requesting to convene a General Meeting of Shareholder for further measures. For breach of law, the Board of Inspection Committee must report in writing to the SSC within seven (07) working days as of the date of discovering the violation.

- i. To have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders and of the Board of Directors and other meetings of the Company.
- j. To use an independent consultant or the internal audit department of the company to perform the assigned duties.
- k. The Board of Inspection Committee may refer the Board of Directors' opinions before submitting reports, conclusion and recommendation to the General Meeting of Shareholders.
- l. To propose the selection of an independent auditor, fees for auditing and all issues relating to withdrawal by or removal of the independent auditor;
- m. To discuss the nature and scope of auditing with an independent auditor before auditing work commences;
- n. To consult independent professional or legal consultants, and to ensure that external experts with appropriate professional qualifications and experience participate in the work of the Company when considered necessary;
- o. To inspect the annual, semi-annual and quarterly financial statements;
- p. To discuss difficulties and outstanding issues discovered in the mid-term or final-term audit results as well as issues which the independent auditor wishes to discuss;
- q. To review the management letter of the independent auditor and feedback from the Company's managing board;
- r. To review reports of the Company on the internal control system before they are approved by the Board of Directors; and
- s. To review the results of internal inspection of the Board of Inspection Committee and feedback from the Company's executives.
- t. Upon request to inspect of a shareholder or group of shareholders regulated at Point g, Clause 2, Article 25 of this Charter, the Board of Inspection Committee must make the Inspection Committee within seven (07) working days from the date of requirement receipt. Within fifteen (15) days from the end of the test, the Board of Inspection Committee must explain the problems required to the Board of Directors and a shareholder or group of shareholders which made the request. The checking of the Board of Inspection Committee specified in this

clause does not obstruct the normal operation of the Board and shall not obstruct business activities of the Company;

- u. Upon initiated lawsuits requested by a shareholder or group of shareholders at Point h, Clause 2, Article 19, the Board of Inspection Committee must answer in writing confirmation of receipt of the initiated lawsuits requested and carry out the lawsuit initiation procedures as requested by shareholders within fifteen (15) days from the date of receipt of the lawsuit initiation request.
 - v. In case members of the Board of Directors or the Management Team of the Company seriously violate the provisions of law, Board of Inspection Committee must directly report to the State Securities Commission in writing within seven (07) working days from the date of discovery of the violation.
 - w. Other rights as provided in resolution of the General Meeting of Shareholders.
2. Members of the Board of Directors, the General Director and managers shall be required to provide all information and documents relating to the operation of the Company at the request of the Board of Inspection Committee. The secretary of the Company must ensure that all copies of financial and other information provided to members of the Board of Directors and copies of minutes of meetings of the Board are also provided to members of the Board of Inspection Committee at the same time as they are provided to the Board of Directors.
 3. The Board of Inspection Committee may issue rules on meetings of the Board of Inspection Committee and the manner in which the Board of Inspection Committee operates, after consulting the Board of Directors. The Board of Inspection Committee must meet at least twice each year and the minimum number of members attending a meeting must be two (2).
 4. Total remuneration for the members of the Board of Inspection Committee shall be decided by the General Meeting of Shareholders. The members of the Board of Inspection Committee shall be entitled to reimbursement of reasonable travel, hotel and other costs arising from or in connection with business activities of the Company.
 5. Board of Inspection Committee must issue the regulations on Committee its operation, procedures and how to organize a meeting of the Board of Inspection Committee.
 6. Responsibilities of member of the Board of Inspection Committee:
 - a. Abiding to the law, the Charter, the decision of the General Meeting of Shareholders and professional ethic in undertaking assignments;
 - b. Undertaking assignment with caution, honesty for the Company's legitimate interest;
 - c. Being loyal to the interest of the Company and shareholders; not using information, business secret, business opportunity, assets of the Company, or to abuse their position and powers for their personal benefit or for the benefit of other organizations or individuals;

- d. Other obligations under the law and the Charter.
7. If a member of the Board of Inspection Committee violates Clause 6 of this Article causing loss to the company or to other persons, inspectors must bear personal or joint responsibility for compensation of such loss. All income and other benefits which an inspector gains must be returned to the Company.
8. Where it is discovered that an inspector commits a breach during the exercise of delegated rights and obligations, the Board of Directors must notify to the Board of Inspection Committee in writing, requesting the person in breach to cease the breach and take measures to remedy any consequences.

Article 52: Standards and conditions of members of the Board of Inspection Committee

1. Having enough civil capacity and not belong to the entities whom are prohibited from establishing and managing enterprises in accordance with Law on Enterprise.
2. Not hold management positions in the Company, not being the spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling of any member of the Board of Directors, the director or general director or other managers.
3. Head of the Board of Inspection Committee is not simultaneously a member of the Board of Inspection Committee, the manager of other securities companies. The head of the Board of Inspection Committee must be a professional accountant or auditor and must work full-time except in case the charter of the company provides for any other higher standards.
4. Have professional qualifications on securities and securities markets; have professional qualifications or experience in accounting, auditing or professional qualifications, and experience in the finance, banking sector.

CHAPTER XII. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 53: Right to investigate books and records

1. A shareholder or group of shareholders as referred to in Article 32.2 and in Article 50.3 of the Charter shall have the right to send directly, or send via their lawyer or proxy, a written request to inspect the list of shareholders and minutes of meetings of the General Meeting of Shareholders and to copy or extract such records during office hours at the Head Office of the Company. Such request for the Board of Inspection Committee by a lawyer representing a shareholder or by another authorized representative of the shareholder must be accompanied by a power of attorney or a notarized copy of the relevant power of attorney.
2. Members of the Board of Directors, members of the Board of Inspection Committee and the General Director shall be entitled to inspect the register of shareholders of the Company, the list of shareholders and other books and documents of the Company concerning their positions in the Company, provided that such information is kept

confidential.

3. Managers may have a look at the documents of the Company only for the purpose in relation to their positions in the Company provided that such information is kept confidential.
4. The Company shall be required to archive the Charter, amendments of and additions to the Charter, the License of Establishment & Operation, any rules, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Inspection Committee, annual financial statements, accounting books and any other documents in accordance with law at the Head Office or other location, provided that the shareholders and the business registration institutions have been notified of the location where such documents are kept.
5. Shareholders shall be entitled to be given a free copy of the Charter by the Company. If the Company has a website, the Charter must be announced on such website.

CHAPTER XIII. STAFF AND THE TRADE UNION

Article 54: Staff and the Trade Union

The General Director must prepare a plan in order for the Board of Directors to approve issues relating to recruitment, labour, compulsory termination of employment, salary, social insurance, welfare, rewards and discipline applicable to managers and employees as well as regarding the relationship between the Company with accredited trade unions in accordance with the best management standards, the practices and policies stipulated in the Charter, the regulations of the Company, and the applicable laws.

CHAPTER XIV. DISTRIBUTION OF PROFIT

Article 55: Dividends

1. In accordance with a decision of the General Meeting of Shareholders and the laws, dividends shall be announced and paid from profit retained by the Company but shall not exceed the level proposed by the Board of Directors after having consulted shareholders at the General Meeting of Shareholders.
2. The Board of Directors may decide, in accordance with the Law on Enterprise, a mid-term payment of dividends when such payment is considered to conform to the profitability of the Company.
3. The Company shall not pay interest on dividends or on [other] sums paid on any class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by specific assets (such as fully paid shares or bonds issued by other companies), and the Board of Directors shall be the body implementing such resolution.
5. When payment of dividends or other sums paid on any class of shares is made in cash,

the Company must make payment in Vietnamese dong and may make payment by check or money order posted to the registered address of any beneficiary shareholder; if any risk arises (out of the registered address of a shareholder) then such shareholder shall be responsible for such risk. In addition, the amount used to pay dividends or [other] sums paid on any class of shares may be paid by bank transfer if the Company has bank details so as to directly transfer payment to such shareholder's bank account. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount which it so transferred to the shareholder. Payment of dividends on shares listed on the Stock Exchange/Securities Trading Centre may be made via a securities company or Depository Centre.

6. The Board of Directors may decide and announce that owners of ordinary shares shall be entitled to receive dividends by ordinary shares instead of cash dividends, if the General Meeting of Shareholders so approves. Additional shares used to pay such dividends shall be recorded as shares the purchase price of which has been fully paid, on the basis that the value of shares received in lieu of dividends corresponds to the cash amount for payment of dividends.
7. The Board of Directors may approve a resolution which stipulates a specific date as the closing date of the business operational register of the Company, based on the Law on Enterprise, Law on Securities. On such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receipt of dividends, interest, distribution of profit, and receipt of share certificates, notices or other documents.
8. Company may only distribute profits to the ordinary shareholders when the Company has profit and has fulfilled payment of tax obligations and other financial obligations in accordance with the law, at the same time ensuring payment of due debts and other asset obligations after distribution of profits.
9. Other issues relating to distribution of profit shall be implemented in accordance with the laws.

CHAPTER XV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 56: Bank accounts

1. The Company shall open a bank account at a Vietnamese bank or foreign bank authorized to operate in Vietnam.
2. The Company may, where necessary and with prior approval of the competent body, open a bank account in a foreign country in accordance with the laws.
3. The Company shall conduct payment and accounting transactions via its Vietnamese dong account or foreign currency account at the bank where it opens such account.

Article 57: Reserve fund to supplement charter capital

Each year the Company shall take an amount from its after-tax profit and transfer it into a reserve fund to supplement charter capital in accordance with law. Such amount shall not exceed five (5) per cent of the after-tax profit of the Company and shall be taken until the reserve fund is equivalent to one hundred (100) per cent of the charter capital of the Company.

Article 58: Fiscal year

1. The fiscal year of the Company shall commence from the 1st January each year and shall end on the 31st December in the same calendar year.
2. The first fiscal year of the Company shall commence from the date of establishment and end on the 31st December of the same year. If the first fiscal year of the Company is less than four (04) months, the financial statement thereof shall be conjointly audited with the financial statement of the subsequent year.

Article 59: Accounting system

1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese and English. The Company shall archive the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use Vietnamese dong as the currency in accounting.

Article 60: Resolve the losses in business

The previous year's losses will be resolved in the next year if the Company has profit.

CHAPTER XVI. ANNUAL STATEMENTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT

Article 61: Annual, semi-annual and quarterly statements

1. The Company shall prepare annual financial statements in accordance with the laws and the regulations of the State Securities Commission, and such statements must be audited in accordance with Article 70 of the Charter. Within a time-limit of ninety (90) days from the end of each fiscal year, the annual financial statements must be submitted to the authorized tax authority, the State Securities Commission, the Stock Exchange and the business registration body.
2. Annual financial statement, report of liquid capital ratio at 31st December, half-year financial statement, report of liquid capital ratio at 30th June of the Company must be audited by an independence audit organization under regulation.
3. Independence audit organization and its employees must be approved by the SSC

before auditing. The annual General Meeting of Shareholders appoints an independence audit company or passes a list of independence audit company, and authorizes the Board of Directors to choose a company on the list thereof to audit the Company in the subsequent fiscal year in accordance with the term and condition agreed with the Board of Directors. In the same fiscal year, the Company is not allowed to change the approved audit organization, except where mother company changes the audit organization that have been approved or accredited audit organization is suspended or removed its accreditation for auditing.

4. Annual financial statements must contain a report on the results of business and production activities which reflects in a truthful and objective manner the profit and loss of the Company in the fiscal year, a balance sheet which reflects truthfully and objectively the activities of the Company as at the time of preparation of the statement, a cash flow report and explanatory notes to the financial statements. If the Company is a parent company, a consolidated balance sheet on the operation of the Company and its subsidiaries as at the end of each fiscal year must also be included in addition to the annual financial statements.
5. The Company must formulate semi-annual and quarterly statements in accordance with regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange.
6. A summary of the contents of the audited annual financial statements must be sent to all shareholders and announced in one (1) issue being published nationwide. If the Company has its own website, the audited financial statements and the semi-annual and quarterly statements of the Company must be announced on such website.
7. Interested organizations and individuals shall be entitled to inspect or copy the audited annual financial statements and the semi-annual and quarterly statements during business hours of the Company at its Head Office, and shall be required to pay reasonable copying expense.

Article 62: Disclosure of information and public announcement

Annual financial statements and other supporting documents must be disclosed to the public in accordance with regulations of the State Securities Commission and must be submitted to the relevant tax authority and the business registration body in accordance with the Law on Enterprise.

CHAPTER XVII. COMPANY AUDITING

Article 63: Auditing

1. At the annual General Meeting of Shareholders, an independent auditor which legally operates in Vietnam and which is permitted by the State Securities Commission to audit listed companies shall be appointed to carry out the auditing of the Company for the next fiscal year in compliance with the terms and conditions agreed by the Board of Directors.
2. The Company shall be required to prepare and send the annual financial statements to

the independent auditor after the end of a fiscal year.

3. The independent auditor shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit same to the Board of Directors within a period of two (2) months from the end of the fiscal year. The staff of the independent auditor who audits the Company must be approved by the State Securities Commission.
4. A copy of the audit report must be enclosed to the annual financial statements of the Company.
5. The auditor who audits the Company shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive other notices and information which the shareholders are entitled to receive and relating to the General Meeting of Shareholders, and shall be entitled to express his/her opinions about issues relating to auditing.

CHAPTER XVIII. SEAL

Article 64: Seal

1. The Board of Directors shall make a decision to approve the form, numbers and content of official seal of the Company and such seal must be engraved in accordance with law.
2. The Board of Directors and the General Director shall use and manage the seal in accordance with the applicable law.

CHAPTER XIX. TERMINATION OF OPERATION AND LIQUIDATION

Article 65: Termination of operation

1. The Company may be dissolved or terminated in the following cases:
 - a. The operation duration of the Company expires, including after any extension;
 - b. A court declares the Company bankrupt in accordance with the applicable law;
 - c. The General Meeting of Shareholders makes a decision on early dissolution;
 - d. Other cases as stipulated by law.
2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be reported to, or must be approved by (if so required by law) the competent body in accordance with regulations.

Article 66: Cases of deadlock between members of the Board of Directors and shareholders

Unless stipulated otherwise in this Charter, shareholders holding half of the currently circulating shares with rights to vote in the election of members to the Board of Directors shall

have the right to lodge a petition with a court requesting dissolution on one or more of the following grounds:

1. Members of the Board of Directors failed to uniformly administer the work of the Company, resulting in failure to obtain the number of votes required by the regulations to operate the Board of Directors.
2. The shareholders have failed to agree, so that the number of votes required by the regulations cannot be obtained in order to elect members to the Board of Directors.
3. There is internal disagreement within the Company and two or more factions of shareholders are divided so that dissolution is the option in the best interests of all shareholders.

Article 67: Liquidation

1. The Board of Directors must establish a liquidation committee consisting of three (3) members, no less than six (6) months before expiry of the operation duration of the Company or after a decision on dissolution of the Company is made. The General Meeting of Shareholders shall appoint two members to the committee and the Board of Directors shall appoint one member from an independent auditor. The liquidation committee shall formulate its operational rules. Members of the liquidation committee may be selected from the employees of the Company or they may be independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The liquidation committee shall be responsible to report its date of establishment and date of commencement of operation to the business registration body. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before a court and administrative bodies.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - a. Expenses of liquidation;
 - b. Wages and insurance costs for employees;
 - c. Taxes and other payments of a tax nature which the Company must pay to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. After all the debts in items (a) to (e) above have been paid; the balance shall be distributed to shareholders. Preference shares shall be paid in priority.

Article 68: Bankruptcy

The bankruptcy of the Company shall comply with the provisions of the law on bankruptcy of enterprises operate in the finance and banking sector.

CHAPTER XX. INTERNAL DISPUTE RESOLUTION

Article 69: Internal dispute resolution

1. Where a dispute or a complaint relating to the operation of the Company or to the rights of shareholders arising out of the Charter or out of any rights or obligations stipulated in the Law on Enterprise, in other laws or administrative regulations between:
 - a. A shareholder with the Company; or
 - b. A shareholder with the Board of Directors, the Board of Inspection Committee, the General Director or a senior manager; or
 - c. Customer or other relevant partners of the Company.

The relevant parties shall attempt to resolve such dispute by way of negotiation and conciliation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the real issues in the dispute within a period of five (5) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Chairman to appoint an independent expert who shall act as arbitrator during the course of resolution of the dispute.

2. If a decision on reconciliation is not made within a time-limit of six (6) weeks from the beginning of the reconciliation process or if the decision of the reconciling medium is not accepted by the parties, then any party may take such dispute to the economic arbitration or to the competent court in Viet Nam.
3. The parties shall bear all costs relating to the procedures for negotiation and conciliation. The court shall decide which party is to bear the costs of the court.

Article 70: The transactions which require approval

1. Contract, transaction between the Company and the following subjects must be approved by the General Meeting of Shareholders or the Board of Directors:
 - a. Shareholders, authorized representatives of the shareholders who hold more than ten percent (10%) of the total number of ordinary shares of the Company and their related persons;
 - b. Member of the Board of Directors, the Management Team;
 - c. The relevant persons of members of the Board of Directors, members of the Management Team.

2. The Board of Directors approves the contracts and transactions with value less than thirty five percent (35%) of the total value of assets of the Company recorded in the most recent financial reports. In this case, the legal representative must send the drafted contract or notify the main contents of the transaction to members of the Board of Directors, and list draft contract at the Head Office, branches of the Company. The Board of Directors decides to approve the contract or transaction within fifteen (15) days from the date the contract is listed, the member having related interests do not have voting rights;
3. General Meeting of Shareholders approves the contracts and other transactions, in addition to the cases specified at Point b, Clause 1 of this Article. The Board of Directors submits the draft contract or explains the main contents of transactions at the meeting of General Meeting of Shareholders or gets opinions of shareholders in writing. In this case, the relevant shareholders do not have voting rights. Contract or transaction is approved when the number of shareholders represented for at least sixty-five percent (65%) of the total number of votes remaining agreed.
4. Any contracts and transactions which have been signed or performed without the approval stipulated in Clauses 2 and 3 of this Article, thereby causing loss to the company shall be invalid and dealt with in accordance with law. The person signing the contract, shareholders, members of the Board of Directors or the General Director concerned must be responsible before the law for their action and must return to the company any benefits gained from the performance of such contract and transaction.

Article 71: Voting on performance of the contract with related party

1. When voting to make decisions on implementing related transactions, members of the Board of Directors/ Management Team/ Board of Inspection Committee whom are relating to that transaction will not have voting right.
2. In case, attending members are related persons, do not have voting right so the resolutions on this issue passed when majority of votes of members do not have related interests passed.
3. The contracts or transactions shall become invalid and be treated in accordance with the law when signed or implemented without approval as stipulated under the provisions of this Charter and the relevant law.

CHAPTER XXI. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 72: Supplement and amendment to the Charter

1. Any supplement and amendment to the Charter must be considered and approved by the General Meeting of Shareholders.
2. Where any regulations of law relating to the operation of the Company have not been mentioned in the Charter or where new regulations of law are different from the content of the Charter, such regulations of law shall automatically prevail, and shall regulate the operation of the Company.

