

THE CHARTER
OF
F.I.T INVESTMENT JOINT STOCK COMPANY



The 4th amendment version

Hanoi, 29th June, 2015

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OPENING

This Charter of FIT Investment Joint Stock Company (hereinafter referred to as “Company”) was legally approved by Shareholders of the Company in the Annual General Meeting of Shareholders officially held on 26 April, 2014.

I. INTERPRETATION OF TERMS IN THE CHARTER

Article 1: Term interpretation

1. In this Charter, the following terms shall have the meaning set forth as follows:
 - a. “Chartered Capital” means the capital to be contributed by shareholders as stated in Article 5 of this Charter;
 - b. “Corporate Law” means the Corporate Law No. 60/2005/QH11 endorsed by the National Assembly of the Socialist Republic of Vietnam on 29 November, 2005;
 - c. “Date of Establishment” means date on which the Company granted the first Certificate of Business Registration;
 - d. “Management Officers” include General Director, Deputy General Director, Chief accountant and other managers appointed by the Board of Executive officers;
 - e. “Related Person” means any individual or organization as stated in Article 4 Clause 17 of Corporate Law;
 - f. “Duration” means the duration of the Company as stated in Article 2 of this Charter and all extended time (if any) which is approved by resolution voted in the General Meeting of Shareholders;
 - g. “Vietnam” means the Socialist Republic of Vietnam;
2. In this Charter, reference to any article or document shall include their amendment and replacement.
3. Headings (chapters, articles) in the Charter are for purpose of reference only without effect to the meaning of this Charter.

II. NAME, FORM, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICES AND DURATION OF THE COMPANY

Article 2: Name, form, headquarters, branches, representative offices and duration of the Company

1. Name of the Company
 - Registered name in Vietnamese: **Công ty Cổ phần Đầu tư F.I.T**
 - Registered name in English: F.I.T Investment Joint Stock Company
 - Trade name: F.I.T Investment Joint Stock Company
 - Short name: FIT INVESTMENT.,JSC
2. The Company is a Joint Stock Company having legal status in accordance with the current applicable Laws of Vietnam.

3. Company Registered Address:
 - Headquarter: the 16th floor, Center Building (Hapulico Complex), 1 Nguyen Huy Tuong Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi.
 - Tel: (84-4) 73094688
 - Fax: (84-4) 73094686
 - Website: www.fitgroup.com.vn
4. The General Director is the legal representative of the Company.
5. The Company may establish its branches and representative offices in the Business areas to implement its business objectives in accordance with EXCO's Resolutions, complying to the law.
6. Unless the Company is terminated before the maturity date stated in Article 47 Clause 2 or extended its operation term as stated in Article 48 of this Charter, the duration of the Company commenced on the date of establishment and is not restricted to any time limit.

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

Article 3: Business objectives of the Company

1. Business Lines of the Company shall include:
 - Support services for payment and credit;
 - Office rental service;
 - Real estate business;
 - Export or import on consignment, study on technology transfer and production of software of telecommunication information technology;
 - Trading of building materials, supplies, machine devices;
 - Purchasing, sales and consignment agent;
 - Insurance agent;
 - Contracted transportation service;
 - Domestic, international travel and tourism service;
 - Organizing conferences, seminars or events;
 - Entertainment service;
 - Hotel and restaurant business, eco-tourism services, and entertainment services;
 - Services: parking, public project constructions; consulting for investment, merge and acquisition consultancy service, equitization consultation, business management and market development (excluding laws and finance) service;
 - Construction of residential house, office, hotels, shopping centers, offices supermarkets, new urban areas, industrial zones, economic zones, hi-tech parks, high-class entertainment centers, golf courses, civil and industrial projects;
 - Trading and distribution of industrial and consumer goods;
 - Consultancy for investment, business management and development of human resources (excluding law and finance)

- Real estate broker;
 - Real estate evaluation;
 - Real estate trading platform;
 - Real estate consultancy service;
 - Service for real estate advertisement;
 - Service for real estate management;
 - Cattle, poultry and sea feed production;
 - Wholesale in agricultural products, forestry materials (except wood, bamboo) and live animals;
 - Wholesale of rice;
 - Wholesale of food;
 - Wholesale of aquatic products;
 - Wholesale of vegetables and fruits;
 - Supplementary food trading;
 - Wholesale of other materials and installation equipment in construction;
 - Wholesale in cement, bricks, tiles, stones, sand, gravels, building glasses, ceramic tiles and sanitary equipment;
 - Wholesale of other specialized business products;
 - Wholesale of fertilizers and chemicals used in agriculture;
 - Wholesale of other chemicals;
 - Wholesale of polymer in primary forms;
 - Wholesale of rubber.
2. The Company's objective: FIT will become the leading company in investment consulting service in 2015. From 2015 onwards, FIT will become a holding company with capital of tens of millions of US dollars.

Article 4: Scope of business and operation

1. The Company is eligible for set up and implements all business plans covered by the Business Registration and this Charter, in compliance with current law and take all necessary measures to achieve the Company's targets.
2. The Company may carry out other business lines which are lawfully eligible and approved by the General Share Holders meeting.

IV. CHARTERED CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5: Chartered capital, shares and founding shareholders

1. The Company's Chartered Capital is 1.792.124.770.000 VND (One thousand seven hundred and ninety two billion, one hundred and twenty four million, seven hundred and seventy thousand VND only)

Total Chartered Capital of the Company shall be divided into 179.212.477 shares (One hundred seventy nine million, two hundred and twelve thousand, four hundred and seventy seven) with par value of 10,000 Vietnamese Dong/share.

2. The Company can increase its Chartered Capital under the approval of the GSM's and in compliance with Vietnamese Law.
3. All the Company's shares at the time of adopting this Charter must be merely ordinary shares, no controlling shares, special shares or preferred shares. Individual share type's Rights and obligations are stated in Article 11 of this Charter.
4. The Company may issue types of preferred shares with the approval of the General Shareholders Meeting and in accordance with the Laws of Vietnam.
5. Founding shareholders' names, address and share numbers are regulated by Corporate Law shall be stated in the enclosed appendix. This appendix is a part of this Charter.
6. New ordinary shares should be preferentially offered to Shareholders proportionally by their ordinary shares except otherwise regulated by the GSM. The EXCOM shall control all shares which are not ordered. The EXCOM may allocate such shares to other parties, under the conditions and methods to be considered reasonable, provided that such shares shall not be offered with the more favorable conditions than the conditions offered to existing Shareholders unless such shares are traded on Stock Exchanges through auctions.
7. The Company can purchase its own shares in the manners as stated in this Charter and set forth in Laws of Vietnam. The share bought by the Company shall be retained as treasury shares and can be offered for selling in the manners in accordance with this Charter, Securities Law of Vietnam and relevant legal documents.
8. The Company can issue other types of securities under the approval of General Shareholders Meeting and in accordance with the Laws of Vietnam.

Article 6: Share certificate

1. Each shareholder shall be granted a share certificate by the Company proportionally by the number and type of shares under his possession.
2. The share certificate must be sealed and signed by the Company's legal representative, complying with regulations of Corporate Law. Share certificate must clearly state the number and type of shares, name of holder and other information stipulated in the Corporate Law.
3. The buyers of shares will be granted with certificate of share within 30 days from the date of submitting the complete dossier of request of transferring share ownership regulated by the company or within 02 months from the date of full payment for the shares as specified in the Company's share issuance plan. Buyers do not have to pay the share certificates printing cost.

4. If a share certificate is rotten or fade, lost or damaged, the Company shall issue a new share certificate, provided that such shareholder must provide evidence on shareholding and pay all related fees to the Company

Article 7: Other share certificates

Other bond and share certificates (except letter of offering, temporary testimonials and similar documents) issued by the Company must be sealed and signed by the Company's legal representative.

Article 8: Transfer of shares

1. All shares of the Company can be transferred freely except otherwise stipulated by this Charter and Vietnamese Law.. The shares listed on Stock Exchange can be transferred in compliance with regulations in Securities Law and the market.
2. Un-fully paid shares are forbidden for transfer and not entitled to obtain related rights such as dividend rights, or receiving shares issued to increase the capital from owner's equity, or the right to buy newly offered shares.

Article 9: Withdrawal of shares

1. If a shareholder fails to make full and due payment for offered shares, the EXCOM may request the shareholder to settle the unpaid amount plus relevant interest rate and expenses that incurred due to the failure of payment.
2. The payment notification should include details of new payment schedule (at least seven days from the date of sending notification), location for payment and confirm clearly that if the payment is not due and full, such unpaid shares shall be withdrawn.
3. The EXCOM is entitled to withdraw the unpaid shares in case the buyer fail to comply with the notification.
4. Shares withdrawn by the Company can be offered for selling. The EXCOM can directly or authorize selling, reselling or handle to the shareholder who has been withdrawn or to other parties that the EXCOM believe to be reasonable.

Withdrawn shareholders have to give up the shareholder rights to such shares, and still have to pay all related cost to such shares for the Company at the time of withdrawal plus interest rate (not exceeding 14%/year) according to decision of the EXCOM, counting from the date of withdrawing to that of actual payment. The EXCOM shall have full right to decide the enforcement for full payment at the time of withdrawing shares.

5. The withdrawal notification should be sent to the owner of such shares before actual withdrawal takes place. The withdrawal is still effective in case of mistake and delay in sending such notification.

V. ORGANIZATION,MANAGEMENT AND INSPECTION STRUCTURE

Article 10: Organization, management and inspection structure

Organization, management and inspection structure of the Company shall include:

1. The General Meeting of Shareholders (GMS)
2. The Executive Officers Committee (EXCOM)
3. The Inspection Board
4. General Director

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11: Rights of shareholders

1. The Shareholders are owners of the Company having rights and obligations as per type and number of their shares. The Shareholders are only responsible for abilities and other asset obligations in proportion of their shares contributed to the Company.
2. Ordinary shareholders of the Company is entitled to:
 - a. Participate and voice up their opinions in the GMS and exercise voting right directly, remotely or via authorized parties.
 - b. Receive share dividends which has been decided by GMS;
 - c. Freely transfer their fully paid shares as stipulated in this Charter and Laws;
 - d. Preferentially buy newly issued shares as per their ordinary shares proportion;
 - e. Checking, scripting all the information related to shareholders listed in GSM and request for proper adjustment to incorrect information.
 - f. Consider, look up, extract or copy the Charter, minutes of GMS and resolutions passed by GMS;
 - g. In case of termination or bankrupt, shareholders are entitled to receive the remaining assets responding to the contributed share volume after the Company has paid off to lending parties and shares held by the Company as regulated by the law.
 - h. Request the Company to buy its own shares in particular cases as stated in the Corporate Law;
 - i. Other rights in accordance with this Charter and applicable laws:
3. Shareholder or shareholder group holding more than five percent of total ordinary shares for at least six consecutive months are entitled to:
 - a. Nominate candidates for EXCOM and Inspection Board as stated in Article 24 Clause 2 and Article 32 Clause 2 of this Charter;
 - b. Request EXCOM for appealing GMS as stated in Article 79 and Article 97 of Corporate Law;
 - c. Check and receive copies or citations of list of eligible shareholders list to participate and vote in GMS;
 - d. Request the Inspection Board to check specific problems in relation to the management and operation of the Company if necessary. The request must be in writing. Individual shareholder information should include: full name, permanent address, nationality and Identification card, passport number or other identification documents. Organisation share holder information should include: business registration number, share volume and

time of registration of each individual, total share volume of group shareholders and proportion contributed in the Company's shares. The request must contain the issue and purpose of inspection.

- e. Other rights as stated in this Charter.

Article 12: The obligations of shareholders

Shareholders have the following obligations:

1. To comply with the Company's Charter, regulations, decisions and resolutions of EXCOM and GMS.
2. To participate in GMS and handle the voting right directly, via authorized representative or remotely. A shareholder can authorize a member of EXCOM to act on behalf in GMS.
3. To make payment for registered share volume.
4. To provide exact contact address upon share purchase registration.
5. To fulfill other obligations as provided in the Laws.
6. To be personally liable when acting on behalf of the Company in the following conditions:
 - a. Violate the Laws;
 - b. Conduct business and other transactions for the purpose of personal benefits or for the shake of organizations or others;
 - c. Pay undue debts financial before any financial risk happening to the Company.

Article 13: The General Meeting of Shareholders (GMS)

1. The General Meeting of Shareholders shall be the highest governing body of the Company. The Annual General Meeting shall be held once per year. The GMS is definitely held in the 4 months duration after the ending of fiscal year.
2. The EXCOM appeal the Annual General Meeting and select an appropriate location. The GMS shall decide issues stipulated by the Laws and this Charter; especially, shareholders shall approve Company's annual financial report and financial budget plan for coming year. Independent auditors may be invited to participate in this Meeting to consult for the approval of annual financial report.
3. The EXCOM must convene an unusual General Meeting in the following cases:
 - a. EXCOM believe it is necessary for the sake of the Company;
 - b. Annual accounting balance sheet, the audited quarterly or semi-annual reports show that the Shareholder Equity has been reduced by half, comparing with the beginning of the statistical period.
 - c. If the number of EXCOM members is less than the required number by the Law or less than half of that as regulated in this Charter;
 - d. A shareholder or group of shareholders as prescribed in Article 11 Clause 3 of this Charter requests for appealing General Meeting of Shareholders in writing. The petition document must clearly state the reasons and purposes of the Meeting with signatures of

related shareholders (the petition document can be made in numerous copies with signature of at least one related shareholders in each);

- e. Investigation Board requests to appeal the unusual meeting if it has reason to believe that the EXCOM member of senior management officers seriously violate their obligations as stated in Article 119 of Enterprise Law or Board of Directors acts or intends to act beyond its power;
- f. In other cases as regulated in Laws and Charter of the Company.

4. Appealing the unusual General Meeting of Shareholders

- a. The EXCOM must appeal the GMS within 30 days from the date the number of remaining EXCOM members is stated in Article 13 Clause 3 Paragraph c or the date of receiving the request as stated in Article 13 Clause 3 Paragraph d & e.
- b. If the EXCOM failed to appeal the GMS in above-mentioned period, within the next thirty (30) days the Inspection Board must appeal the meeting as regulated in Article 97 Clause 5 of Corporate Law;
- c. If the Inspection Board fails to appeal a meeting in period as stated in Article 13 Clause 4 Paragraph a above, within the next thirty (30) days, the shareholders or group of shareholder having request as stated in Article 13 Clause 3 Paragraph shall have right to appeal shareholder meeting as regulated in Article 97 Clause 6 of Corporate Law.

In this case, shareholders or group of shareholders convening the GMS have right to request the Business Registration Agency to monitor order and procedures of appealing, conducting meeting and making decision in GMS. All expenses for the meeting will be refunded by the Company. These expenses shall not include shareholders' personal spending for attending the meeting including accommodation and travel expenses.

Article 14: The rights and obligations of the General Meeting of Shareholders

- 1. The Annual General Meeting shall have right to discuss and adopt:
 - a. Audited annual financial report;
 - b. EXCOM report
 - c. Inspection Board report;
 - d. Short-term and long-term business development plan;
- 2. The Annual and Unusual General Meeting shall be entitled to decide following issues:
 - a. Approval on annual financial reports;
 - b. Decision on the dividends to be annually paid to each type of shares in accordance with the Corporate Law and rights attached to such type of shares. Dividend rate should not be higher than the proposed one by EXCOM after consulting share holders at GSM;
 - c. Number of EXCOM members;
 - d. The selection of the External Audit firm;
 - e. Voting, dismissing and discharging the members of EXCOM and Inspection Board;
 - f. The total remuneration for members of Board of Directors and reporting this remuneration amount;
 - g. Amendment and addendum of Company's Charter;

- h. Type and number of new shares to be issued and the 3 years restricted transaction of founders counting from date of foundation.
- i. Dividing, merging, integrating and changing of the Company;
- j. Restructuring and terminating (liquidating) the Company and appointing the liquidator;
- k. Inspecting and dealing with violation of EXCOM or Inspection Board resulting in damages to Company and shareholders;
- 3. Decisions on selling Company and Branches asset transaction that values up to 50% or more of Company's total value as recorded in the latest audited financial report;
 - l. Decision on re-buying more than 10% of each type of issued shares;
- m. The General Director is simultaneously the Chief Executive Officer (CEO);
- n. The Company or Branches of the Company enter into contracts with people who are stimulated in Article 120 Clause 1 of Corporate Law which is 20% or more of the total value of assets of the Company and Branches recorded in the latest audited financial report;
- o. Other issues regulated in this Charter and other regulations of the Company.
- 4. Shareholders are not allowed to vote in the following cases:
 - a. Approval on contract as stipulated in Article 14 Clause 1 if such Shareholder or connected person is one party of the contract;
 - b. Repurchasing shares of such Shareholder or connected party, except that repurchase is conducted in proportion of ownership of all shareholders or that repurchase is conducted via public matching order or public offer by the Stock Exchange Agency.
 - c. All the scheduled resolution and related issue should be discussed and get approval in the GSM.

Article 15: The authorized representatives

- 1. Entitled Shareholders by prevailing laws may authorize their representative act on behalf of them in the GSM. If the shareholder authorizes to more than one representative, number of shares and number of votes authorized for each shall be clearly defined.
- 2. The authorization must be made in writing in sample form of the Company with signature regulated as follows:
 - a. The authorization should be made by Company's template in writing, containing the shareholder's signature and the respective authorized one.
 - b. If the authorized party is an organization, the authorization documents must be signed by the legal representative or authorized representative of such organization and by the authorized person who will attend the meeting.
 - c. In other cases, the authorization document must be signed by the legal representative of shareholder and signed by the authorized participant.

The authorized participant to attend the GMS must submit the legal authorization document before joining the meeting.

3. In case the lawyer acts on behalf of the authorizer to sign appointment letter, the appointment letter is just accepted to be legal if it is presented together with the authorization letter to the lawyer of the legally copied document (if it has not been register with the Company before).
4. Except the particular cases stated in Article 15 Clause 3, vote of authorized party within the scope of authorization are still valid in these circumstances:
 - a. The authorizer has passed away or restricted of civil rights;
 - b. The authorizer cancels the authorization;
 - c. The authorizer revokes the authority of authorized party.

This clause is not applicable in case the Company receives the notification of one among the above mentioned events before the opening of the GSM or re-appealing the meeting.

Article 16: The change of rights

1. Changes or cancellation of rights for each type of preferred shares is effective when the shareholder holding minimum 65% ordinary shares attending the meeting votes and the shareholder holding min 75% voting rights of the mentioned preferred shares agrees. The appealing of the shareholders holding the preferred shares can only happen if at least (02) shareholders (or their authorized party) and hold minimum one third (1/3) the par value of the issued particular shares.

In case there are not enough such shareholders, the Meeting shall be re-held within the next thirty (30) days and the number of such kind shareholders (not depending on number of people and share volume) shall be considered enough if the shareholders and the authorized parties attend on site at the meeting. At the above mentioned Meeting, any shareholder or authorized parties holding such type of share can require voting by ballot and every shareholder shall be given one vote. Each share of same type has equal voting rights in this meeting.

2. Procedures for conducting this separate meeting shall comply with regulations in Article 18 and 20 of this Charter.
3. Except otherwise provided by provisions on issuing new shares, special rights attached to the preferred shares in some or all matters relating to profit or assets distribution shall not be changed when the Company issues more share of the same kind.

Article 17: The call, agenda and notification of General Meeting of Shareholders

1. The GMS shall be called by EXCOM or the GSM called as regulated in Article 13 Clause 4, Paragraph b and c of this Charter.
2. Person who calls for the GMS should perform following obligations:
 - a. Prepare list of shareholders eligible for attending the Meeting and vote in the Meeting no later than thirty (30) days prior to the opening date of the Meeting; prepare the meeting agenda, materials of meeting in accordance with regulations of prevailing laws and the Company.
 - b. Determine time and venue of the Meeting;

- c. Notify and send invitation letter to Shareholders entitled to participate in the Meeting;
3. The notification of the GMS shall be sent publicized on the media channels of Stock Exchange Bureau (for listed companies) or on the Company website. The notification must be sent no later than 15 days prior to day of opening the meeting of GMS (from the date of notification sent or transferred formally, paid postal charges or put into mail box). The meeting agenda and materials related to the issues to be voted at the GMS shall be sent to Shareholders or/and posted on the website of the Company. If the notification is not enclosed in materials, the details of accessible website should be mentioned in the invitation letter.
4. Shareholders or groups of Shareholders as stipulated in Article 11 Clause 3 of this Charter are entitled to propose issues to be included the meeting agenda. Such recommendation must be made in writing and sent to the Company at least three (03) working days prior to the opening date of such meeting. Recommendation should explicitly state full name of the shareholder, total volume and type of his shares and proposed issues to be included in the meeting agenda.
5. Person who convenes the GMS has right to decline recommendations related to Article 17 Clause 4 in the following conditions:
 - a. Such recommendation is not sent on due date, lack of information or the content is not accurate;
 - b. At the time of recommendation, Shareholders or groups of Shareholders do not hold at least 5% of ordinary shares in consecutive six (06) months at least as stated in Article 11 Clause 3 of this Charter;
 - c. Other conditions
6. EXCOM has to prepare a draft solution for each particular issue in the meeting agenda.
7. If all Shareholders holding 100% of direct voting rights attend and act via their authorized parties, the resolution adopted by GSM are considered to be eligible even the appealing of GMS has not in full procedures and order or the voted issues was not included in the agenda.

Article 18: Conditions for the General Meeting of Shareholders

1. The GMS shall be conducted where the attending shareholders represent at least 65% of the voting shares.
2. The caller cancels the meeting if there are not enough necessary number of participants showing up within 30 minutes from the opening time of the meeting. The GSM should be re-called within 30 days from the tentative date of first meeting. The recall of GSM can only be conducted when the participants are shareholders and authorized parties account for at least 51% of voting rights.
3. In case the 2nd GSM could not succeed due to insufficient number of participants within 30 minutes from the opening time, the 3rd GSM could be called within 20 days counting from tentative date of the 2nd meeting. At this time, the GSM is eligibly held despite the

number of shareholders or authorized participants, and they have voting rights to all the issues proposed for approval in the 1st meeting.

Article 19: Meeting and Voting procedures at the General Meeting of Shareholders

1. On the date of the GMS, the registration of shareholders must be conducted and continued until fulfillment of registration for all shareholders.
2. Upon registration, each shareholder or authorized participant shall be granted a voting card containing registration number, full name of shareholder or authorized participant and corresponding number of votes. The voting shall be conducted by the way of firstly collecting supporting votes, then collecting against votes. The decision is finally made by counting total supporting votes or against total votes. Total supporting votes, against votes and invalid ones must be announced by the Chairman right after finishing the voting. The GMS shall elect the voting committee and supervisor as proposed by the chair person. The number of members of voting committee is determined by the GMS basing on recommendation of the Chairman, but not exceeding the number regulated in prevailing laws.
3. The Shareholders or authorized participant arriving late to the Meeting shall have right to immediately register, attend and vote in the Meeting. However, the Chairman is not responsible to suspend the Meeting in order to enable the late comers to register and the validity of voting that has been conducted before are not be affected.
4. The meetings called by EXCOM shall be chaired by the Chairman of the EXCOM .If the Chairman is absent or temporarily unable to work, residual members shall select one of them to be the Chairman of the Meeting. If none is selected to be the Chairman, the EXCOM member holding the highest position shall monitor the GMS to vote for the person among participants receiving the highest votes to be the Chairman. In other cases, the person signing on GMS invitation letter shall guide the GMS to vote for the person receiving the highest votes to be the Chairman.
5. The Chairman has the right to decide on order, procedures and incurred issues out of the scope of the Meeting.
6. The Chairman of the GMS may decide to delay the Meeting upon request or as agreed by the necessary number of participants.
7. The Chairman or Secretary of the GMS may conduct necessary activities as to control the Meeting in order; or so that the GMS can reflect expectation of majority of attending shareholders.
8. The EXCOM can request shareholders or authorized participants attending the GMS to be subject for other necessary security measures, which are deemed appropriate. In case shareholder or the authorized participant declines to comply with the mentioned security or special checking, the EXCOM can reject or exile the shareholder or authorized participants.
9. The EXCOM can take necessary actions after thorough consideration so as:
 - a. To allocate seats on site the GSM;

- b. To guarantee safety for people present the GMS;
- c. To facilitate for shareholders attending (or continue attending) the GMS.

The EXCOM can replace these methods by others considered to be necessary. The methods may include providing an admission ticket or other adoption form

10. In case where the GMS applies above necessary methods, when determining the meeting location, the Board of Directors can:
 - a. Announce the meeting location as stated in the announcement and the Chairman shall be present there (“Main location of the Meeting”);
 - b. Make arrangement for shareholders or authorized parties who are unable to attend the meeting or the ones that wish to join the meeting at other location than that of main location can simultaneously attend the meeting.

It is unnecessary to give details of organizing methods as described in this Article in the announcement of the GMS.

11. In this Charter (except other circumstances), all shareholders are considered to attend the GMS at the main location of the Meeting.

The Company must hold the GMS at least once a year. The Annual General Meeting will not be held under the form of getting written opinion.

Article 20: Approval of resolutions of General Meeting of Shareholders

- a. Except for the regulation stated in Article 20 Clause 2, a decision of the GMS on the following issues shall be adopted if a minimum 65% of total votes obtained from eligible shareholders and authorized parties joining the meeting.
 - b. Approval of the annual financial report;
 - c. Short-term and long-term business development plan;
 - d. Electing, dismissing, discharging or replacing the members of EXCOM and Inspection Board and reporting the position of General Director appointed by EXCOM
 - e. .
1. GMS’ decision relating to amending or supplementing the Charter, type and number of share for selling, restructure or termination, transactions for trading assets with the value of 50% or more of total assets recorded in the latest audited financial report shall be adopted if 75% or more of total votes come from shareholders with voting rights participating in the GMS directly or via authorized participant (in the meeting) or at least 75% of total votes of shareholder with voting rights agree (in writing).

Article 21: The power and manner of consulting shareholders’ opinions in writing to get approval from GSM

The power and manner of consulting shareholders’ opinions in writing to get approval from GSM are implemented as follows:

1. The EXCOM has right to consult shareholders' opinions in writing to get GMS' approval whenever it is considered necessary for the sake of the Company.
2. The Board of Directors must prepare the written opinion forms, drafts of decisions and documents explaining the draft decisions. The form together with the draft decision and supporting documents should be sent via registered post to the shareholder's registered address. The EXCOM make sure that the documents should be sent to shareholders at the appropriate time to consider the voting and it should be at least 15 days before the deadline for getting feedbacks.
3. The written opinion form must contain the following contents:
 - a. Name, address of headquarter, Business registration number and date of issue, registered working office;
 - b. Purpose of getting opinions/feedbacks;
 - c. Full name, permanent address, nationality, number of identity card or passport or other legal personal identification with respect to the individuals shareholders; name, registered address, nationality, number of business registration license of organization shareholders are organizations; number of each type of shares and number of votes;
 - d. Issues that require opinion consultation to get approval;
 - e. Plan for voting including agreement, disagreement and no opinion with mentioned issues;
 - f. The written opinion forms which have been completed to the Company;
 - g. Full name, signature of CEO and the legal representative by law.
4. The completed form must be signed by individual shareholder and by the legal representative of organization shareholders.

The written opinion forms sent to the Company must be put into sealed envelopes and will not be opened before the counting of votes. The forms sent after the deadline or opened are considered invalid.

5. The EXCOM conduct votes checking and counting, making record of vote checking in the witness of Inspection Board or shareholders who do not hold any management position of the Company. The record of vote checking must contain the following main contents:
 - a. Name, address of headquarter, Business registration number and date of issue, Company registered address.
 - b. Purpose and issues requiring for opinion consultation to get approval;
 - c. Number of shareholders with total number of voting card joining the vote, clearly divided into legal and illegal votes with list of shareholders joining the vote,
 - d. Total agreement, disagreement and non-vote ones;
 - e. Adopted decisions;

- f. CEO's full names and signatures, legal representative of the Company and the person who supervises the vote counting.

EXCOM members and vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote checking minute and for the damages arising from the wrongly approved decisions caused by dishonest and inaccurate vote checking.

6. Record of vote checking should be publicly posted on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the close of vote counting.
7. The completed written opinion forms, record of vote counting, full text of approved resolutions and related documents must be strictly filed at the Company's headquarter.
8. Decisions made by completed written form to be approved if being voted by the minimum of 75% shares eligible for voting and will be equally valuable as the decision made at the GSM.

Article 22: The minutes of General Meeting of Shareholders

The GMS chair person is responsible for strict filing of the minutes of GMS. The minutes of GMS must be publicly posted on the Company's Website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the ending date of GMS. The minutes of GMS will be considered as authentic evidence for activities conducted in the GMS unless there are some disagreements on content of the minutes raised within ten (10) days from the date of the minutes. The minutes are prepared in Vietnamese, signed by the chair person, Secretary and in accordance with Corporate Law and this Charter. Records, minutes, signature books of attending shareholders and authorization documents should be strictly filed at the Company's headquarter.

Article 23: Request for cancellation of decisions of GMS

Within ninety (90) upon receiving the Minutes of GMS or minutes of vote counting for consulting opinions of GMS, shareholders, EXCOM members, Supervisory Board members, General Director are entitled to request the Court or arbitration to consider and cancel decisions of GMS in the following cases:

1. The order and procedure of calling the GMS does not comply with the regulations of Corporate
2. The order and procedure of making decisions and contents of decisions breached the regulations of laws or the Company's Charter.

If the decisions of GMS are canceled by the Court or Arbitration, the person convening the GMS may consider of re-holding the GMS within 30 days following the order and procedure as regulated in Corporate Law and this Charter.

VII. THE EXCOM

Article 24: Members and working terms of the Executive Officers Committee (“EXCOM”)

1. The number of EXCOM members is at least 5 and maximum up to 11 members, working term is five (05) years. The working term of EXCOM member should not exceed 5 years. EXCOM members may be re-elected one or more times for terms of the same maximum duration. Total number on non-executive or independent EXCOM members (for big public or listed company) should account for at least one-third (1/3) of total EXCOM members. The minimum number of independent or non-executive members is determined under the rounded down rule.
2. Shareholders holding shares with voting rights in at least six (06) consecutive months are entitled to add their shares to other shares with voting rights to nominate EXCOM members. If shareholders or groups of shareholders holding from 5% up to less than 10% of total shares with voting rights are entitled to nominate one (01) EXCOM member ; if holding from 10% up to less than 30% of total shares with voting rights are entitled to nominate at most two (02) EXCOM members; if holding from 30% to less than 40% of total shares with voting rights are entitled to nominate at most three (03) EXCOM members; if holding from 40% up to less than 50% of total shares with voting rights are entitled to nominate at most four (04) EXCOM members; if holding from 50% up to less than 60% of total shares with voting rights are entitled to nominate at most five (05) EXCOM members ;if holding from 60% up to less 70% of total shares with voting rights are entitled to nominate at most six (06) EXCOM members; if holding from 70% up to less than 80% of total shares with voting rights are entitled to nominate at most seven (07) EXCOM members; if holding from 80% up to less than 90% of total shares with voting rights are entitled to nominate at most eight EXCOM (08) members;
3. If the number of approved candidates via nomination is not enough, the EXCOM can nominate the more candidates or arrange to nominate under the mechanism stated in Internal Regulations on corporate governance of the Company. The mechanism for nomination or the nomination method must be clearly stated and approved by GMS before conducting the nomination.
4. A member of BOM shall lose his EXCOM membership in the following cases:
 - a. Such member is not qualified or legally restricted for EXCOM membership as regulation of Corporate Law.
 - b. Such member sends a resignation letter to the Company headquarter;
 - c. Such member is affected by mental disease and other members of BOD have professional evidences to prove that such member does not have enough civil ability;
 - d. Such member is absent from EXCOM meetings without EXCOM approval in consecutive six (06) months and the EXCOM decides that the post of such member to be left empty;
 - e. Such member is dismissed in accordance with resolution of the GMS.

5. The EXCOM may appoint another one to be temporary member of EXCOM to fill the vacancy, and such appointment must be approved at the next GMS. After approved by the GMS, such appointment shall be effective from the EXCOM appointment date. The working term of such new EXCOM members is from date of appointment to the ending date of EXCOM's term of office. If such appointment is not approved by the GMS, all decisions of EXCOM before the date of GMS with the votes of EXCOM members are still considered to be effective.
6. The appointment of EXCOM members must be announced as regulated in Securities Law.
7. EXCOM member may not necessarily be Shareholder of the Company.

Article 25: Power and obligations of Board of Directors

1. The Company business operation is subject to the EXCOM management. The EXCOM is a management team of the Company entitled to act on behalf of the Company in exercising all the rights and obligations, except those fall under the authority of the GMS.
2. The EXCOM is responsible for supervising the General Director and other management officers of the Company.
3. The EXCOM'S rights and obligations are regulated by laws, by this Charter, and resolution of the GMS. Concretely, the EXCOM has following rights and obligations:
 - a. To determine the Company's business development plan and annual budget estimation;
 - b. To define operation objectives based on strategic goals approved by the GMS;
 - c. To appoint or dismiss the Company managing officers based on recommendation of General Director and to decide their applicable salary level;
 - d. To approve the Company organization structure;
 - e. To resolve Company's complaints to such managing officers as well as decide to nominate the Company representative to solve the matters related to legal procedures for such manager;
 - f. To propose types of shares to be issued and total number of each type;
 - g. To propose the issuance of convertible bonds and warrants allowing the owners to buy shares at pre-defined price;
 - h. To determine the offering price of shares, bonds and convertible securities if authorized by the GMS;
 - i. To appoint, dismiss or remove the General Director, other managing officers and the representative of the Company. Such dismissal should not be against contracted rights of the dismissed officers (if any);
 - j. To report to GMS of the EXCOM'S appointment for the General Director post;
 - k. To propose annual dividend rated and define advanced dividends; to deploy the payment of dividends.
1. To propose the restructure or termination of the Company
4. The following issues must be approved by EXCOM:
 - a. Establishment of branches or representative offices of the Company;

- b. Establishment of subsidiaries or representative office of the Company;
 - c. In the scope of regulation of Article 108 Clause 2 of Corporate Law and except for cases stated in Article 120 Clause 3 of Corporation Law which must be approved by GSM, the EXCOM is entitled to, from time to time, amend, implement or cancel valuable contracts of the Company (including merging, acquisition and joint ventures of the Company);
 - d. Nomination and dismissal of parties who have been authorized to be Company's trade representatives and lawyers;
 - e. Borrowings and implementation of all mortgage, warranty, guaranty and compensation of the Company; the EXCOM is entitled to authorize its Sub-Committee under EXCOM or the General Director to implement these items through authorization documents;
 - f. Investment value up to over 20% of the Company's planned value and annual business budget;
 - g. Purchase or selling of shares, capital contribution of other companies established in Vietnam or overseas; the EXCOM is entitled to authorize its Sub-Committee to approve these decisions;
 - h. The evaluation of non-cash assets contribution to the Company in relation to issuance of shares or bonds of the Company, including gold, land-use right, intellectual property right, technology and technology know-how;
 - i. The Company repurchase or withdraw less than 10% of total issued shares of each type;
 - j. Decision on repurchased or withdrawal share price of the Company;
 - k. Other issues on business operation or transactions that must be approved by the BOD in the scope of its power and responsibility.
5. The EXCOM must report to the GMS on its operation, particularly the supervision of EXCOM to General Director and other managing officers in the fiscal year. If the EXCOM fails to report to the GMS, the annual financial report of the Company shall be void and not yet approved by EXCOM.
 6. The EXCOM can authorize sub level and managing officers to represent and act for and on behalf of Company unless otherwise provided by the laws and this Charter.
 7. The EXCOM members (excluding authorized representatives) shall be entitled to receive remuneration for their work in the nom of EXCOM member. The total remuneration for the EXCOM shall be determined by the GMS. This remuneration shall be divided to each EXCOM member as internally agreed in EXCOM or equally divided if the agreement cannot be reached.
 8. Total amount paid for each EXCOM member including remuneration, expenses, commissions, right to buy shares and other benefits offered by the Company, subsidiaries, associated companies and other companies in which the EXCOM member acts as representative for capital contributed party must be recorded in details in the Company's annual report.
 9. The EXCOM member holding any managing post, working for EXCOM subcommittee, or other works considered by the EXCOM to be out of his scope of work of shall receive

extra remuneration under the form of package wage for individual by working time, salary, commission, percent of profits or under other forms as decided by the EXCOM.

10. The EXCOM members shall be reimbursed all expenses such as accommodation, travel and other reasonable paid expenses in the position of EXCOM member, including expenses arising for attending GSM, EXCOM or sub committees meetings.

Article 26: Chief Executive Officer

1. The GSM or EXCOM should select 1 among the EXCOM members to be voted for the CEO position. Unless otherwise decided by the GMS, the CEO shall not be cum General Director. The CEO cum General Director position must be approved yearly in the Annual General Shareholders Meeting.
2. The CEO is responsible to convene and chair the GMS and EXCOM meeting, and simultaneously have other rights and obligations regulated in this Charter and Corporate Law.
3. The CEO is responsible for ensuring that the EXCOM submits annual financial report, the Company operation report, audit report and inspection report of the EXCOM to shareholders in the GMS.
4. If the CEO resigns or is dismissed for any reason, within ten (10) days from the date of resignation or dismissal, BOD shall elect a replacing member for this post.

Article 27: The EXCOM meetings

1. If the CEO is elected by the EXCOM, the first EXCOM meeting to elect the CE and other decisions under their authority must be conducted within seven (07) working days from the ending date of election of EXCOM for the responding terms of work. This meeting shall be convened by the member with having the highest vote number. If there is more than one (01) member with the same highest vote, such members shall elect one among them to convene the EXCOM meeting based on the majority rule.
2. The CEO must convene EXCOM regular meeting, set up agenda, time and venue of meeting at least five (05) days prior to tentative date of meeting. In case of necessity, the CEO may convene meeting at any time but at least once per quarter.
3. The CEO must convene the unusual EXCOM meeting, taking in the consideration for the sake of the Company. In addition, the CEO must convene the EXCOM meeting without any unreasonable delay when one of the below persons make proposals in writing, showing clearly the purpose of meeting and other contents which need to be discussed:
 - a. General Director or at least five (05) other managers;
 - b. At least two(02) members of the EXCOM;
 - c. The Inspection Board.
4. The meeting of the BOD stated in Article 27 Clause 3 must be conducted within fifteen (15) days from the date of receiving proposal. Should the CEO fails to do so, he shall be solely responsible for the damages to the Company; the persons making proposals as mentioned in above Article 27 Clause 3 are entitled to convene the EXCOM meeting .

5. In case of requirement from the independent auditor, the CEO must convene the EXCOM meeting for discussion of audit report and the Company status.
6. The EXCOM meeting shall be held at the Company registered address of or at other locations in Vietnam or overseas under the EXCOM'S decision and approval.
7. The notification of EXCOM meeting must be sent to its members within five (05) days prior to opening date of meeting. EXCOM member can decline the notification for meeting in writing and such refusal can be retroactive. Verbal notification for EXCOM meeting must be in Vietnamese, stating clearly the meeting agenda, time, venue enclosing necessary documents relating to the contents to be discussed and voted in the EXCOM meeting and providing votes for absent members.

The notification for meeting may be sent by post, fax, e-mail or other communication channels, providing that it is sent to the registered address of each EXCOM.

8. The first EXCOM meeting can only be conducted if at least three-fourths (3/4) of total EXCOM members participate in the meeting directly or through a representative (authorized person).

If there are not enough members attending the meeting as regulated, the EXCOM meeting must be reconvened within fifteen (15) days from the first tentative date of meeting. The meeting convened at second call shall be conducted if more than half (1/2) of EXCOM member participate in the meeting.

9. Voting

- a. Excepting for regulation in Article 27 Clause 9 Paragraph b, each EXCOM member or authorized person attending directly as an individual at the EXCOM meeting shall have one (01) vote card.
- b. EXCOM member is not entitled to vote for contracts, transactions or proposals in which such member or his/her connected person has benefits in and such benefits could be in conflict interest with the Company. EXCOM members are not included in the required minimum number for holding the EXCOM meeting on decisions which such members have no voting rights to;
- c. According to regulation of Article 27 Clause 9 Paragraph d, if there is any arisen issue in the EXCOM meeting relevant to benefit of EXCOM member or relating to voting right of any member which is unable to be solved by volunteer refusal of voting rights of related EXCOM member, it shall be transferred to Chairman of meeting for making decision. Chairman's judgment relating to this issue is accepted as the final decision except for nature or scope of benefit of EXCOM member has not been declared properly.
- d. Any EXCOM member enjoying benefit from a contract which is stipulated in Article 35 Clause 4 Paragraph a and in Article 35 Clause 4 Paragraph b of this Charter shall be considered to have considerable benefit in such contract.

10. As an EXCOM member, knowing that he/she have direct or indirect benefit from a current or future contract or transaction is obliged to declare the nature & content of such benefit in the first EXCOM meeting to discuss and consider about these deals. If such member has not been aware that he or his connected having benefits at the time of the transaction, he should declare the related interest in the first meeting held upon his awareness of such benefits and related contracts.
11. The EXCOM approves the decisions and issue the resolution based on the agreement of majority of EXCOM members attending the meeting (over 50%). In case the agreed is same as against votes, the CEO's vote is taken as decisive one.
12. An EXCOM meeting can be held in the form of an agenda among EXCOM members where all or some members are located at different places, providing that every attending member is able to:
 - a. Listen to each member of BOM expresses his/her opinion in meeting;
 - b. Give speech to all other participants simultaneously.

Communication among members can be made directly through telephone or other communication channel (even the using of this communication channel happens at the time of approval of this Charter or later on) or combination of these methods. EXCOM members attending such meeting are considered as "be present" at the meeting. The meeting venue is the location where the biggest number of EXCOM members gather or the location where the Chair of the meeting is present.

Decisions approved by EXCOM meeting via telephone which was officially held and performed is effective upon the ending time of the meeting providing that they are reconfirmed by signatures of EXCOM members attending the meeting.

13. Resolutions voted under the verbal form method are approved based on the agree votes of majority of EXCOM members having voting rights. Such resolutions are equally effective and valuable as that approved by the EXCOM in normal meetings.
14. The CEO is responsible for sending the Minutes of EXCOM meetings to all members and the Minutes shall be considered the real evidence of activities occurring at such meeting, except for objections to content of such Minutes within 10 days from the date of dispatching such Minutes. These verbal Minutes must be in Vietnamese and signed by all members participating in the meeting; the Minutes may be made in many copies and each copy must be signed by at least one (01) attending member of the EXCOM.
15. The EXCOM can establish and authorize to its Sub-Committees. The member(s) of Sub-Committee may include one or more EXCOM members and one ore more external members as per EXCOM's decision. During the performing the authorized power, the Sub-Committees should oblige the regulations opposed by the EXCOM. These regulations can adjust or recruit more people who are non EXCOM members in such Sub-Committee and entitled to vote as members of Sub Committee with the conditions

as: (a) the number of externally recruited member(s) must be less than a half of Sub-Committee's total member, and (b) resolution of the meeting of Sub Committee shall only be effect if majority of members who attend and vote at the meeting of Sub Committee are EXCOM members.

16. Implementation of the decision of EXCOM, its Sub Committees or by any person as member of such Sub Committees shall be deemed to take effect in spite of shortcomings in election and nomination of member of Sub Committees or EXCOM.

VIII. GENERAL DIRECTOR, OTHER MANAGING OFFICER AND SECRETARY OF THE COMPANY

Article 28: Structure of management body

The Company management system has to make sure that the management organization takes responsibility towards the EXCOM and belongs to the control of the EXCOM. The Company has one (01) General Director, Deputy General Directors, one (01) Chief Accountant and other position titles appointed by the EXCOM. The appointment, dismissal of these positions must be legally implemented under the EXCOM's decision.

Article 29: Managing officers

1. As request by the General Director and approved by the EXCOM, the Company will recruit a number of necessary qualified managing officers which is suitable for the Company's structure and management practice proposed by the EXCOM from time to time. Managing officers must be diligent enough to help the operation and organization of the Company meet the expected goals.
2. Salary, remuneration, benefit and others terms of labor contract for the General Director for others Company's Managing Officers shall be decided by the EXCOM upon consulting the opinion of the General Director.

Article 30: Appointment, dismissal, obligations and rights of General Director

1. The EXCOM will appoint one member or another person to be the General Director of the Company; signing the labor contract stating salary, remuneration, benefit and other related terms. Information about salary, allowance, benefit of General Director must be reported at the Annual General Shareholders Meeting and recorded in the Company annual report.
2. The General Director's term of office is three (3) years and he/she can be re-appointed. The appointment of General Director can be terminated basing on regulations of Labor Contract. The General Director is not the person who is legally restricted from holding this position.
3. The General Director will have the following rights and obligations:

- a. Implementing the resolutions of EXCOM and GMS including business and investment plans approved by EXCOM and GMS;
 - b. Making decisions on all issues that do not necessarily need the approval from EXCOM , including the acting on behalf of the Company in signing financial and trading contracts, organizing and operating the Company regular business under the best management practices;
 - c. Proposing the necessary quantity and types of managing officers to be recruited for appointment and dismissal by the EXCOM in order to better manage the company as suggested by the EXCOM and giving advice to the EXCOM on salary, remuneration benefits and other clauses in the labor contract with managing officers.
 - d. Consulting the EXCOM's opinion to decide number of man powers, salary, allowance, remuneration, benefits, appointment, dismissal and other clauses relating to their labor contract.
 - e. On 3^{1st} October each year, the General Director must submit the detailed business plan for the coming financial year to the EXCOM in accordance with the annual budget as well as the five (05) financial plan;
 - f. Proposing the reasonable measures to strengthen the Company operation and management;
 - g. Preparing the Company's long term, annual, quarterly and long-term written estimation (hereinafter called as forecast) serving for monthly, annual and long-term management of the Company according to business plan. Annual forecast (including balance sheet, income statement, and anticipated cash flow statement) for each fiscal year to be submitted to EXCOM for approval and must contain information stipulated in regulations of the Company;
 - h. Performing other rights and obligations as stipulated in this Charter and regulations of the Company, resolutions of EXCOM, labor contracts of General Director and applicable laws.
4. General Director must be responsible to EXCOM and GMS for performing the entrusted obligations and duties and report when required.
 5. General Director can be dismissed if majority of EXCOM members having rights to vote attend the meeting and agree to appoint a new General Director replacing the current one.

Article 31: The Secretary of the Company

The EXCOM appoint one or many to be Secretary and shall determine his duties and term of office. The Secretary of the company can be dismissed by the EXCOM if necessary providing that it does not violate the regulations of Labor Law. The EXCOM can appoint one or more Secretary Assistant (s) from time to time. The functions and duties of the Secretary include:

1. Preparing for the meetings of EXCOM, Inspection Board and GMS as requested;
2. Advising on procedures of the meetings.

3. Participating in the meetings.
4. Ensuring that resolutions of EXCOM comply with the Laws.
5. Providing financial information, copies of minutes of BOD meeting and other information for members of EXCOM and Inspection Board.

The Secretary of the company is responsible for information security as regulated in applicable Laws and this Charter.

IX. THE INSPECTION BOARD

Article 32: Members of Inspection Board

1. The number of the Company Inspection Board is three (03) members. They are not members of Accounting Department, Financial Department or External Auditing Firm auditing the Company. At least one (01) member of Inspection Board is accountant or auditor.

Members of Supervisory Board are not related to EXCOM members, General Director and other managing officers of the Company. The Inspection Board shall appoint one (01) person to be Chief Inspector who has accounting qualification. The Chief Inspector's rights and obligations include:

- a. Calling the meeting of Inspection Board;
 - b. Requesting the EXCOM, General Director and other managing officers to provide related information to report to Inspection Board.
 - c. Making and signing the reports of Inspection Board after consulting opinion of EXCOM for submission to the GMS.
2. Shareholders are entitled to aggregate their notes together to nominate candidates for Inspection Board. Shareholders or groups of shareholders holding from 5% up to less than 10% of total shares with voting rights are entitled to nominate one (01) candidate; shareholders or groups of shareholders holding from 10% up to less than 30% of total shares with voting rights are entitled to nominate at most two (02) candidates; shareholders or groups of shareholders holding from 30% up to less than 40% of total shares with voting rights are entitled to nominate at most three (03) candidates; shareholders or groups of shareholders holding from 40% up to less than 50% of total shares with voting rights are entitled to nominate at most four (04) candidates; shareholders or groups of shareholders holding from 50% up to less than 60% of total shares with voting rights are entitled to nominate at most five (05) candidates.
 3. If the number of candidates for Inspection Board is not enough, the current Inspection Board may nominate more candidates or organize nomination under the mechanism as regulated in Internal Regulations on corporate governance. The mechanism in which the

current Inspection Board nominates candidates must be clearly announced and approved by the GSM prior to implementation.

4. Members of Inspection Board are elected by the GSM, term of office for Inspection Board is less than five (05) years; members of Inspection Board may be reelected with unlimited number of terms of office.
5. A member of Inspection Board shall not be entitled to hold her/his position in the following cases:
 - a. Being legally restricted to be a member of Inspection Board;
 - b. Written Resignation letter to be sent to the Company's head quarter;
 - c. Being mentally disorder or having no full legal rights demonstrated by other Inspection Board members.
 - d. Being absent from the Inspection Board meeting in six (06) consecutive months without being endorsed by the Inspection Board and the Inspection Board decides that such position is vacant.
 - e. Being sacked from membership of Inspection Board by the GSM.

Article 33: Inspection Board

1. The Company should have Inspection Board that have the rights and obligations as described in Article 123 of Corporate Law and this Charter, mainly including the following rights and obligations:
 - a. Proposing to select an External Auditing Firm , the auditing charge and other related issues;
 - b. Discussing with independent auditors on the nature and scope of auditing before the auditing starts
 - c. Seeking for legal or external professional advice and ensuring for participation of external experts who have experience and qualification suitable for operation of Company if necessary;
 - d. Checking the annual, semi-annual and quarterly financial reports;
 - e. Discussing the difficulties and shortcomings identified from midterm or ending term audit result as well as issues which are required for discussion by independent auditors.
 - f. Reviewing the management letter of independent auditors and the feedbacks from Company Management Board;
 - g. Reviewing the Company report on internal Inspection system before it is approved by the EXCOM; and
 - h. Reviewing the results of internal inspection and the feedbacks from Company Management Board.
2. The EXCOM members, General Director and other managing officers are responsible for providing fully information and documents in relation to Company operation requested by Inspection Board. The Company's Secretary must ensure that all copies of financial information and other information provided for EXCOM members and copies of minutes

of EXCOM meetings shall be provided for Inspection Board members at the same time that such information is provided for the EXCOM.

3. The Inspection Board can issue regulations on Inspection Board meetings and operating mechanism of the Inspection Board. The Inspection Board meeting must be held at least twice per year and the meeting participant number is at least two (02) persons.
4. Remuneration for Inspection Board members is determined by the GMS. Inspection Board Members are paid for traveling, accommodation and other reasonable expenses for attending the meetings of the Inspection Board or performing other Inspection Board's works.

X. DUTIES OF EXCOM MEMBER, INSPECTION BOARD MEMBERS, MANAGING DIRECTOR (GENERAL DIRECTOR) AND OF OTHER MANAGING OFFICERS

Article 34: Responsibility of caution

Members of EXCOM, Inspection Board, General Director and other managing officers are responsible for fulfilling their own duties, including duties performed under name of members of EXCOM Sub Committees in an honest manner which a cautious person should have when taking the equal position and under same conditions.

Article 35: Responsibility to be honest and avoidance of interests conflicts

1. EXCOM members, Inspection Board members, General Director and other managing officers are neither allowed to take business opportunities which can generate benefit to the Company for personal purposes; nor using the information obtained thanks to their positions for self-interest or for other organizations or individuals.
2. EXCOM members, Inspection Board members, General Director and other managing officers must notify the EXCOM about all benefits that can be conflict with the Company benefits that they may enjoy via economic legal entities, other transactions or individuals.
3. The company shall not provide loans or guarantees EXCOM members, Inspection Board members, General Director and other managing officers and their connected persons or legal entities that they have financial benefits with, except loans and guarantees except the ones approved by GMS.
4. Transaction contracts between the Company EXCOM members, Inspection Board members, General Director and other managing officers or connected persons or between the Company and the companies, partners, associations or organizations which EXCOM members, Inspection Board members, General Director and other managing officers and connected persons are members or having financial benefits shall not be void in the following circumstances:
 - a. For contracts with the value of less than 20% of total asset value recorded in the latest financial statement, important points of the contract or transaction as well as relationships

and benefits of managing officers or EXCOM members were reported to the EXCOM or related subcommittees. At the same time, the EXCOM or such subcommittees have allowed the contract transactions in an honest way by the majority of votes from EXCOM members having no related benefits;

- b. For contracts with the value of more than 20% of total asset value recorded in the latest financial statement, important points of the contract or transaction as well as relationships and benefits of managing officers or EXCOM members were reported to shareholders having no related benefits who have vote rights and these shareholders have voted for this contract or transaction.
- c. Such contract or transaction was evaluated by an independent consultant to be fair in all aspects relating to the Company shareholders at the time of transaction or this contract was allowed for implementation by EXCOM, a subcommittee of EXCOM or shareholders.

The EXCOM members, Inspection Board members, General Director and other managing officers or connected persons are not allowed to use the unpublished information of the Company or reveal it for other persons to perform related transactions.

Article 36: The responsibility for damages and compensation

1. The EXCOM members, Inspection Board members, General Director and other managing officers who violate the obligations and responsibilities of honesty and caution, or do not fulfill their own obligations with the diligence and professional capability shall be responsible for damages caused by their violation.
2. The Company shall compensate for a former, current or potential complaint parties in disputes, lawsuits, or prosecutions (including civil and administrative cases, excluding the cases the Company brings in a lawsuit against somebody) if such person used to be or is currently an EXCOM member, a managing officer, employee or authorized person by the Company with the conditions that such person acted honestly, cautiously and diligently for or not against the best benefits of the Company on the basis of complying with laws and no evidence proving his/her violation is shown. When fulfilling the functions, responsibilities or executing the tasks authorized by the Company, The EXCOM members, Inspection Board members, General Director and other managing officers or authorized persons by the Company shall be compensated by the Company if they are one of parties of complaints, lawsuits or prosecutions (excluding the cases the Company brings in a lawsuit against somebody) in the following cases:
 - a. They acted honestly, cautiously and diligently for the Company benefits and do not act against the Company benefits;
 - b. They have been complying with the laws and there have been no evidence showing that they fail to fulfill their responsibilities.
3. Compensation costs including incurred expenses (charges for hiring lawyers), judgment cost, fines, and amounts payable incurred in fact or regarded as reasonable when handling

these cases in accordance with laws. The Company can buy insurance for such persons to avoid the responsibility of above mentioned compensation.

XI. RIGHTS TO CHECK COMPANY'S BOOKS AND RECORDS

Article 37: Rights of examination of books and records

1. Shareholders or groups of shareholders mentioned in Article 24 Clause 2 and Article 32 Clause 2 of this Charter are entitled to request directly or via their authorized person(s) to submit request to check list of Shareholders, minutes of the GMS and make an extracts or copies of these documents providing that information must be kept confidential in the working hour and at the Company head office. If the request for checking is performed by authorized person, the authorization letter or a notarized copy of such document must be attached.
2. The EXCOM members, Inspection Board members, General Director and other managing officers have right to verify the Company's Shareholders registration, list of shareholders and other books, documents for the purposes relating to their works providing that such information are treated as confidential ones.
3. The Company has to save this Charter and its amendments and addendums, Certificate of business registration, regulations, documents proving the ownership of properties, resolutions of GMS and EXCOM, the minutes of GMS and the minutes of EXCOM meetings, reports of EXCOM and Inspection Board, annual financial reports, accounting books, and any other documents, filing up as prescribed by the laws at the Company's head office or another place which is informed to the Shareholders and Department of business registration by the Company.
4. This Charter must be posted on the Company's Website.

XII. EMPLOYEES AND TRADE UNION

Article 38: The employees and trade union:

1. The General Director prepares plans relating to recruitment, dismissal, salary, social insurance, welfare, rewards and discipline applicable to managing officers as well as other employees to get approval of the EXCOM.
2. The General Director prepares plan to get approval of the EXCOM about issues relating to the relationship between the Company and trade union in accordance with standards, practice and the best management policies as stipulated in this Charter, in other regulations of the Company and by applicable laws

XIII. PROFIT DISTRIBUTION

Article 39: Profit distribution

1. The GMS shall decide the annual dividends rate and payment method from the Company the retained earnings.
2. As regulated in the Corporate Law, the EXCOM can decide the advance payment of dividend in the middle of period, if it believed to be appropriate to the Company's profitability.
3. The Company shall not pay interest for any dividend payment or money relating for a type of share.
4. The EXCOM may propose part or full payment of dividends in shares for the GMS's approval and the EXCOM shall take responsibility to perform such decision.
5. In the event that dividends or other money relating to a type of share are paid in cash, such payment must be made in Vietnamese Dong. The payment can be made directly or via bank transfer with the detailed bank account declared by shareholders. In this case, the Company is not responsible for any money transferred by the Company but not received by the shareholder latter if the Company has transferred to the correct shareholder's bank account which is declared by the shareholder. The payment of dividend for shares listed on Stock Exchanges may be made through the securities companies or Vietnam Securities Depository Center.
6. Pursuant to the provisions of the Corporate Law and Securities Law, the EXCOM, by its resolution, may fix a specific date for consolidating list of shareholders. By this date, persons who have registered as the Company's Shareholders or owners of other securities before closing date shall be entitled to receive dividends, interests, distributed profit, shares, notifications or other documents.
7. Other issues relating to profit distribution is performed under applicable law.

XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 40: Bank account

1. The Company opens bank accounts at local Vietnamese banks or foreign banks legally operating in Vietnam.
2. As prior approved by the authority, the Company is allowed to open offshore account if necessary.
3. The Company makes payments and accounting transactions through bank accounts in Vietnamese Dong or foreign currencies.

Article 41: The fiscal year

The fiscal year of the Company shall commence on the 1st January and ends on the 31st December of the same year. The first fiscal year of the Company shall commence on the date of the business registration and ends on 31st December after the date business registration certificate is issued.

Article 42: Accounting system

1. The Company's accounting system is the Vietnamese Accounting System (VAS) or other systems approved by the Ministry of Finance.
2. All the Company's accounting books shall be recorded in Vietnamese and the Company shall keep all accounting files by business activities which the Company has participated. Those files must be accurate, updated, systematic and in full version in order to prove and explain all transactions of the Company.
3. Vietnamese Dong (or convertible foreign currencies accepted by competent state agencies) shall be used as the monetary unit in the Company's accounting system.

XV. THE ANNUAL REPORT, RESPONSIBILITY OF INFORMATION DISCLOSURE AND PUBLIC NOTIFICATION**Article 43: The annual, semi-annual and quarterly financial reports**

1. The Company must make annual financial report as regulated in laws and by The State Securities Commission of Vietnam and the report must be audited as regulated in Article 45 of this Charter. Within 90 days from the ending of fiscal year, the Company must submit the annual report which is already approved by the GMS to the competent tax authority, the State Securities Commission, Stock Exchanges (for listed companies) and business registration office.
2. Annual financial reports must include the income statement showing honestly and objectively the gains and losses of the Company in a fiscal year, the balance sheet showing honestly and objectively the operation situation of the Company up to the time of the report, cash flow statement and notes to the financial statements.
3. The Company must prepare and announce the semi-annual and quarterly financial reports as regulated by The State Securities Commission of Vietnam, Stock Exchanges (for listed companies) and submit them to the concerned tax authority and the business registration agency as stated in Corporate Law.
4. The audited financial reports (including auditor's opinion), semi-annual and quarterly financial reports must be posted on the public website of the Company.
5. Organizations or individuals who have concern are entitled to check or photocopy the audited annual financial reports, semi-annual reports and quarterly financial reports in the working hours at the Company head office and is responsible to pay for making copy of such documents.

Article 44: The Annual Report

The Company must make and announce the Annual Report as regulated in securities Law.

XVI. THE CORPORATE AUDIT

Article 45: Auditing

1. The annual GSM appoints an external auditing firm or adopt the list of external auditing firms and authorize the EXCOM to decide the selection of one among these companies to perform the Company audit of the Company for the next fiscal year based on terms and conditions negotiated with the EXCOM. The Company has to prepare and send annual financial reports to the external auditing company after the end of fiscal year.
2. The external auditing firm shall verify, confirm and report on annual financial reports in order to show the Company's incomes and expenses, prepare the auditing report and submit it to the EXCOM within two (02) months from the ending date of fiscal year.
3. The copies of the auditing report are enclosed with the annual financial report of the Company.
4. Auditor who conduct auditing of the Company are allowed to participate in GMS, have right to receive the Company's notifications and other information relating to the GMS which Shareholders receive and express his/her opinions about the issues relating to auditing in the GMS.

XVII. THE SEAL

Article 46: The seal

1. The EXCOM shall approve the formal seal of the Company and the seal shall be prepared in accordance with the laws.
2. The EXCOM, the General Director shall use and control the formal seal in accordance with the current prevailing applicable law.

XVIII. TERMINATION AND LIQUIDATION

Article 47: Termination of the Company's operation

1. The Company may be dissolved or terminated in the following cases:
 - a. Expiry of the Company's duration, including extended term;
 - b. The competent court declares the Company bankruptcy in accordance with the prevailing laws;

- c. The Company is dissolved before expiry of duration in accordance with the resolution of the GMS;
- d. Other cases as stipulated by laws.
2. Termination of the Company before the expiry of duration (including extended term) shall be decided by the GMS. This decision of termination must be notified to the competent authorities (if compulsory) as regulated.

Article 48: Extension of duration

1. The BOD shall convene the GMS no later than seven (07) months before expiry of Company's duration so that the Shareholders can vote on the extension of the Company's duration with an extended period as proposed by the EXCOM.
2. The duration shall be extended if shareholders who hold at least 65% of total voting shares and present directly or through their authorized representative(s) at the meeting vote for extension.

Article 49: Liquidation

1. Within at least six (06) months prior to the expiry of the Company's duration, or after a decision on termination of the Company is approved, the EXCOM has to establish the Board of Liquidation comprising three (03) members, two (2) of which are appointed by the GMS and the remaining one shall be appointed by the EXCOM among staff of the external auditing firm. The Board of Liquidation shall have to prepare regulations on its operation. Members of the Board of Liquidation may be selected from the Company's staff or external independent experts. All expenses relating to liquidation of the Company are subject for payment priority over other debts of the Company.
2. The Board of Liquidation shall be responsible for notifying its establishment date and commencement date of operation to the business registration authority. As from such point of time, the Board of Liquidation shall be acting on behalf of the Company in all issues relating to the Company's liquidation with the Court and the Administration.
3. Money received from liquidation of the Company shall be paid by the following order:
 - a. Liquidation expenses;
 - b. Salary and insurance for employees;
 - c. Taxes and account payable to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. The remaining balance after clearing payment mentioned order from Item (a) to Item (e) shall be allocated for the Shareholders. Preferred shares shall have payment priority over other shares.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 50: Settlement of internal disputes

1. When disputes or complaints relating to operation of the Company or rights and obligations of the Shareholders as prescribed in this Charter, Enterprise Law, other legal or administrative regulations may arise between:
 - a. Shareholder(s) and the Company;
 - b. Shareholder(s) and the EXCOM, the Inspection Board, the General Director or senior managing officers,

Related parties shall try their best to settle such dispute through negotiation and conciliation. Except for disputes relating to the CEO or EXCOM, the CEO shall preside over settlement of disputes and have right to require parties to present practicable elements relating to the disputes within five (05) working days as from the date of arising such disputes. If disputes are related to the BOD or the Chairman of the BOD, any concerned party may request to appoint an external independent expert to act as a mediator of the settling process.

2. If there is no an agreement on settlement of the dispute is reached within six (06) weeks from the date of commencing conciliating process, or if the decision of the mediator is not accepted by any parties, any party may refer the dispute to the Economic Arbitration or the Economic Court for settlement.
3. Each party shall bear all its own expenses relating to procedures for negotiation and conciliation. The payment of the court's expenses shall be made in accordance with the court's judgment.

XX. AMMENDMENT AND ADDENDUM OF THE CHARTER

Article 51: Addendum and amendment of the Charter

1. Amendment of, addendum to the Charter must be reviewed approved by the GMS.
2. In the event that there are provisions of the laws relating to the Company's operation which are not mentioned in this Charter or there are new provisions of the laws different from the provisions of this Charter, provisions of the laws shall be certainly applicable to control the operation of the Company.

XXI. THE EFFECTIVE DATE OF THE CHARTER

Article 52: The effective date

1. This Charter includes 21 chapters, 52 articles and is adopted by the 2015 AGM of the F.I.T Investment Joint Stock Company on February 28th, 2014 at the headquarter of the F.I.T Investment Joint Stock Company, located at 16th Floor, Center Building (Hapulico

Complex), 1 Nguyen Huy Tuong Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi and is agreed by whole set.

2. This Charter shall be made in ten (10) original copies which are equally valuable, of which:
 - a. One (01) original copy shall be submitted to the Government local notary public office;
 - b. Five (05) original copies shall be registered with the competent authorities in accordance with the regulations of People's Committee of the Province/City;
 - c. Four (04) original copies shall be stored at the head office of the company.
3. This Charter is the unique and official Charter of the Company.
4. Any copies or duplicates of the Charter shall only be valid when they are duly signed by the CEO or by at least a half (1/2) of half of EXCOM members.

Full name and signature of legal representative, founding shareholders or authorized person(s) of founding shareholders of the Company

F.I.T INVESTMENT JSC

GENERAL DIRECTOR

NGUYEN THI MINH NGUYET