

No.: 006/TT/HĐQT/17

HCMC, 15th March, 2017

TRANSLATION

PROPOSAL NO.006

(Re: Amending and supplementing some articles of Searefico's charter)

To: SEAREFICO ANNUAL GENERAL MEETING OF SHAREHOLDERS

- *Based on Law on Enterprises;*
- *Based on current Searefico's Charter;*

Searefico's Board of Directors has reviewed the Company's Charter to update some contents under the provisions of the Enterprise Law 2014. On that basis, BOD would like to submit the AGM for the approval of amending and supplementing some articles of current Searefico's charter in annex attached to this proposal.

The Company kindly requests for AGM's approval.

**On Behalf of the Board of Directors
CHAIRMAN**

(Signed & Stamped)

Receivers:

- *As above*
- *BOD's filling system*

NGUYEN HUU THINH

APPENDIX

CONTENT OF AMEDMENDING AND SUPPLEMENTIG SOME ARTICLES OF SEAREFICO'S CHARTER

(Enclosed with the 006-TT-HĐQT-17 Proposal of amending and supplementing some articles of SRF's charter)

AMENDMENTS AND SUPPLEMENTS OF THE CHARTER BASED ON LAW ON ENTERPRISE 2014 (LOE)

No. (1)	Related provisions (2)	Provisions of present Charter (3)	Revised of, added to the Charter (4)	Note (5)
1	Article 1. Explanation of terms			
	Clause 1	b/ Charter capital” is the capital contributed by all shareholders and specified in Article 5 of this Charter.	b/ “Charter capital” is the total aggregate par value of shares of all classes which have been sold and specified in Article 5 of this Charter.	Subject to article 111.1 of LOE 2014
		c/ "Law on Enterprises" means the Law on Enterprises No. 60/2005/QH11 passed by the National Assembly on 29 November 2005 and Law on amendment, supplement, replacement of Law on Enterprises (if any) from time to time.	c/"Law on Enterprises" means the Law on Enterprises No. 68/2014/QH13 passed by the National Assembly on 26 November 2014 and Law on amendment, supplement, replacement of Law on Enterprises (if any) from time to time.	Change to the new law on enterprises 2014
2	Article 5. Charter capital, share			
	Clause 6	Any new ordinary shares proposed to be issued shall first be offered to the existing shareholders in proportion to the rate of the ordinary shares held by them respectively in the Company, unless otherwise as decided by the General Meeting of Shareholders. The offer shall be made by notice specifying the	Any new ordinary shares proposed to be issued shall first be offered to the existing shareholders in proportion to the rate of the ordinary shares held by them respectively in the Company, unless otherwise as decided by the General Meeting of Shareholders. The offer shall be made by notice in writing	Subject to article 124 of LOE 2014

		number of shares offered and a reasonable period of time for purchasing registration (not being less than twenty business days or otherwise in accordance with the provisions of the laws). Any shares not accepted pursuant to such offer shall be decided by the Board of Directors. The Board of Directors may allot the same to such persons, on such terms and in such manners as they think fit, provided that such shares shall not be disposed of on terms which are more favorable to the subscriber than that first offered to the existing shareholders unless otherwise as approved by the General Meeting of Shareholders or in the even the shares are sold via the Stock Exchange in the manner of auction.	specifying the number of shares offered and a reasonable period of time for purchasing registration (not being less than twenty business days or otherwise in accordance with the provisions of the laws). The notice must be accompanied by a registration form for share subscription issued by the company Shareholders have the right to transfer their priority right for subscription for shares to other persons Where shareholders and transferees of priority rights for subscription do not register to subscribe for all of the shares intended to be offered for sale, the Board of Directors has the right to sell such remaining shares which may be offered for sale to shareholders of the company or to other persons in a reasonable manner with conditions not more favourable than the conditions offered to shareholders, except where otherwise approved by the General Meeting of Shareholders or where shares are sold through a Stock Exchange.	
	Clause 7	The Company may repurchase its issued shares (including redeemable shares) in any manner as prescribed in this Charter and prevailing law. The shares acquired by the Company shall be retained as treasury stocks and the Board of Directors may offer for sales in any ways in accordance with the provisions of this Charter, the Securities Law and relevant guidelines.	The Company may repurchase not more than 30% its issued shares (including redeemable shares) in any manner as prescribed in this Charter and prevailing law. The shares acquired by the Company shall be retained as treasury stocks and the Board of Directors may offer for sales in any ways in accordance with the provisions of this Charter, the Securities Law and relevant guidelines.	Subject to articles 130 of LOE 2014
3	Article 6. Stock certificate			
	Clause 1	Shareholders of the Company are issued share	Shareholders of the Company are issued share	Subject to article 120.1 of LOE 2014

		certificates corresponding to the number of shares and class of shares owned, except the case as stated in the Article 6.7. In case share certificate is not applicable, Company may apply the form of book entry which a share ownership certificate shall be issued to the shareholders.	certificates corresponding to the number of shares and class of shares owned, except the case as stated in the Article 6.7. In case share certificate is not applicable, Company may apply the form of book entry or electronic data certifying the ownership of one or more shares of such company which a share ownership certificate shall be issued to the shareholders.	
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS				
4	Article 11. Rights of shareholders			
	Clause 1	Shareholders as owners of the Company shall have the rights and obligations corresponding to the number of shares and class of shares that they own. Shareholders are only responsible for the debts and other liability on property of the Company to the extent of capital contributed to the company.	Shareholders as means an individual or organization holding at least one share of a shareholding company shall have the rights and obligations corresponding to the number of shares and class of shares that they own. Shareholders are only responsible for the debts and other liability on property of the Company to the extent of capital contributed to the company.	Subject to articles 4.2 of LOE 2014
	Clause 2 People holding ordinary shares have the following rights:			
		e/ To review, look up and extract information related to the shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request the	e/ To review, look up and extract information related to the shareholders in the list of shareholders eligible voting to participate in the General Meeting of Shareholders and request the modification of	Subject to article 114.1 (d) of LOE 2014

		modification of incorrect information;	incorrect information;	
		g/ Upon dissolution or bankruptcy of the company, to receive a part of the remaining assets in proportion to the number of shares contributed to the company after the company has paid to the creditors and shareholders of other classes of shares of the company in accordance with regulations of the law;	g/ Upon dissolution or bankruptcy of the company, to receive a part of the remaining assets in proportion to the ratio of ownership of shares in the company after the company has paid to the creditors and shareholders of other classes of shares of the company in accordance with regulations of the law;	Subject to article 114.1. (g) of LOE 2014
		h/ To require the Company to buy back their shares in cases prescribed by Article 90.1 of the Law on Enterprises	h/ To require the Company to buy back their shares in cases prescribed by Article 129.1 of the Law on Enterprises	Subject to article 129 of LOE 2014: Repurchase of shares at the request of shareholders
	Clause 3: Shareholder or group of shareholders holding 8% of the total number of ordinary shares in a continuous period of six (06) months or more shall have the following rights			
		b/ To request Board of Directors to convene the General Meeting of Shareholders as prescribed in Article 79 and Article 97 of the Law on Enterprise;	b/ To request Board of Directors to convene the General Meeting of Shareholders as prescribed in Article 114 and Article 136 of the Law on Enterprise;	Subject to article 114 of LOE 2014: Rights of ordinary shareholders Subject to article 136 of LOE 2014: Power to convene General Meetings of

				Shareholders
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5	Article 13. General Meeting of Shareholders			
	Clause 1	General Meeting of Shareholders is the highest agency of the Company. The annual General Meeting of Shareholders is held once a year (01). The General Meeting of Shareholders must hold annual meeting for a period of four (04) months from the end dated of the financial year.	General Meeting of Shareholders is the highest decision-making agency of the Company. The annual General Meeting of Shareholders is held once a year (01). In addition to annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The location of meetings of the General Meeting of Shareholders must be within the territory of Vietnam. If a meeting of the General Meeting of Shareholders is concurrently held in various locations, the location of the meeting of the General Meeting of Shareholders shall be determined as the location where the chairman [of the meeting] attends the meeting. The General Meeting of Shareholders must hold annual meeting for a period of four (04) months from the end dated of the financial year. At the request of the Board of Directors, the business registration office may extend such time-limit, but not beyond six months from the end of the financial year.	Subject to article 136.1 of LOE 2014.
	Clause 2	The Board of Directors shall convene the Annual General Meeting of Shareholders and selection of appropriate site. The annual General Meeting of Shareholders shall decide the issues as prescribed by law and the Charter of the Company, particularly through the annual financial statements and estimates for the next financial year. The independent auditors may be	An annual meeting of the General Meeting of Shareholders shall debate and pass the following issues: (a) Annual business plan of the company; (b) Annual financial statements; (c) Report of the Board of Directors regarding management by and operational	Subject to article 136.2 of LOE 2014.

		<p>invited to attend the meeting to advise the adoption of the annual financial report.</p>	<p>results of the Board of Directors and each member of the Board of Directors;</p> <p>(d) Report of the Inspection Committee regarding business results of the company [and/or] operational results of the Board of Directors and the director or general director;</p> <p>(dd) Report on self-assessment of operational results of the Inspection Committee and of each inspector;</p> <p>(e) Amount of dividend payable on each class of share;</p> <p>(g) Other matters within its authority.</p>	
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	Clause 3 The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:			
		c/When the number of members of the Board of Directors is less than the number of members prescribed by law, or less than half the number of members specified in the Charter;	c/ When the number of members of the Board of Directors, Inspection Committee is less than the number of members prescribed by law, or less than half the number of members specified in the Charter;	Subject to articles 136.3 of LOE 2014.
		e/The Inspection Committee requires to convene a meeting if they have a reason to believe that the members of the Board of Directors or senior managers have seriously violated their obligations under Article 119 of the Law on Enterprise or the Board of Directors have acted or intended to act outside the scope of its powers;	e/ The Inspection Committee requires to convene a meeting if they have a reason to believe that the members of the Board of Directors or senior managers have seriously violated their obligations under Article 160 of the Law on Enterprise or the Board of Directors have acted or intended to act outside the scope of its powers;	Subject to article 160 of LOE 2014: Responsibilities of the company's managers
	Clause 4 To convene the extraordinary General Meeting of Shareholders	b/ If the Board fails to convene the General Meeting of Shareholders as prescribed at Clause 4a, Article 13, within the following thirty (30) days, the Inspection Committee must replace the Board of Directors and convene the General Meeting of Shareholders as prescribed in Clause 5, Article 97 of the Law on Enterprise.	b/ If the Board fails to convene the General Meeting of Shareholders as prescribed at Clause 4a, Article 13, within the following thirty (30) days, the Inspection Committee must replace the Board of Directors and convene the General Meeting of Shareholders as prescribed in Clause 5, Article 136 of the Law on Enterprise.	
		c/ Where the Inspection Committee fails	c/ Where the Inspection Committee fails to convene the General Meeting of Shareholders	Article 136.6 deleted

		to convene the General Meeting of Shareholders as prescribed at Clause 4b, Article 13, within the following thirty (30) days, the shareholders or group of shareholders with requirements prescribed at Clause 3d, Article 13, have the right to replace the Board of Directors, Inspection Committee to convene the General Meeting of Shareholders as prescribed in Clause 6, Article 97 of the Law on Enterprise. In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings if necessary.	as prescribed at Clause 4b, Article 13, within the following thirty (30) days, the shareholders or group of shareholders with requirements prescribed at Clause 3d, Article 13, have the right to replace the Board of Directors, Inspection Committee to convene the General Meeting of Shareholders as prescribed in Clause 6, Article 136 of the Law on Enterprise. In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings if necessary.	“. In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings if necessary. “
6	Article 14. Rights and duties of the General Meeting of Shareholders			
	Clause 2: The extraordinary annual General Meeting of Shareholders pass the following issues in writing:	e/ Election and dismissal, removal and replacement of members of the Board of Directors and the Inspection Committee;	e/ Election and dismissal, removal and replacement of members of the Board of Directors and the Inspectors;	Subject to article 135.2. (c) of LOE 2014.
		g/ Supplementation and amendment of Company Charter	g/ Supplementation and amendment of Company Charter (exclusive supplementation and amendment regarding to issue new the amount of shares within right of sales stated in the Charter of the company)	
		l/ Decision on transaction of sale of the Company's assets or its branches or	l/ Decision of investment or transaction of sale worth 35% or more of the total value of	Subject to article 135.2 d of LOE 2014.

		transaction of purchase worth 50% or more of the total value of the Company's assets and its branches stated in the most recent financial statements audited;	the Company's assets and its branches stated in the most recent financial statements audited;	
		m/ The company buys back more than 10% of a class of shares issued;	m/ The company buys back more than 10% of a class of shares sold;	Subject to article 135.2 g of LOE 2014.
		o/ The company or its branches have signed contracts with the persons specified in Article 120.1 of the Law on Enterprise with a value equal to or greater than 20% of the total value of assets of the Company and its branches stated in the most recent financial statements audited;	o/ The company or its branches have signed contracts with the persons specified in Article 162.1 of the Law on Enterprise with a value equal to or greater than 20% of the total value of assets of the Company and its branches stated in the most recent financial statements audited;	
	Article 17. Convening General Meeting of Shareholders, agenda and announcing the General Meeting of Shareholders meeting			
	Clause 3	The notice of the General Meeting of Shareholders meeting shall be sent to all shareholders at the same time published in the media of the Stock Exchange, on the Company's website. The Notice of the General Meeting of Shareholders shall be sent at least fifteen (15) days before the General Meeting of Shareholders from the date on which the notice is sent or transferred legally with postage or put in the mailbox). The agenda of the General Meeting of Shareholders, the documents relating to the issues to be voted at the meeting	The notice of the General Meeting of Shareholders meeting shall be sent to all shareholders at the same time published in the media of the Stock Exchange, on the Company's website. The Notice of the General Meeting of Shareholders shall be sent at least ten (10) days before the General Meeting of Shareholders from the date on which the notice is sent or transferred legally with postage or put in the mailbox). The agenda of the General Meeting of Shareholders, the documents relating to the issues to be voted at the meeting shall be sent to the shareholders and/or posted on the	Subject to article 139.1 of LOE 2014.

		shall be sent to the shareholders and/or posted on the Company's website. In cases where the documents are not sent attached to the notice of the General Meeting of Shareholders, the meeting notice must state the website address so that the shareholders can access.	Company's website. In cases where the documents are not sent attached to the notice of the General Meeting of Shareholders, the meeting notice must state the website address so that the shareholders can access.	
	Clause 4	The shareholders or group of shareholders referred to in Article 11.3 of this Charter have the right to propose issues 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 (03) days prior to the opening day of the General Meeting of Shareholders. The proposal must be included the shareholders' full names, the number and class of shares he or she holds, and contents for inclusion in the agenda.	The shareholders or group of shareholders referred to in Article 11.3 of this Charter have the right to propose issues 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 (03) days prior to the opening day of the General Meeting of Shareholders. The proposal must be included the shareholders' full names, the number and class of shares he or she holds, and contents or equivalent information for inclusion in the agenda.	Subject to article 138.2 of LOE.
	Article 19. Procedures for conducting the meeting and voting at the General Meeting of Shareholders			
	Clause 6	The chairperson shall have the right to adjourn the General Meeting of Shareholders for which sufficient attendees have registered as required by the regulations to another time or to change the location of the meeting without obtaining the opinion of the shareholders if according to him (a) The location for the meeting does not sufficient suitable seating for all the attendees; (b) There is an attendee who obstructs the meeting or disrupts order;	The chairperson shall have the right to adjourn the General Meeting of Shareholders for which sufficient attendees have registered as required by the regulations to another time or to change the location of the meeting without obtaining the opinion of the shareholders if according to him (a) The location for the meeting does not sufficient suitable seating for all the attendees; (b) There is an attendee who obstructs the meeting or disrupts order; or (c) the postpone is necessary for conducting the Meeting legally; (d) The communication means at the location	Subject to article 142.8.b of LOE 2014.

		<p>or (c) the postpone is necessary for conducting the Meeting legally. Otherwise, the chairperson may adjourn the General Meeting at request or agreeable of sufficient number of delegates required. 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 shall only review the activities which supposed to be settled in the previous General Meeting of Shareholders which was postponed.</p>	<p>of the meeting do not ensure the attending shareholders participate, discuss and vote [at the meeting]. Otherwise, the chairperson may adjourn the General Meeting at request or agreeable of sufficient number of delegates required. 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 shall only review the activities which supposed to be settled in the previous General Meeting of Shareholders which was postponed.</p>	
	Article 20. Approval of decisions of the General Meeting of Shareholders			
	Clause 1	<p>Unless otherwise specified in Clause 2 of Article 20, the decisions of the General Meeting of Shareholders shall be adopted when 65% or more of the total votes of the shareholders entitled to vote are present personally or through an authorized representative present at the General Meeting of Shareholders.</p>	<p>Unless otherwise specified in Clause 2 of Article 20, the decisions of the General Meeting of Shareholders shall be adopted when at least 51% of the total votes of the shareholders entitled to vote are present at the General Meeting of Shareholders.</p>	<p>Subject to article 144.2 of LOE 2014. Subject to article 140.2 of LOE 2014.</p>

		c/ Full name, permanent address, nationality, and the number of people's identity card, of the 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 authorized representative in respect of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;	c/ Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; name, permanent address, nationality, number of establishment decision or code of enterprise of a shareholder or authorized representative in respect of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;	
	Clause 4 A shareholder may send a completed written opinion form to the company in any of the <u>following forms</u> :	<p>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.</p> <p>Written opinion form which are returned to the company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the 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;</p>	<p>a) By post. Any completed written opinion form must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. The written opinion form which is returned to the company must be enclosed in a sealed envelope and must not be opened by any person prior to vote- counting;</p> <p>b) By fax or electronic mail.</p> <p>The written opinion form which is sent to the company by fax or electronic mail must be keep confidential until the time of counting of votes.</p> <p>Any completed written form which is returned to the company after the expiry of the time-limit stated in the written opinion form or any form which has</p>	Subject to article 145.4 of LOE 2014.

			<p>been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Written opinion forms which are not returned shall be deemed to be forms not participating in the vote;</p>	
	<p>Clause 5: The Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Inspection Committee or of a shareholder who does not hold a management position in the company. The minutes of counting of votes shall contain the following basic particulars:</p>	<ul style="list-style-type: none"> a. Name, head office address, number, date of issuance of the certificate of business registration; 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 vote, classifying the votes into valid and invalid, and including an appendix being a list of the shareholders who participated in the vote; 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 Directors, of the legal representative of the 	<ul style="list-style-type: none"> a. Name, head office address, code of enterprise; 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 vote, classifying the votes into valid and invalid, method of sending votes and including an appendix being a list of the shareholders who participated in the vote; 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 Directors, of the legal representative of the company and of the person who supervised the counting of votes and vote counters. <p>The members of the Board of Directors, vote counters and the person who supervised the counting of votes shall be jointly liable for the truthfulness and</p>	<p>Subject to article 145.5 of LOE 2014.</p>

		<p>company and of the person who supervised the counting of votes.</p> <p>The members of the Board of Directors and the person who supervised the counting of votes shall be jointly liable for the truthfulness and accuracy of the minutes of counting of votes, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.</p>	<p>accuracy of the minutes of counting of votes, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.</p>	
	Clause 6	The minutes of vote counting must be published on the Company's website within twenty four (24) hours and sent to the shareholders within fifteen (15) days from the date of completion of vote counting	The minutes of vote counting must be published on the Company's website within twenty four (24) hours and sent to the shareholders within fifteen (15) days from the date of completion of vote counting. If the company has a website, the vote counting record may be posted on such website instead of being sent to shareholders	Subject to article 145.6 of LOE 2014.
	Clause 8	A resolution which is passed by the form of collecting written opinions of shareholders presented for 75% of voting shares. This resolution shall have the same validity as a resolution passed by the General Meeting of Shareholders	A resolution which is passed by the form of collecting written opinions of shareholders presented for at least 65% of voting shares. This resolution shall have the same validity as a resolution passed by the General Meeting of Shareholders.	Subject to article 144.4 of LOE 2014.
	Article 22. Minutes of the General Meeting of Shareholders meeting			
		The person who presides over the General Meeting of Shareholders shall have to organize the storage of the	1. The General Meeting of Shareholders must be recorded in writing, audio recordings, or other electronic means of recordings. The	Subject to article 146 of LOE 2014.

		<p>minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders shall be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the end date of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders shall be regarded as evidence of the work conducted at the General Meeting of Shareholders unless there are objections about the content of the minutes given in accordance with the procedures specified within ten (10) days after sending the minutes. The minutes must be made in Vietnamese language, signed and certified by the Chairperson of the meeting and Secretary and made in accordance with the Law on Enterprise and this Charter. The records, minutes, signature book of the shareholders attending the meeting and written authorization to attend must be kept at the head office of the Company.</p>	<p>meeting minutes must be made in Vietnamese language (additional foreign language is permitted) and has the following information:</p> <ul style="list-style-type: none"> a) Name, ID number, headquarter address of the enterprise; b) Time and location of the General Meeting of Shareholders; c) Agenda and contents of the meeting; d) Full names of the chairperson and secretary dd) Summary of the meeting and opinions given at the General Meeting of Shareholders with regard to each issue on the agenda; e) The number of shareholders and total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders, corresponding amount shares and votes; g) Total votes on each issue, specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes; corresponding ratio to total votes of attending shareholders; h) The issues ratified and corresponding ratio of affirmative votes; i) Signatures of the chairperson and secretary. <p>The minutes made in Vietnamese language and foreign languages shall have equal legal effectiveness. In case of any discrepancies</p>	
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			<p>between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.</p> <p>2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting.</p> <p>3. The chairperson and secretary are jointly responsible for the truthfulness and accuracy of the minutes.</p> <p>The minutes of the General Meeting of Shareholders must be send to every shareholder within 15 days from the ending date of the meeting; the vote counting record may be posted on the company's website (if any) instead of being sent to shareholders.</p> <p>The minutes of the General Meeting of Shareholders, list of registered shareholders, ratified Resolutions, and relevant documents enclosed with the invitations must be kept at the company's headquarter.</p>	
		Article 23a. Request for cancellation of decision of the General Meeting of Shareholders	Article 23a. Request for cancellation of resolution of the General Meeting of Shareholders	
		Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or record of the results of the questionnaire counting from the General Meeting of Shareholders, shareholders, members of the Board of Directors, Director	Within 90 days from the day on which the minutes or the vote counting record is received, the shareholder or group of shareholders mentioned in Clause 3 Article 11 of this Charter may request a court or arbitral tribunal to consider annulling the Resolution or part of the Resolution of the General	Subject to article147 of LOE 2014.

		<p>(General Director), the Inspection Committee may request the court or arbitrator to consider and cancel the decision of the General Meeting of Shareholders in the following cases:</p> <ol style="list-style-type: none"> 1. The order and procedures for convening the General Meeting of Shareholders are not complied with the provisions of the Law on Enterprise and the Charter of the Company. 2. The order and procedures for decision making and content of the decision violates law or the Charter of the company. <p>Where the decision of the General Meeting of Shareholders is canceled by decision of the court or arbitrator, the person who convenes the General Meeting of Shareholders can consider reorganizing the General Meeting of Shareholders within sixty (60) days by the order, the procedures stipulated in the Law on Enterprise and this Charter.</p>	<p>Meeting of Shareholders in the following cases:</p> <ol style="list-style-type: none"> 1.The order and procedures for convening, and decision making of the General Meeting of Shareholders are not complied with the provisions of the Law on Enterprise and the Charter of the Company, except for Clause 7 Article 17 of this Charter 2.content of the resolution violates law or the Charter of the company. <p>Where the decision of the General Meeting of Shareholders is canceled by decision of the court or arbitrator, the person who convenes the General Meeting of Shareholders can consider reorganizing the General Meeting of Shareholders within sixty (60) days by the order, the procedures stipulated in the Law on Enterprise and this Charter.</p>	
	Article 23b	None	<p>Article 23 b Effectiveness of Resolutions of the General Meeting of Shareholders</p> <ol style="list-style-type: none"> 1. A Resolution of the General Meeting of Shareholders is effective from the day on which it is ratified or on the effective date written thereon. 2. Any Resolution of the General Meeting of Shareholders which is ratified with 100% of voting shares shall be legitimate and effective even if the procedures for ratifying such 	Subject to article 148 of LOE 2014.

			<p>Resolution are not conformable with regulations.</p> <p>3. In case a shareholder or group of shareholders request the court or arbitral tribunal to annul a Resolution of the General Meeting of Shareholders as prescribed in Article 147 of Law on Enterprise 2014, such Resolution is still effective until a dissenting decision is made by the court or arbitral tribunal, except for the case in which temporary emergency measures are taken under a decision of a competent authority.</p>	
	Article 24. Components and term of members of Board of Directors			
	Clause 2	<p>Standards for Acting as a Member of the Board of Directors:</p> <ul style="list-style-type: none"> a. Have full capacity for civil acts, and not belong to the category of persons prohibited in establishing and managing an enterprise pursuant to the Law on Enterprise; b. A Member cannot be a cum member of more than five (5) different companies, unless being a Member of the subsidiaries in the same group or a joining group of companies, including the mother company and its subsidiaries, economic group of the Fund Management Company, 	<p>2a. Standards for Acting as a Member of the Board of Directors:</p> <ul style="list-style-type: none"> i. Has full capacity for civil acts, and not belong to the category of persons prohibited in establishing and managing an enterprise pursuant to the Law on Enterprise; ii. Has qualifications and experience of business administration; Members of the Board of Directors are not necessarily shareholders of the company. iii. A Member cannot be a cum member of more than five (5) different companies, unless being a Member of the subsidiaries in the same group or a joining group of companies, including the mother company and its subsidiaries, economic group of the Fund Management Company, Securities Investment Company <p>2b. Unless otherwise prescribed by</p>	Subject to article 151 of LOE 2014.

		Securities Company	Investment	<p>regulations of law on securities, independent members of the Board of Directors prescribed in Point b Clause 1 Article 134 of Law on Enterprise must:</p> <p>i. Not be a current employee of the company or its subsidiaries; not be a person that used to work for the company or the company's subsidiaries over the previous 03 consecutive years.</p> <p>ii. Not be a person receiving salaries, wages from the company, except for the benefits to which Members of the Board of Directors are entitled;</p> <p>iii. not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary;</p> <p>iv. not directly or indirectly hold at least 1% of the company's voting shares;</p> <p>v. Not ever hold the position of Member of the Board of Directors, the Inspection Committee over at least the previous 05 consecutive years.</p> <p>2c. Independent members of the Board of Directors must notify the Board of Directors of their failure to satisfy the conditions prescribed in Clause 2b of this Article. Such members are obviously no longer independent members of the Board of Directors from the day on which conditions are not satisfied. The Board of Directors shall report the cases in which independent members of the Board of</p>	
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			Directors no longer satisfy conditions at the latest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect new independent members within 06 months from the day on which the independent member's notification is received.	
	Article 25. Power and duties of Board of Directors			
	Clause 4: The following issues must be approved by the Board of Directors:	c/ To the extent specified in Article 108.2 of the Law on Enterprise and unless otherwise specified in Article 120.3 of the Law on Enterprise must be approved by the General Meeting of Shareholders, the Board of Directors from time to time shall decide on the implementation, amendment and cancellation of the large contracts of the company (including the contract of purchase, sale, merger, company acquisition and joint venture with the value from 50% total value of company's asset or more as stated in the last financial statement);	c/ The Board of Directors from time to time shall decide on the implementation, amendment and cancellation of the large contracts of the company (including the contract of purchase, sale, merger, company acquisition and joint venture with the value from 35% total value of company's asset or more as stated in the last financial statement), this provision shall not be applied to contracts and transactions specified in Article 135.2 (d); Article 162.1; 162.3 of the Law on Enterprise 2014	Subject to article 149.2/(h) of LOE 2014.
	Article 27. Board of Directors meetings			
	Clause 3	Chairman of the Board of Directors shall convene extraordinary meetings when deemed it necessary for the benefit of the Company. In addition, the	Chairman of the Board of Directors shall convene extraordinary meetings when deemed it necessary for the benefit of the Company. In addition, the Chairman of the Board of	Subject to article 153.4 (c) of LOE 2014.

		<p>Chairman of the Board of Directors shall convene a meeting of the Board of Directors and must not delay without plausible reason, when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:</p> <ul style="list-style-type: none"> a. Chief Executive Officer or at least other five (05) managers; b. At least two (02) Board members; c. Majority member of Inspection Committee. 	<p>Directors shall convene a meeting of the Board of Directors and must not delay without plausible reason, when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:</p> <ul style="list-style-type: none"> a/ Chief Executive Officer or at least other five (05) managers; b/ At least two (02) executive members of the Board of Directors; c/ Majority member of Inspection Committee or an independent members of BOD 	
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Clause 4	Board meetings specified in Clause 3 of Article 27 shall be carried out within fifteen (15) days after the meeting proposal. Where the Chairman of the Board of Directors does not accept to convene under the proposal, the Chairman shall be responsible for the damages caused to the Company; the person who suggests the meeting specified in Clause 3 of Article 27 may themselves convene a meeting of the Board of Directors.	Board meetings specified in Clause 3 of Article 27 shall be carried out within seven (7) working days after the meeting proposal. Where the Chairman of the Board of Directors does not accept to convene under the proposal, the Chairman shall be responsible for the damages caused to the Company; the person who suggests the meeting specified in Clause 3 of Article 27 may themselves convene a meeting of the Board of Directors.	Subject to article 153.5 of LOE 2014.
Clause 7 Notice and agenda:	<p>Notice of the Board meeting must be sent to the members of the Board of Directors at least five (05) days before the meeting, the members of the Board may deny the notice of meeting in writing and this refusal may have retroactive effect. Notice of the Board meeting shall be made in Vietnamese and fully informed of the program, time and place of the meeting, together with the necessary documents on the matters to be discussed and voted on at the Board meeting and vote for the members of the Board unable to attend the meeting.</p> <p>Notice of the meeting shall be sent by post, fax, e-mail or other means, but making sure it shall get to the address of each Board member registered at the Company</p>	<p>Notice of the Board meeting must be sent to the members of the Board of Directors at least five (05) working days before the meeting, the members of the Board may deny the notice of meeting in writing and this refusal may have retroactive effect. Notice of the Board meeting shall be made in Vietnamese and fully informed of the program, time and place of the meeting, together with the necessary documents on the matters to be discussed and voted on at the Board meeting and vote for the members of the Board unable to attend the meeting.</p> <p>Notice of the meeting shall be sent by post, fax, e-mail or other means, but making sure it shall get to the address of each Board member registered at the Company.</p>	Subject to article 153.6 of LOE 2014.
Clause 8 (b) Minimum	In case there are not enough members to attend the meeting as prescribed, the	In case there are not enough members to attend the meeting as prescribed, the meeting	Subject to article 153.8 of LOE 2014.

	attendants	meeting must be reconvened within fifteen (15) days after the first meeting. The meeting reconvened shall be conducted if there is more than one half (1/2) of the Board members attending the meeting.	must be reconvened within seven (7) days after the first meeting. The meeting reconvened shall be conducted if there is more than one half (1/2) of the Board members attending the meeting	
	Clause 15 Minutes of the Board of Directors' meetings	The Chairman of the Board shall transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minute within ten (10) days after transfer. The minutes of the Board meetings shall be made in Vietnamese language and must be signed by all Board members attending the meeting or the minutes shall be made in multiple copies and each of them must be signed by at least one (01) Board member participating in the meeting.	The Chairman of the Board shall transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minute within ten (10) days after transfer. The minutes of the Board meetings shall be made in Vietnamese language and must be signed by chairman, secretary, and all Board members attending the meeting or the minutes shall be made in multiple copies and each of them must be signed by at least one (01) Board member participating in the meeting.	Subject to article 154.1 (i) of LOE 2014.
	Article 30. Appointment, removal, duties and powers of the Chief Executive Officer.			
	Clause 2: Tenure	In accordance with Article 26 of this Charter, the Chief Executive Officer may not be the Chairman. The tenure of the Chief Executive Officer Chief Executive Officer is five (05) years unless otherwise as decided by the Board of Directors (but not exceed 5 years) and may be reappointed. The	In accordance with Article 26 of this Charter, the Chief Executive Officer may not be the Chairman. The tenure of the Chief Executive Officer Chief Executive Officer is five (05) years unless otherwise as decided by the Board of Directors (but not exceed 5 years) and may be reappointed. The appointment may be invalidated on the basis of the	Subject to article 18.2 of LOE 2014. Law on enterprise 2014 is not blocked CEO of JSC being a CEO position of others

		<p>appointment may be invalidated on the basis of the provisions of the labor contract. The Chief Executive is not the person prohibited by law to hold this position, this means Minors; persons whose capacity for civil acts is restricted or lost; serving prison sentences; Officers, non-commissioned officers, career servicemen, national defense workers in bodies and units of the People's Army of Vietnam; who are prohibited by a court from conducting business due to making bankruptcy the previous enterprise. CEO of joint stock company can not being a CEO of the others.</p>	<p>provisions of the labor contract. The Chief Executive is not the person prohibited by law to hold this position stated in Clause 2, Article 18 of Law on Enterprises</p>	
	<p>Article 33. Duty of loyalty and Avoidance of conflicts of interest</p>			
	<p>Clause 2</p>	<p>The Board members, the Inspection Committee members, the Chief Executive Officer and other managers are obliged to inform the Board of all interests that may conflict with the interests of the company that they can enjoy through the economic entity, transactions or other individual. Details as follows:</p> <p>a. Name, address of the head office, field of business, number and date of the issuance of the certificate of business registration, place of business registration of</p>	<p>The Board members, the Inspection Committee members, the Chief Executive Officer and other managers are obliged to inform the Board of all interests that may conflict with the interests of the company that they can enjoy through the economic entity, transactions or other individual. Details as follows:</p> <p>a/ Name, address of the head office, field of business, code of enterprise, place of business registration of the enterprise in which they own contributed capital or shares; ratio and time of such ownership of contributed capital or shares;</p> <p>b/ Name, address of the head office, field of</p>	<p>Subject to article 159.2 (b) of LOE 2014.</p>

		<p>the enterprise in which they own contributed capital or shares; ratio and time of such ownership of contributed capital or shares;</p> <p>b. Name, address of the head office, field of business, number and date of the issuance of certificate of business registration, place of business registration of enterprise in which their related persons jointly own or separately own shares or distributed capital of more than thirty five (35) per cent of charter capital.</p> <p>Such declaration subject to this term shall be made within 7 working days from the date of concerned interest occur; any amendment or addition shall be informed to Company within 7 working days from the date of such amendment or addition.</p>	<p>business, code of enterprise, place of business registration of enterprise in which their related persons jointly own or separately own shares or distributed capital of more than ten (10) per cent of charter capital.</p>	
	Article 36. Inspection Committee			
	Clause 1.	<p>The Inspection Committee has the power and responsibility under the provisions of Article 123 of the Law on Enterprise and this Charter mainly the following powers and responsibilities</p>	<p>The Inspection Committee has the power and responsibility under the provisions of Article 165 of the Law on Enterprise and this Charter mainly the following powers and responsibilities</p>	<p>Subject to article 165 of LOE 2014: Rights and obligation of Inspection Committee</p>