DRAFT CHARTER
SAIGON SECURITIES INC.

Ho Chi Minh City, April ...., 2016

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CHARTER OF

SAIGON SECURITIES INC.

LEGAL BASIS

Pursuant to:

- Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Viet Nam dated November 26, 2014 and its guidelines;

- Law on Securities No.70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Viet Nam dated June 29, 2006; Law amending and supplementing a number of articles of the Law on Securities adopted by the National Assembly of Socialist Republic of Viet Nam dated November 24, 2010 and guidelines of the Law on Securities;

- Decision of the General Meeting of Shareholders of Saigon Securities Inc. in Resolution No..... dated.....

Chapter I
GENERAL PROVISION

Article 1. Interpretation of terms

1. In this Company's Charter, the terms below are construed as follows:
   a. "Company" means Saigon Securities Inc.;
   b. "Charter capital" means total face value of issued shares which have been fully paid by shareholders and recorded to Company's Charter;
   c. "Law on Securities" means the Law on Securities adopted by the National Assembly of Socialist Republic of Viet Nam dated June 29, 2006 and Law amending and supplementing a number of articles of the Law on Securities adopted by the National Assembly of the Socialist Republic of Viet Nam dated November 24, 2010;
   d. "Law on Enterprises" means Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Viet Nam dated November 26, 2014;
   e. “Management Officers” include members of the Board of Directors, Board of Management and other persons holding managerial positions who are competent to enter transactions on behalf of the Company as prescribed in this Charter;
   f. "“Related person” means any individual or organization related to each other in accordance with the Law on Securities and Law on Enterprises;
   g. “Term of Operation” means the operational term of the Company as stipulated in clause 5, Article 2 of this Charter and the extended time (if any) as adopted upon a resolution of the General Meeting of Shareholders of the Company;
   h. Vietnam means the Socialist Republic of Vietnam;
   i. "State Securities Commission" means the State Security Commission of Vietnam;
2. In this Charter any reference to one or some statutory provisions or other documents shall include any amendments, modifications or replacements thereof.
3. The headings (chapters or articles of this Charter) are used for convenience only and do not affect the construction of this Charter.
4. Terms or expressions defined in the Law on Enterprises and the Law on Securities (if not contrary to the subject or context) shall have the same meaning as prescribed herein.

Article 2. Name, legal forms, head-office, operation network and operation terms of the Company

1. Name of the Company:
   a. Name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN
   b. Name in English: SAIGON SECURITIES INCORPORATION.
   c. Abbreviated name: SSI
2. Legal forms of the Company:

Joint Stock Company with legal entity licensed to establish and operate under the Law on Securities and applicable laws of Vietnam.

3. Head-office of the Company:
   a. Address: No. 72 Nguyen Hue street, Ben Nghe ward, District 1, Ho Chi Minh city
   b. Telephone: (84-8) 3824 2897 Facsimile: (84-8) 3824 2997 Email: ssi@ssi.com.vn
   c. Website: http://www.ssi.com.vn
4. Operation network:
   a. The Company may establish its branches, transaction offices and representative offices to conduct other its operational objectives in accordance with the decision of the Board of Directors to the extent permitted by law.
   b. Branches, transaction offices, representative offices are units of the Company, for which the Company shall bear full responsibilities;
   c. The company only works on securities business, provides securities services in the locations of head-office, branches and transaction offices which have been approved by the State Security Commission;
   d. Name of branches, transaction offices, representative offices shall comprise of name of the Company and the branch, transaction office, representative office phrase and their own name to distinguish.
5. Term of operation:

Except for cases of early termination under paragraph b, clause 1, Article 69 and Article 70, the term of operation of the Company shall be indefinite from the establishment.

Article 3. Legal representative

1. The legal representative of the Company is the individual that exercises the rights and fulfills the obligations when making transactions on behalf of the Company, represents the enterprise as the plaintiff, defendant, and person with relevant interests and duties before the arbitral tribunal, the court, exercises other rights and fulfills other obligations as prescribed by law.
2. The legal representative of the Company is the Chairman of the Board of Directors.
3. In case the legal representative goes overseas, he must authorize in writing another person to exercise the rights and fulfill the obligations of the legal representative. In this case, the legal representative is still responsible for the performance of delegated rights and obligations.
4. In case the authorization term under clause 3 of this Article expires without any other authorization and the legal representative of the Company has not returned to Vietnam, the authorized person shall continue exercising the rights and fulfill the obligations of the Company's legal representative within the delegated scope until the legal representative of the Company returns to work or until the Board of Directors decide to appoint another person as legal representative of the Company.
5. If the legal representative is not present in Vietnam for more than 30 days without authorizing another person to act as the legal representative, or such person is dead, missing, detained, sentenced to imprisonment, or legally incompetent, then the Board of Directors shall designate another person as the legal representative.
6. In some special cases, the legal representative will be designated by a competent court in the proceedings at the Court.

Article 4. Scope of business

1. The Company's scope of business includes:
   a. Securities brokerage;
   b. Securities proprietary dealing;
   c. Underwriting;
   d. Securities investment advisory;
2. In addition to the securities business operations specified in Clause 1 of this Article, the Company also provides securities depository services, financial advisory, entrustment management of securities trading accounts of investors and other financial services as stipulated by the Ministry of Finance. The Company may conduct business operations in other fields as permitted by law and approved by the Board of Directors.
3. The Company may supplement or withdraw from one or a number of business operations referred to in clause 1 of this Article after being approved by the State Securities Commission.

Article 5. Operational objectives

The Company's operational objectives are to mobilize and effectively utilize its capital to maximize profit, create jobs, increase profits for shareholders; contribute to the State budget and develop the Company.

Article 6. Operational principles

1. Comply with the law on securities and securities market and the relevant legislation.
2. Perform business activities in a fair and truthful manner.
3. Issue operational processes, internal control and risk management procedures, and professional ethics rules in line with the business operations of the Company.
4. Ensure human, capital and physical resources necessary to service securities operations in compliance with legal regulations.
5. Have separate offices, personnel, data and reporting systems between operational departments to avoid conflicts of interest between the Company and clients and between clients. The Company must disclose to clients any conflicts of interest that may arise between the Company, practitioners and clients.
6. Arrange securities practitioners whose competences match with business operations. Securities practitioners who implement securities proprietary trading may not concurrently perform securities brokerage operation.
7. The price forecast or transaction recommendations related to a specific type of securities on the media must clearly indicate the analysis basis and information sources.

Article 7. Rights of the Company

1. Exercise all the rights under the provisions of the Law on Enterprises if those rights do not conflict with the provisions of the Law on Securities.
2. Offer services on securities and financial services as permitted by law.
3. Collect fees and charges in line with the regulations of the Ministry of Finance.

Article 8. Obligations of the Company

1. General principles:
   a. Properly fulfill its obligations under the provisions of the Law on Enterprises;
   b. Set up internal audit, internal control, risk management systems and supervise to prevent conflicts of interest within the Company and in transactions with related persons;
   c. Adhere to the principles of corporate governance in accordance with legal regulations and the Charter of the Company;
   d. Comply with regulations on financial security as stipulated by the Ministry of Finance;
   e. Buy professional liability insurance for securities business operations at the Company or establish investor protection fund to pay damages to investors due to technical problems or negligence of staff;
   f. Keep adequate documents and accounts reflecting transactions of the Company and clients in a detailed and accurate manner;
   g. Organize selling of securities or facilitate selling of securities of clients in case the Company does not own such securities and provide securities lending services for clients in accordance to the provisions of the Ministry of Finance;
   h. Comply with the regulations of the Ministry of Finance on the performance of the securities business operations;
   i. Implement accounting, auditing, statistical regulations, financial obligations as stipulated by the relevant legislation;
   j. Implement information disclosure, reporting and archiving in accordance with the Law on Enterprises, Law on Securities and the guidelines thereof;
   k. Contribute to payment assistance funds according to regulations;
   l. Prioritize the employment of domestic workers, ensure the rights and interests of employees under the provisions of the Labor Law, respect the rights to organize and participate in political organizations, political - social organizations in accordance with legal regulations.
2. Obligations to shareholders:
   a. Clearly define responsibilities between the General Meeting of Shareholders and the Board of Directors, Chairman of the Board of Directors, the Supervisory Board for consistent management in accordance with the provisions of law;

b. Establish communication systems with shareholders to ensure adequate provision of information and fair treatment between the shareholders, ensuring the legitimate rights and interests of shareholders;
c. Not to commit the following acts:
    i. Make commitment on income, profits for shareholders (except for shareholders holding fixed dividend preference shares);
    ii. Illegally hold benefits, income from shares of shareholders;
    iii. Provide financing or guarantees to shareholders either directly or indirectly; lend in all forms to major shareholders, members of the Supervisory Board, members of the Board of Directors, Chief Executive Officer, Chief Accountant, other management positions appointed by the Board of Directors and persons related to of these subjects;
    iv. Generate income to shareholders by redeeming shares from shareholders under the forms against legal regulations;
    v. Infringe upon the rights of shareholders such as: property rights, selection right, right to fair dealing, right to information access and other legitimate rights and interests;

3. Obligations to clients:
    a. Not to infringe property rights and other legal interests of clients;
    b. Separately manage money and securities of each client, separately manage money and securities of clients with cash and securities of the Company. All monetary transactions of the clients must be performed via bank. Not to misuse assets entrusted for management by clients, transactions payment of clients and client securities deposited at the Company;
    c. Sign a written contract with clients when offering services; provide complete and truthful information to clients when performing services;
    d. Give appropriate advice to clients only on the basis of efforts to gather following information about the clients: financial situation, investment objectives, risk tolerance, profit expectations and update information in accordance with the provisions of law. Ensure the relevance of investment recommendations and advice that the Company gives to each client;
    e. Take responsible for the reliability of the information disclosed to clients. Ensure clients make investment decisions based on proper information provision, including the contents and risks of products and services offered.
    f. Be careful not to create conflicts of interest with clients. If it is unavoidable, the Company must inform clients and apply the necessary measures to ensure fair treatment to clients;
    g. Give priority to perform client's order before Company's order;
    h. Set up a specialized department to take responsibility for communication with clients and resolve their questions and complaints;
    i. Complete its obligations to clients in the best way;
    j. Ensure confidentiality of client information:
        i. The Company is responsible for keeping confidentiality of information related to securities and money ownership of clients, refuse to investigate, freeze, retain, transfer client's assets without their prior consent;
        ii. The provisions at this paragraph does not apply in the following circumstances:
            – Auditors perform audits of financial statements of the Company;
            – Provision of information at the request of the competent State authorities.

Article 9. Regulations on prohibition and restriction

1. Regulations applicable to the Company:
    a. Not to make statements or guarantees to clients in terms of income or profits achieved on their investment or guarantees to clients not to incur losses, except for investments in securities with fixed income;
    b. Not to agree or offer a specific interest rate or share profits/losses for the clients to entice clients to participate in the transaction;
    c. Not to directly or indirectly establish locations outside the transaction venues approved by the State Securities Commission to sign a contract, receive orders and execute securities transactions orders or perform payment of securities transactions with clients;
    d. Not to receive orders, perform payment transactions with other people rather than the transaction account holder without the client's authorization in writing;
    e. Not to use client's name or account to subscribe, perform securities transactions;
    f. Not to appropriate securities, cash or temporary withhold securities of clients in the form of custody under the Company's name;

g. Not to disclose client information unless agreed by the client or requested by the competent State management agencies;
h. Not to perform acts that make clients and investors misunderstand the stock price;
i. Securities trading account opening contract must not contain agreements to evade legal obligations of the Company, limit the compensation scope of the Company or transfer risks from the Company to clients, force clients to make the compensation obligation in an unfair manner and unfairly detrimental agreements for clients;

2. Regulations applicable to securities practitioners:
   a. Except for the cases of being elected as a representative of capital contribution as being elected to the Company's management by the organization that owns the Company or organization into which the Company invest, the securities practitioner may not:
      i. Concurrently work for other organizations that have ownership relationship with the Company;
      ii. Concurrently work for other securities companies, fund management companies;
      iii. Concurrently act as Managing Director (CEO) of an organization offering securities to the public or listing organizations;
   b. Only open accounts for their securities transactions (if any) in the Company. This provision does not apply where the Company is not a member of the Stock Exchanges;
   c. When conducting the operations of the Company, the securities practitioners shall carry out transactions with clients on behalf of the Company and the Company shall be responsible for all operations of the securities practitioners. They may not use money or securities in the client's account without the Company's authorization under the client's entrustment to the Company in writing;
3. Regulations for members of the Board of Directors, Chief of Supervisory Board, Chief Executive Officer:
   a. Members of Board of Directors of the Company may not concurrently be members of the Board of Directors, members of the Board of members, CEO of other securities companies;
   b. Chief of Supervisory Board may not concurrently be a member of the Supervisory Board, manager of other securities companies;
   c. Chief Executive Officer, Deputy Chief Executive Officer may not concurrently work for other securities companies, fund management companies or enterprises. Chief Executive Officer, Deputy Chief Executive Officer may not be a member of the Board of Directors, member of the Board of members of other securities companies.

Chapter II
CHARTER CAPITAL, SHARES, SHAREHOLDERS

Section 1
CHARTER CAPITAL, SHARES

Article 10. Charter Capital

1. The charter capital of the Company is VND4,800,636,840,000 (four thousand eight hundred billion, six hundred and thirty six million, eight hundred and forty thousand Dong).
2. The Company may increase or reduce its charter capital upon approval of the General Meeting of Shareholders and in accordance with this Charter and provisions of law.

Article 11. Types of shares

1. The Company’s charter capital is divided into 480,063,684 shares. Each share shall have a par value of VND10,000.
2. Classes of shares:
   a. Ordinary shares: 480,063,684 shares;
   b. Dividend preference shares: 0 shares;
   c. Redeemable preference shares: 0 shares;
   d. Other preference shares: 0 shares.
3. The Company may issue other preference shares upon approval of the General Meeting of Shareholders and in accordance with provisions of law.
4. Those who are entitled to purchase preference shares: as decided by the Company in accordance with this Charter and the law.
5. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares under decisions of the Shareholders' Meeting. Conversion method

and rate shall be approved by the General Meeting of Shareholders in accordance with legal regulations.

6. Ordinary shares must be preferentially offered to existing shareholders in proportion to the percentage of ownership of their ordinary shares in the Company, unless otherwise specified by the General Meeting of Shareholders. The Company must have public notice on the offering of shares, in which the number of shares to be offered and appropriate subscription duration (minimum of twenty (20) working days) must be clearly stated in order for the shareholders to subscribe. Decision on shares which have not been subscribed will be given by the Board of Directors. The Board of Directors may distribute such shares to the subjects under conditions and manners the Board of Directors consider appropriate. However, those shares may not be sold under more favorable conditions than the conditions offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in case of selling through the Stock Exchange/Securities Trading Center.
7. The Company may issue other types of securities as approved by the General Meeting of Shareholders and in accordance with legal regulations on securities and securities markets.
8. Characteristics of shares:
    a. Ordinary shares: A joint-stock company must have ordinary shares. Holders of ordinary shares are ordinary shareholders. Each ordinary share has one (01) vote;
    b. Dividend preference shares: A dividend preference share is a share that entitles its holder to receive a dividend at a higher rate than that of ordinary shares or at a stable annual rate. Annual dividend of such share comprises fixed dividend and bonus dividend. Fixed dividends may not depend on the business outcome of the Company. Fixed dividend rate and method for determination of bonus dividends shall be written on the certificates of dividend preference shares.
    c. Redeemable preference shares: Redeemable preferred shares are shares that will be redeemed by the Company at the request of their holders or under the conditions written thereon.
    d. Other preference shares: According to the Decision of the General Meeting of Shareholders;

Article 12. Shareholder register

1. The Company shall make and keep the shareholder register rightly from the issuance date of the License for Establishment and Operation.
2. The shareholder register must contain principal information as prescribed by the Law on Enterprises.
3. Forms of shareholder register: Paper files, electronic files or both.
4. The shareholder register shall be kept at the head office of the Company or Vietnam Securities Depository.
5. Chairman of the Board of Directors shall be responsible for fully and promptly certifying of registration of shares of shareholders. At the same time, he shall be responsible for keeping the register and ensuring its accuracy to avoid any harm caused to shareholders or third parties by his failure to fulfill aforementioned obligations.

Article 13. Shares Certificates

1. Share certificates are certificates issued by the Company, book entries, or electronic data which certify ownership of one or an amount of shares of the Company. Shareholders of the Company are issued with share certificates corresponding to the number and class of shares that they hold, except as provided for in paragraph 7 of this Article.

2. Share certificate must contain the seal of the Company and signature of Company's legal representative in accordance with the provisions of the Law on Enterprises. Share certificate must specify the number and class of shares that the shareholder holds, shareholder's name and other information as prescribed by the Law on Enterprises. Each non-bearer share certificate represents only one class of shares. If there is a mistake in the contents and format of the share certificates issued by the Company, the rights and interests of their holders may not be affected. The legal representative of the Company shall take responsibility for the damage caused by such mistakes.

3. Within seven (7) days from the date of submission of full dossiers requesting for transfer of the share ownership in accordance with the Company’s regulations or within two (2) months (or a longer period as stipulated in the terms of issuance) from the date of making full payment for the

purchase of shares as stipulated in the Company's share issuance plan, share owners shall be granted share certificates. Share owners may not have to pay to the Company any expenses for printing share certificates or whatever fees.

4. In case only a certain amount of non-bearer shares in a non-bearer share certificate are transferred, the Company shall cancel old share certificate and issue new share certificate recording the remaining shares free of charge.

5. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued with another share certificate at the shareholder's request and cost. The request must contain the following information:

   a. The share certificate that is lost, damaged, or otherwise destroyed. In case the share certificate is lost, the shareholder must make a commitment that a thorough search for it has been carried out and it will be returned to the company for destruction purpose if it is ever found.
   b. Assumption of responsibility for disputes over issuance of the new share certificate.

6. With regard to any share the total face value of which is over VND 10 million, before receiving the request for issuance of a new share certificate, the Company's legal representative may request the holder to post a notification of the share certificate that is lost, damaged, or otherwise destroyed, then request the Company to issue a new share certificate after fifteen (15) days from the day on which the notification is posted.

7. The Company may issue non-bearer shares which are not in the form of certificates. The Board of Directors may issue written regulations allowing non-bearer shares (in certificate or non-certificate forms) to be transferred without transfer documents. The Board of Directors may issue regulations on share certificate and transfer under the provisions of the Law on Enterprises, law on securities and securities market and this Charter.

8. Other securities certificates: Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), will be issued with the seal of the Company and signature of the legal representative, except otherwise provided for in terms and conditions of issuance.

Article 14. Share transfer

1. All shares may be transferred freely except otherwise provided for in the Law on Enterprises, this Charter and decision of the General Meeting of Shareholders on issuance method approval. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the Law on Securities, laws on securities and securities market and regulations of the Stock Exchange.
2. Transactions that change the ownership of shares or account for at least 10% of the contributed charter capital, transactions that make ownership percentage of shareholders exceed or fall under the ownership levels of 10%, 25%, 50%, 75% of contributed charter capital must be approved by the State Securities Commission, unless where the Company's shares are listed or registered for trading at the Stock Exchange and transferred under the Court's decision.
3. Shares which have not yet been fully paid for may not be transferable nor entitled to any related interests, including dividends.

Article 15. Forfeiture of shares and redemption of shares

1. Forfeiture of shares
   a. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors may notify and have the right to request such shareholder to pay the unpaid amount together with interest accrued on such sum, plus costs arising from failure to pay in full to the Company in accordance with regulations.

   b. The announcement of payment must specify the new time-limit for payment (at least 07 (seven) days from the date on which the announcement is sent) and place for payment, and state that on failure to make payment as required, then the number of shares which have not yet been fully paid for shall be forfeited.

   c. If the requirements of the above-mentioned announcement are not satisfied, the Board of Directors shall have the right to forfeit the relevant number of shares before all amounts

payable including interest and relevant costs are paid for in full. The Board of Directors may accept the surrender of forfeited shares in accordance with clauses d, e and f of this Article and in other cases as stipulated in this Charter.

d. Any forfeited or surrendered shares shall become the Company's assets. The Board of Directors may directly sell or authorize to sell or re-distribute such shares to, or deal with the persons who owned such forfeited shares or to other entities, on the conditions and in the manner the Board of Directors considers appropriate.

e. Shareholders holding forfeited or surrendered shares shall be required to waive their shareholders status with respect to such shares, but shall still be required to pay all relevant amounts plus interest at the rate as at the time of forfeiture or surrender but not exceeding 14% from the date of forfeiture up to the date of payment, in accordance with a decision of the Board of Directors. The Board of Directors shall have full power to make a decision on enforcement of payment of all share values payable as at the time of forfeiture or surrender, or may make a decision on exemption of part or all of such amounts.

f. An announcement on forfeiture shall be sent to the holders of the shares which are to be forfeited prior to the time of forfeiture. The forfeiture shall remain valid even if there is a mistake or carelessness during the course of sending the announcement.

2. Redemption of shares

The Company may only redeem the shares issued by the Company themselves (including redeemable preference shares) in the manner as stipulated in this Charter and applicable laws when they satisfy redemption conditions and rate in accordance with the laws. Ordinary shares redeemed by the Company are treasury shares and the Board of Directors may offer in ways consistent with the provisions of this Charter and the Law on Securities and relevant guidelines.

3. Cases of redemption
   a. Redemption of shares at the shareholder's request:

   A shareholder may request the Company to redeem his shares if such shareholder votes against the decision of the General Meeting of Shareholders on: Reorganization of the Company; amendment and supplementation of the contents of Company's charter concerning the rights and obligations of shareholders. Such request shall be made in writing and sent to the Company within 10 (ten) days since the approval by the General Meeting of Shareholders of the relevant resolution.

   b. Redemption of shares at the Bank's request:

   The Company may redeem ordinary shares, dividend preference shares which have been sold. The redemption ratio, method, procedures shall comply with the law on securities and securities market.

Article 16. Forms of increase and reduction of the charter capital

1. The Company may increase or reduce its charter capital as approved by the General Meeting of Shareholders in accordance with current regulations.
2. Forms of increase of the Company's charter capital:
   a. Issuing new shares to raise more capital in accordance with legal regulations;
   b. Carrying over retained earnings and other valid capital sources in accordance with legal regulations;
   c. Converting issued convertible bonds into shares;
   d. Issuing shares to pay dividends, issuing shares to increase the share capital from the equity;
   e. Converting debts into equity capital under the agreement between the Company and creditors;
   f. Other forms as provided for by law.
3. The reduction of the charter capital shall be decided by the General Meeting of Shareholders provided that conditions for legal capital are ensured after capital reduction in accordance with current regulations.

Section 2
RIGHTS OF OBLIGATIONS OF SHAREHOLDERS

Article 17. Rights of shareholders

1. Rights of ordinary shareholders:
   a. Attend and give opinions at the General Meetings of Shareholders and exercise the right to vote directly or via an authorized representative or in another form permitted by law or the Company's charter. Each ordinary share has a vote;
   b. Receive dividends at a rate decided by the General Meeting of Shareholders;
   c. Sight, look up and make an extract of information in the list of Shareholders with voting rights and request amendment of incorrect information;
   d. Sight, look up and make an extract or copy of the Charter of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
   e. Transfer their shares to other persons, except for the cases stipulated in the Law on Enterprises and this Charter;
   f. Be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each Shareholder holds;
   g. Upon dissolution or bankruptcy of the Company, be distributed a part of the remaining assets of the Company pro rata to its proportion of share capital contribution in the Company, after the Company has paid to its creditors and other shareholders in accordance with the Law;
   h. Request the Company to redeem his/her shares in the cases as provided for in Clause 1, Article 129 of the Law on Enterprises;
   i. Other rights stipulated in this Charter and the Law.
2. A shareholder or group of shareholders, who for at least 06 (six) consecutive months holds at least 10% of overall ordinary shares of the Bank, shall be entitled to:
   a. Nominate candidates to the Board of Directors and Supervisory Board of the Company in accordance with respective provisions of clause 1 of Article 35 and clause 4 of Article 51 of this Charter;
   b. Sight and make an extract of the book of minutes and resolutions of the Board of Directors mid-year and annual financial statements according to the forms of the Vietnamese accounting regime and reports of the Supervisory Board;
   c. Check and receive a copy or extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
   d. Request the convening of a General Meeting of Shareholders in following cases:
      - The Board of Directors commits serious violations against the rights of shareholders, obligations of managers, or make decisions ultra vires;
      - The term of office of the current Board of Directors has exceeded six (06) months and a new Board of Directors has not been elected;

   The request for convention of the General Meeting of Shareholders shall be made in writing, bear the full name, address, Nationality, ID/passport number if the shareholder is an individual, name, enterprise identification number or establishment decision number, and headquarter address if the shareholder is an organization; the holding and time of shares registration of each shareholder; total shares of the whole group of shareholders and the proportion of shares to the Company's total shares; the basis and reason for requesting the convention of the General Meeting of Shareholders. It shall be accompanied by documents and evidence on the breaches of the Board of Directors, the seriousness of such breaches, or on the decision which falls outside its authority.

   e. Request the Supervisory Board to check specific issues related to the management, operation of the Company, when needed. The request shall be made in writing, bear the full name, address, Nationality, ID/passport number if the shareholder is an individual; name, permanent residence, nationality, establishment decision number or establishment and operation certificate number if the shareholder is an organization; the holding and time of shares registration of each shareholder; total shares of the group of shareholders and the proportion of shares to the company's total shares; the issues that need inspecting, and inspection purposes;
3. The shareholder or group of shareholders that continuously holds at least 1% of ordinary shares for six (06) months is entitled to, whether single-handedly or on behalf of the Company, file civil lawsuits against a Member of the Board of Directors; Chief Executive Officer in accordance with

legal regulations. Procedures for proceedings are prescribed by corresponding regulations of law on civil proceedings.

4. Dividend preference shareholders shall have the following rights:
   a. Receive dividends as prescribed in Article 65 of this Charter;
   b. Receive a proportion of remaining assets corresponding to their holding upon the Company's dissolution or bankruptcy after the Company has paid all debts and redeemable preferred shares;
   c. Other rights as ordinary shareholders, except the right to vote, the right to attend General Meetings of Shareholders or the right to nominate candidates to the Board of Directors and the Supervisory Board.
5. Redeemable preference shareholders shall have the following rights:
   a. Be redeemed of capital contribution in accordance with the provisions in paragraph c, clause 8 Article 11 hereof;
   b. Other rights as ordinary Shareholders, except the right to vote, the right to attend General Meetings of Shareholders or the right to nominate candidates to the Board of Directors and the Supervisory Board.
6. Rights of other preference shareholders shall comply with the decisions of the General Meeting of Shareholders.

Article 18. Obligations of shareholders

1. To pay in full for shares for which the shareholder has committed to subscribe and be responsible for debts and other asset obligations of the Company to the extent of the capital contributed to the Company. Not to be permitted to withdraw from the Company the capital contributed in any form, except for cases where such shares are re-deemed by the Company or others in accordance with the Laws. In case a shareholder withdraws part of or all of the share capital contributed against this Clause, such shareholder and people with related interests in the Company are jointly responsible for the debts and other liabilities of the Company up to the value of withdrawn shares and the damage caused;
2. To comply with the Company's Charter, rules and regulations;
3. To observe resolutions of the General Meeting of Shareholders and the Board of Directors;
4. To perform other obligations as regulated by the Law on Enterprises, Law on Securities and the Company's Charter.
5. To bear personal responsibility where he or she performs one of the following acts in any form in the name of the Company:

   a. To breach the law;

   b. To conduct business and other transactions for the personal benefit of himself or herself or other organizations or individuals;

   c. To pay premature debts where the Company is likely to be in financial danger.

Article 19. Authorized representatives of shareholders

1. Authorized representative of a shareholder is a person authorized in writing on behalf of that shareholder to exercise the rights and fulfill the obligations in accordance with legal regulations and Company's Charter.
2. The appointment of authorized representative shall comply with the following provisions:
   a. A multi-member limited liability company that holds at least 35% of charter capital may appoint up to three (03) representatives;
   b. A joint-stock company that holds at least 10% of ordinary shares may appoint up to three (03) representatives.
3. If the shareholder being an organization appoints multiple authorized representatives, the shares of each representative must be determined. If the shareholder fails to determine the shares of each authorized representative, the shares shall be split equally among the representatives.
4. The appointment, dismissal or change of authorized representative must be notified to the Company in writing and is only effective when the Company receives the notification. The written authorization must contain main contents under Clause 4, Article 15 of the Law on Enterprises.
5. Responsibilities of the authorized representative:
   a. The authorized representative shall act on behalf of the shareholder in exercising all rights and performing all obligations of the shareholder at the General Meeting of Shareholders as provided for by this Law. All restrictions imposed by shareholders upon the authorized

representative's performance of the rights and obligations of being shareholders at the General Meeting of Shareholders may not apply to any third party;

b. Authorized representatives must attend every meeting of the General Meeting of Shareholders; perform given rights and obligations in a truthful and careful manner to protect the lawful interests of the authorizing shareholders;

c. Authorized representatives are responsible to authorizing shareholders for failure to fulfill the obligations prescribed in this Article. The authorizing shareholders are responsible to the third party for the responsibility pertaining the rights and obligations performed by the authorized representatives.

Chapter III
MANAGEMENT AND ADMINISTRATION OF THE COMPANY

Section 1
MANAGEMENT AND ADMINISTRATION OF JOINT STOCK COMPANY (LE HA)

Article 20. Administration apparatus of the Company

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Investment.
4. Chief Executive Officer.
5. Supervisory Board.

I. GENERAL MEETING OF SHAREHOLDERS

Article 21. Authority of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall include all Shareholders with voting rights, and shall be the highest decision-making authority of the Company.
2. Rights and obligations of General Meeting of Shareholders:
   a. To adopt the development orientation of the Company;
   b. To make decisions on classes of shares and the total number of shares of each class which may be offered for sale;
   c. To make decisions on the rate of annual dividend for each class of shares;
   d. To elect, remove or discharge members of the Board of Directors and members of the Supervisory Board;
   e. To make decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;
   f. To make decisions on amendments and supplements to the Company's Charter;
   g. To make decisions on redemption of more than 10% of the total number of ordinary shares already sold;
   h. To approve annual financial statements;
   i. To consider and deal with breaches by the Board of Directors and the Supervisory Board which cause damage to the Company and its Shareholders;
   j. To make decisions on re-organization and dissolution of the Company;
   k. Other rights and obligations as provided for by law.

Article 22. Convention of the General Meetings of Shareholders

1. Number, time and place of the meeting
   a. The General Meeting of Shareholders shall take place once a year. The General Meeting of Shareholders may not be held in the form of written opinions collection. In addition, the General Meeting of Shareholders may be held on ad-hoc basis. The Board of Directors shall select appropriate venue for organizing the General Meeting of Shareholders. If the General Meeting of Shareholders is held at multiple locations at the same time, the location of the General Meeting of Shareholders shall be the place where the chairman is present.
   b. An annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. Depending on the decision of the Board of Directors, the Company may request the State Security Commission to prolong the deadline for organization of General Meeting of Shareholders but no longer than six (06) months from the end of the fiscal year.
2. Power to convene General Meetings of Shareholders

a. The Board of Directors shall be responsible to convene the annual General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
   i. The Board of Directors considers it necessary to do so in the interests of the Company;
   ii. It is reflected on the annual financial statement, quarterly or semi-annual financial statement or the audit report of the fiscal year that the charter capital has reduced by 50% or more;
   iii. The number of remaining members of the Board of Directors, the Supervisory Board is less than half of the number of members stipulated in the Company's Charter;
   iv. The shareholder or group of shareholders mentioned in Clause 2 of Article 17 request the convention of the General Meeting of Shareholders in written petition. The written petition must specify the reason and purpose of the meeting, and must be signed by all relevant shareholders (the petition can be made in several copies to collect signatures of all relevant shareholders);
   v. The Supervisory Board requests the convention of the General Meeting of Shareholders if it has reason(s) to believe that members of the Board of Directors or senior managers seriously violated their obligations under Article 119 of the Law on Enterprises, or the Board of Directors acted beyond their authorized powers;

b. The Board of Directors must convene a General Meeting of Shareholders within a time-limit of thirty (30) days as from the occurrence of the event described in sub-item iii, Point a of this Article or from the date of receipt of the request stipulated in sub-item iv and v, Point a Clause 2 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall take legal responsibility and pay compensation for any damage to the Company.

c. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 2 of this Article, the Supervisory Board shall, in place of the Board of Directors, convene the General Meeting of Shareholders within thirty (30) subsequent days in accordance with Clause 5 Article 97 of the Law on Enterprises. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, then the head of the Supervisory Board shall take legal responsibility and pay compensation for any damage to the Company.

d. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point c Clause 2 of this Article, the requesting shareholder or group of shareholders as prescribed in sub-item iv Point a Clause 2 of this Article shall be entitled, in place of the Board of Directors, Supervisory Board, to convene the General Meeting of Shareholders within thirty (30) subsequent days in accordance with Clause 6 Article 97 of the Law on Enterprises.

   In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convention and organization of the meeting, if necessary.

e. All expenditures for the convention and organization of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses may not include shareholders' expenditure when attending the General Meeting of Shareholders, including accommodation and travel fees.

Article 23. Authorization and forms of authorization for participating the General Meeting of Shareholders

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the laws may directly participate or authorize their representatives to participate the meeting. The regulations related to authorized representatives of shareholders are prescribed in Article 19 of this Charter. The authorization of representatives to attend the General Meeting of Shareholders must be made in writing using the form provided by the Company and must has the signatures prescribed bellow:

   a. Authorization to represent a shareholder being an individual must have the signatures of both that shareholder and the proxy who is authorized to attend the meeting.

b. If the authorized representative of a corporate shareholder is the principal, then the authorization must be signed by the authorized representative, the legal representative of the shareholder and the proxy who is authorized to attend the meeting;

c. In other cases, the authorization must be signed by the legal representative of the shareholder and the proxy who is authorized to attend the meeting.

The persons authorized to attend the General Meeting of Shareholders must present the letters of authorization before entering the meeting room.

2. Votes of persons authorized to attend the meeting in the scope of authorization shall remain effective even in case:

a. The principal dies, or his capacity for civil acts is lost or is restricted;

b. The principal has canceled the authorization;

c. The principal has canceled the competence of the person implementing the authorization.

However, this clause may not be applied in case the Company receives a notice about one of the above events at least forty eight (48) hours before the opening time of the General Meeting of Shareholders.

Article 24. Change of rights

1. Decisions of the General Meeting of Shareholders (in the cases specified in Clause 2 Article 21 of this Charter are the decisions related to the share capital of the Company that is classified into different classes of shares) on the change or waiver of special rights attached to each class of shares will only be adopted by written consent signed by shareholders who represent at least 65% of voting right of the issued shares in such class.

2. The organization of such meeting is only valid when there are at least two (02) shareholders (or their authorized representatives) participated in the meeting who hold at least a third of the face value of the issued shares in such class. Where the number of such attendees is not sufficient, the meeting shall be reorganized within thirty (30) subsequent days and those attendees who are holders of such class of shares (regardless of the number of people and number of shares) are deemed to meet the above requirement whether they directly participate or via authorized representatives. At the separate meetings mentioned above, holders of such class of shares who are present personally or via authorized representatives can request voting by the mean of secret ballot. Then, each holder shall have a vote for each share of such class owned by him/her.

3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 26 and 28 of this Charter.

4. Unless otherwise stipulated by the terms of issuing of shares, special rights attached to various classes of shares with preference rights regarding some or all issues on distribution of profits or assets of the Company may not be changed when the Company issues additional shares of the same class.

Article 25. Agenda and contents of General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall discuss and ratify the following issues:
   a. The Company's annual business plan;
   b. Audited annual financial statements;
   c. Report of the Board of Directors on business administration and performance of the Board of Directors and each member thereof;
   d. Report of the Supervisory Board on the company's business outcome, performance of the Board of Directors, General Director;
   e. Short term and long term development plans of the Company;
   f. Other issues decided by the Company in accordance with the applicable law.
2. The annual and extraordinary General Meetings of Shareholders shall adopt in writing decisions on the following issues:

a. Approval of annual financial statements;

b. Annual dividend rate for each class of shares in compliance with the Law on Enterprises and with the rights attached to such class of shares. These dividend rates may not be higher than the rate suggested by the Board of Directors after consultation with the shareholders at the General Meeting of Shareholders;

c. Number of Members of the Board of Directors;

d. Selection of audit company;

e. Appointment, discharge or removal of members of the Board of Directors and the Supervisory Board and approval of the Chief Executive Officer appointment by the Board of Directors;

f. The total remunerations of members of the Board of Directors, Supervisory Board, Board of Investment and the Report on remunerations of Board of Directors, Supervisory Board and Board of Investment;

g. Amendments and supplements to the Company's Charter;

h. Classes of shares and number of new shares to be issued for each class of shares;

i. Consolidation, merger, separation, division or conversion of the Company;

j. Reorganization or dissolution (liquidation) of the Company and appointment of liquidators;

k. Consideration and dealing with breaches by the Board of Directors, Supervisory Board, Board of Investment which cause damage to the Company and its shareholders;

l. Decisions on the sale of assets of the Company or its branches or any purchase valued at least 35% of the total value of Company and its branches assets as recorded in the most recent audited financial statement;

m. Repurchase by the Company of more than 10% of a class of shares;

n. The Chief Executive Officer also takes the position of Chairman of Board of Directors;

o. The Company or its branches sign contracts with individuals stipulated in Clause 1 Article 162 of the Law on Enterprises with the value equal or higher than 35% of the total asset value of the Company and its branches recorded in the latest audited financial statement;

p. Other issues in line with this Charter and regulations of the Company;

3. A shareholder is not allowed to vote in the following cases:

   a. Decision on contracts stipulated in Clause 2 of this Article where such shareholder or its related person is a signing party;

   b. Purchase of shares of such shareholder or its related person.

4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.
5. The convener of the General Meeting of Shareholders shall fulfill the following obligations to prepare the meeting agenda and contents:

   a. Within 30 days before the time the General Meeting of Shareholders take place, prepare a list of shareholders eligible to participate and vote at the meeting; the meeting agenda and other documents required in accordance with the laws and the Company's regulations;

   b. Identify the time and venue to hold the meeting;

   c. Make announcement on organization of General Meeting of Shareholders and send notices of meeting to all eligible shareholders.

6. The notice of meeting must include the meeting agenda and information related to the issues to be discussed and voted at the meeting. For shareholders who shares have been deposited, the notice of meeting may be sent to the securities depository. In the same time, the notice of General Meeting of Shareholders should be announced on the media of the Stock Exchanges /Securities Trading Centers, and on the Company's website. For shareholders who shares have not yet been deposited, the notice of meeting shall be delivered directly or via post by a method guaranteed to

reach the registered address of each shareholder, or to the contact address provided by the shareholder. In case a shareholder has sent a written notice to the Company to provide its fax number of email address, notice of General Meeting of Shareholders may be sent to such fax or email address. For shareholders who work in the Company, the notice of meeting may be delivered to them directly in sealed envelopes. Notice of general Meeting of Shareholders must be sent at least fifteen (15) days before the date of meeting (calculated from the notice was sent legally, paid for delivery fee or put into mailbox). If the Company has it website, the documents described with the notice of meeting can be posted on the website instead of delivery to the shareholders as specified in Clause 6 of this Article, and the notice of meeting must be announce on the Company's website at the same time it is forwarded to the shareholders. In this case, the notice of meeting must specify where and how to download meeting documents and the Company must send the meeting documents to shareholders upon request.

7. The shareholder or group of shareholders stipulated in Clause 2 of Article 17 of this Charter may recommend issues to be included in the agenda of the General Meeting of Shareholders. Such recommendation must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The written recommendation must include full name of each shareholder, number and class of shares held by such shareholder, and the contents recommended to be included in the meeting agenda.
8. The convener of General Meeting of Shareholders may rejects the recommendations related to Clause 7 of this Article in the following cases:

    a. The recommendation is not sent on time, is insufficient, or is in relation to an irrelevant matter;

    b. At the time of recommendation, the shareholder or the group of shareholders are holding less than ten (10) per cent of the total ordinary shares for a consecutive period of six months or more;

    c. The issue recommended does not fall within the scope of authority of the General Meeting of Shareholders for discussion and adoption.

Article 26. Conditions for convening General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conduct where the number of attending shareholders represents at least 51% of votes.
2. If within thirty minutes since the commencement of the meeting, there is still insufficient number of required participants, the General Meeting of Shareholders must be reconvened within 30 days from the initial date of the first meeting. The reconvened General Meeting of Shareholders can only take place where the participants, including shareholders and authorized representatives, represent at least 33% of total voting shares.
3. If the second convened General Meeting of Shareholders could not be held due to insufficient number of required participants within thirty minutes since the commencement of the meeting, the General Meeting of Shareholders can be reconvened for the third time within 30 days from the intended date of the second meeting. In this case, the third General Meeting of Shareholders shall be held regardless of the number of attending shareholders or authorized representatives and shall be valid and powered to make decision on all the matters that can be ratified under the first General Meeting of Shareholders.
4. If requested, the Chairman of General Meeting of Shareholders may make changes to the agenda accompanying the notice of invitation to the meeting as stipulated in Clause 6 Article 5 of this Charter.

Article 27. Procedures for convening General Meeting of Shareholders

1. A shareholder is considered to have attended and voted at the General Meeting of Shareholders in the following cases:
    a. The shareholder attended and cast votes directly at the meeting;
    b. The shareholder authorized another person to attend and cast votes at the meeting;
    c. The shareholder attended and cast votes through online meeting, electronic voting, or using another electronic medium;
    d. The shareholder sent votes to the meeting by post, fax, or email.
2. Registration of shareholders to attend General Meeting of Shareholders:
    a. On the day the General Meeting of Shareholders takes place, the Company must carry out procedures for registration of shareholders until the last present shareholder entitled to attend the meeting has registered;

b. As the registration taken place, each shareholder or authorized representative who has the right to vote shall receive a voting card recorded with registration number, full name of the shareholder, full name of the proxy and the number of votes of such shareholder;

c. Any late attendee still has the right to register immediately and to attend and vote at the General Meeting of Shareholders. The Chair may not delay the meeting so that late attendees may register and the effectiveness of any voting which has already been conducted may not be affected;

3. The Board of Directors may request shareholders or proxy entitled to attend the General Meeting of Shareholders to be checked or subject to other security measures which the Board of Directors considers appropriate. The Board of Directors, after careful consideration, may refuse or expel any shareholder or authorized representative from the General Meeting of Shareholders who refuse to comply with rule on checking or the security measures mentioned above or act against the chair's direction, cause disruption, obstruct the normal progress of the meeting. It is not required that the notice on organization of General Meeting of Shareholders to detail such security measures under this Article.
4. Election of the Chairman, Secretary, and Counting board: The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors. In case of his/her absence, the Vice Chairman of the Board of Directors or the person elected by the General Meeting of Shareholders shall chair the meeting. In the case where there is no person who is able to act as Chairman, the present member of the Board of Management with the highest position shall arrange for the General Meeting of Shareholders to elect the Chairman of the meeting. The Chairman is not necessary a member of the Board of Directors; The Chairman shall appoint a person to act as secretary to prepare minutes of the General Meeting of Shareholders. The Chairman shall nominate candidates for counting board election by the General Meeting of Shareholders. The Counting board is responsible for counting and checking of votes and election at the meeting.
5. The Chair's decision on orders, procedures or events outside the agenda of the General Meeting of Shareholders will be the final decision.
6. The Chair or Security may take the actions which they find necessary in order to conduct the General Meeting of Shareholders in a proper and orderly manner, or in a way that will allow the General Meeting of Shareholders to reflect the wishes of the majority of attendees.
7. Even if sufficient attendees as required are present, the Chair of the General Meeting of Shareholders may adjourn the General Meeting of Shareholders to another time not exceeding 03 days from the initial opening date, or change the location of the meeting decided by the Chair without obtaining opinions form the General Meeting of Shareholders in the following cases:

   a. The location for the meeting does not have sufficient suitable seating for all of the attendees;

   b. Communication devices at the current location are not sufficient for attending shareholders to discuss and vote;

   c. There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.

   The reconvened General Meeting of Shareholders shall only review the work which should have been legally carried out at the previous adjourned meeting.
8. In the case where the chairman adjourns or suspends the General Meeting of Shareholders against the Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting may not be affected.
9. Adoption of agenda and contents of the meeting: The agenda and contents of the meeting must be ratified by the General Meeting of Shareholders during the opening session. The agenda must specify the time for each issue on the agenda.
10. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be carried out by collecting affirmative votes, then negative votes, then count the affirmative votes, negative votes, and abstentions.
11. Vote counting result announcement: The Chairman of the meeting shall announce the vote counting results after the Counting board completes its duties on vote counting.

Article 28. Passing of resolutions of General Meeting of Shareholders

1. The General Meeting of Shareholders shall ratify decisions within its competence by voting at the meeting or by collecting written opinions.
2. The Company may use information technologies in voting, including absentee voting via electronic security system, voting via Internet or telephone to facilitate the participation of shareholders.
3. Except for the case in Clause 4 of this Article, the decisions of the General Meeting of Shareholders on the following issues shall be ratified when being approved by at least 51% of total votes of attending shareholders.
4. A Resolution on one of the following issues shall be ratified when it is approved by a number of shareholders that represents at least 65% of votes of attending shareholders:
   a. Classes of shares and total amount of each class;
   b. Changes of business lines;
   c. Change of the Company's organizational structure;
   d. Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company;
   e. Reorganization or dissolution of the Company.
5. Voting to elect members of the Board of Directors and of the Supervisory Board shall be implemented by the method of cumulative voting in accordance with the Clause 3 Article 144 of the Law on Enterprises.
6. 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 Resolution are not conformable with regulations.

Article 29. Authority and formalities for collecting written opinions of shareholders to ratify Resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders may ratify all issues within its competence in the form of collecting written opinions. Authority and formalities for collecting written opinions of shareholders to ratify Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors is entitled to collect written opinions of shareholders to ratify decisions of the General Meeting of Shareholders at any time when it is deemed necessary for the Company's interest.

2. The Board of Directors must prepare written opinion forms, draft resolution of the General Meeting of Shareholders and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explaining documents must be sent by a mean guaranteed to reach the permanent address of each shareholder.

3. The written opinion form must contain the following principal particulars:

   a. Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;

   b. Purposes of collection of written opinions;

   c. Full name, permanent address, nationality, the number of Identity Card, passport or other lawful personal identification in respect of a shareholder that is an individual; name, permanent address, nationality, number of establishment decision or umber of business registration of a shareholder or authorized representative in respect of a shareholder that is an organization; number of shares of each class and number of votes of the shareholder;

   d. The issues that need voting;

   e. Options including affirmative, negative, and abstentions;

   f. Deadline for submitting the completed written opinion form to the Company;

   g. Full name and signature of the Chairman of the Board of Directors and Company's legal representative.

4. Shareholders may send completed written opinion form to the Company in the following manner:

a. By post. The 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. Every written opinion form sent to the company must be put into sealed envelopes. Envelopes must not be opened before counting;

b. By fax or email. Written opinion forms sent by fax or email must be kept confidential until the vote counting time.

Written opinion forms sent to the Company after the deadline written therein, written opinion forms sent by post in envelopes that are opened, written opinion forms sent by fax or email that are revealed are all invalid. If a written opinion form is not submitted, it will be excluded from voting;

5. The Board of Directors shall count the votes and make a vote counting record before the Supervisory Board or shareholders that do not hold managerial positions in the Company. The vote counting record must contain the following information:

   a. Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;

   b. Purposes and issues that need voting;

   c. The number of shareholders and total number of votes casted. The numbers of valid and invalid votes, enclosed with the list of voting shareholders;

   d. Total number of affirmative votes, negative votes, and abstentions on each issue;

   e. The issues that have been ratified;

   f. Full name and signature of the Chairperson of the Board of Directors, the company's legal representative, vote counting supervisors, and vote counters.

   Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions ratified because of untruthful, incorrect counts of votes;

6. The vote counting record shall be sent to all shareholders within fifteen (15) days from the completion date 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;

7. Completed written opinion forms, the vote counting record, ratified Resolutions, and relevant documents enclosed with written opinion forms shall be kept at the Company's headquarter;

8. Where a resolution is to be passed by collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed when it is approved by a number of Shareholders representing at least 51% of the total voting shares.

9. Resolutions ratified by collecting written opinions of shareholders are as valuable as those ratified at the General Meeting of Shareholders.

Article 30. Effect of Resolutions of the General Meeting of Shareholders

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. Resolutions of the General Meeting of Shareholders must be notified to Shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval thereof. If the Company has a website, such Resolutions may be posted on the website instead of being sent to shareholders.

Article 31. Request for annulment of Resolutions of the General Meeting of Shareholders

1. 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 2 Article 114 of Law on Enterprises may request a court or arbitral tribunal to consider annulling the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases:
   a. Order and procedures for convening the General Meeting of Shareholders are not conformable with the Law on Enterprises and the Company's Charter.

b. The order and procedures for issuing a resolution and the content of the resolution breach the Law or the Company's Charter.

2. In case a shareholder or group of shareholders request to annul a Resolution of the General Meeting of Shareholders as prescribed in Article 1 of this Article, 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.

Article 32. Minutes of General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in writing, audio recordings, or other electronic means of recordings with the principal contents as prescribed by the Law on Enterprises. The meeting minutes must be made in Vietnamese language and foreign languages if necessary and shall have equal legal effectiveness. In case of any discrepancy between the Vietnamese version and foreign language version, the former shall prevail.
2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting.
3. The chair and secretary are jointly responsible for the truthfulness and accuracy of the minutes.
4. Minutes of the General Meeting of Shareholders shall be sent to all shareholders within fifteen (15) days from the date of the conclusion of such meetings. If the Company has a website, such Resolutions may be posted on the website instead of being sent to shareholders.
5. The minutes of the General Meeting of Shareholders, list of registered shareholders, ratified Resolutions, records containing signatures of attended shareholders and authorizations and relevant documents enclosed with the invitations must be kept at the Company's headquarter.

II. BOARD OF DIRECTORS

Article 33. Rights and obligations of the Board of Directors

1. The business operation and works of the Company shall be managed or directed for implementation by the Board of Directors. The Board of Directors is a body with full power to exercise all the rights on behalf of the Company, except the powers of the General Meeting of Shareholders and the Board of Investment.
2. The Board of Directors shall be responsible for supervising the Chief Executive Officer and other managers.
3. The rights and obligations of the Board of Directors shall be governed by the law, Charter, internal rules of the Company and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:
   a. To decide on the operational objectives based on the strategic ones passed by the General Meeting of Shareholders, the medium-term development plan , the annual business plan and budget of the Company; to decide the solutions for market, marketing, technology development;
   b. To propose classes of shares to be issued and the total number of issued shares for each class;
   c. To appoint and dismiss the managers of the Company on the proposal of the Chief Executive Officer and to decide their remuneration;
   d. To decide on the organizational structure of the Company;
   e. To handle the complaints of the Company about the managers as well as decide on the selection of the Company's representative for settling the matters related to the legal actions against such managers;
   f. To decide the issuance of bonds, propose the issuance of bonds convertible into shares and the securities rights allowing the owner to buy securities at a predetermined price;
   g. To decide the offered price of bonds, shares and convertible securities;
   h. To appoint, dismiss the Board of Directors' Chairman, appoint, dismiss, sign and terminate the contract with the Chief Executive Officer or managers or representative of the Company where the Board of Directors think as necessary for the highest interest of the Company. Such above mentioned dismissal may not be against the rights of the dismissed persons in the contract (if any);
   i. To appoint an authorized representative to participate in the board of members or the general meeting of shareholders of another company, decide the remuneration and other benefits of such representative;
   j. To propose the annual rate of dividend and define the temporary dividend rate; organize the payment of dividends;

k. To propose the re-organization, dissolution or request of the Company.

4. The following matters shall be approved by the Board of Directors:
   a. To establish a branch or representative office of the Company;
   b. To establish the Company's subsidiaries;
   c. Within the scope of regulations in Clause 2 Article 149 of the Law on Enterprise and except as prescribed in Clause 3 Article 162 of the Law on Enterprise that the approval of the General Meeting of Shareholders shall be needed, the Board of Directors shall time to time decide the implementation, amendment and cancellation of the Company's big contracts (including contracts for the purchase, sale, merge, acquisition and joint venture of a company) as prescribed in Clause 2 Article 162 of the Law on Enterprise;
   d. To appoint and dismiss the persons authorized by the Company as commercial representative and Attorney at Law of the Company;
   e. The pricing of the non-cash assets contributed in the Company related to the issue of shares or bonds by the Company shall include gold, land use right, right on intellectual property, technology and technological know-how;
   f. The company's purchase and redemption of shares but not exceeding 10% of each class of share; decision on the schedule to sell, distribute the bonus of reacquired shares in such ways that comply with the existing legal regulations;
   g. The business issues or transactions that according to the decision of the Board of Directors need to be approved by the Board within its scope of power and responsibility;
   h. To decide the price for the purchase or redemption of the Company' shares;
   i. To approve the agenda, contents of documents serving the General Meeting of Shareholders, to convene the General Meeting of Shareholders or collect the opinions to enable the General Meeting of Shareholders pass any resolution;
   j. To approve the contracts on the purchase, sale, loan, loan grant and other ones with their values equal or higher than 35% of the total value of assets stated in the latest financial statement of the Company, except such contracts, transactions of the Company with related persons according to the regulations of the Law on Enterprises and this Charter;
   k. To establish a standard procedure for convening a meeting, voting and deciding a resolution at the meeting of the Board of Directors for obtaining the approval of the General Meeting of Shareholders; to set up the process and procedure for the nomination, candidacy, election, dismissal and removal of a Board of Directors' member; to establish the rules on the process, procedure for the selection, appointment, dismissal of the company's manager and the procedure for coordinating the operations between the Board of Directors with the Supervisory Board and the Chief Executive Officer; to build up the mechanism for assessing the performance, appraising the merit, rewarding and imposing the penalty towards the members of the Board of Directors, Chief Executive Officer and managers of the Company;
   l. To establish the divisions or appoint a person in charge of internal control and risk management in order to prescribe the policy on the strategic management of risks during the operation of the Company and to check for assessing the suitability, efficiency of the risk management system already established in the Company;
   m. To implement the prevention and settlement of the conflicts which may occur between the shareholders and the Company. The Board of Directors may appoint employees in order to implement the necessary systems or establish a specialized division in charge of handling the conflicts within the Company or serving such Purpose;
   n. Other rights and obligations as prescribed by the Company in compliance with the law in force.
5. The Board of Directors shall approve its decision by voting at the meeting, collecting written opinions or by another form as prescribed in the Charter. Each member of the Board of Directors shall have one (01) vote.
6. The Board of Directors may authorize its Chairman to partly implement the powers and functions of the Board of Directors during the period where it does not organize any meeting. The content of the authorization must be defined clearly, specifically. For critical issues related to the vital interests of the Company, it is not allowed to authorize the Chairman of the Board of Directors to make any decision.
7. When implementing its functions, rights and obligations, the Board of Directors must comply with the regulations of the law, Charter of the Company and decisions of the General Meeting of Shareholders. If any resolution approved by the Board of Directors is contrary to the provisions of the law or the Company's Charter and causes damages to the Company, then the members who agreed to pass such resolution shall be jointly and personally liable for it and they must

compensate the Company for such damages; any member who opposed the ratification of the above mentioned resolution shall be exempted from any responsibility.

8. If the resolutions approved by the Board of Directors are contrary to the provisions of the law and the Company's Charter, the shareholders holding shares in the company for a minimum consecutive period of at least one (01) year shall be entitled to request the Board of Directors suspend the execution of the above mentioned resolution.
9. During the implementation of their duties, members of the Board of Directors shall have the following rights and responsibilities:
    a. Rights of members of the Board of Directors:
        i. Right to be provided with information:
        - Members of the Board of Directors shall be entitled to request the members of the Management and the manager of the Company to provide information, documents on the financial situation, business operation of the Company and other units in the Company;
        - The manager of the Company is required to provide timely, fully and accurately the information, documents at the request of any member of the Board of Directors;
        - Order, procedure to request and supply information: prescribed by the Company in conformity with the existing law.

        ii. Right to obtain the remuneration and other benefits:
10. The Board of Directors must report to the General Meeting of Shareholders about its operations, specifically the supervision of the Board of Directors over the Chief Executive Officer and other managers during the fiscal year. In case the Board of Directors may fail to submit the report to the General Meeting of Shareholders, the annual financial statement of the Company shall be assumed as invalid and unapproved by the Board of Directors.
11. Unless otherwise stated by the law and the Charter, the Board of Directors may authorize the staffs and managers to handle the works on behalf of the Company.
12. Members of the Board of Directors (excluding the authorized representatives) shall be entitled to obtain the remuneration for their works done as members of the Board of Directors. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders. This amount of remuneration shall be divided to the members of the Board of Directors as mutually agreed within the Board of Directors or shared evenly if a unanimous consent cannot be reached.
13. The total remuneration paid to the members of the Board of Directors and the remuneration paid to each member must be recorded in details in the annual statement of the Company.
14. Any member of the Board of Directors holding the executive position (including the position of the Chairman or Deputy Chairman) , or any member of the Board of Directors working at the divisions of the Board of Directors, or carrying out other works that according to the opinions of the Board of Directors are outside of the normal scope of duty of a member, may obtain extra remuneration under the form of lump sum remuneration for each time, salary, commission, profit percentage, or under another form as decided by the Board of Directors.
15. Members of the Board of Directors shall be entitled to get paid for all the expenses of traveling, meal, accommodation and other reasonable expenditures that they had to spend during the execution of their duties as members of the Board of Directors, including all the expenses arisen from their attendances to the meetings of the Board of Directors or its divisions or the General Meeting of Shareholders.

Article 34. Number, composition and term of office of the Board of Directors' members

1. Number and composition of members of the Board of Directors:
    a. The number of members of the Board of Directors shall be at least five (05) persons and in maximum eleven members. Among them, the total number of independent members must occupy at least one third (1/3) of the total number of members in the Board of Directors.
    b. The number of members of the Board of Directors residing permanently in Vietnam must be at least half (1/2) of the total number of members in the Board of Directors.
2. Term of members of the Board of Directors
    a. The term of the members of the Board of Directors shall be five (05) years and members of the Board of Directors may be re-elected for unlimited number of terms.
    b. In case all the members of the Board of Directors have their terms ended but the General Meeting of Shareholders has not yet voted new members, the above mentioned members shall remain to be members of the Board of Directors until the new members shall be elected for replacement and for taking over the works.

c. The term of a member elected additionally or for replacement to the member deprived from the status of member, dismissed, removed during his/her term of office shall be five (05) years.

Article 35. Appointing a member of the Board of Directors and qualifications, conditions to become a member of the Board of Directors

1. The appointment of a person in the Board of Directors shall be implemented according to the following mechanism: Shareholders holding at least 10% of the shares with voting right for a consecutive period of at least six months shall be entitled to combine the voting rights from each one of them together in order to nominate the candidates to the Board of Directors. Shareholder or group of shareholders holding less than 20% of the shares with voting right for a consecutive period of at least six months shall be entitled to nominate one member; from 20% to less than 30% shall be entitled to nominate two members; from 30% to less than 50% shall be entitled to nominate three members; from 50% to less than 65% shall be entitled to nominate four members and if from 65% and more shall be entitled to nominate all the members. In case the number of candidates to the Board of Directors through nomination or candidacy still does not reach the necessary number of members, the incumbent Board of Directors can nominate more candidates or organize the nomination following another mechanism.
2. The mechanism of nominating candidates or the method by which the incumbent Board of Directors, the Supervisory Board, other shareholders nominate the candidates to the Board of Directors must be clearly proclaimed and approved by the General Meeting of Shareholders before implementing any nomination.
3. The candidates to the Board of Directors must satisfy the qualifications and conditions stipulated in Clause 4 of this Article.
4. Qualifications and conditions for becoming a member of the Board of Directors.
   a. Having full capacity of civil act, not being prohibited from managing an enterprise as prescribed by the Law on Enterprises;
   b. Having professional level, experiences in business management or experiences in the securities, finance and banking sectors;
   c. Not being the Chief Executive Officer, member of the Board of Directors, member of the Board of Members of another securities company; not concurrently being a member of the Board of Directors of more than five (05) other companies;
   d. Not being a former member of the Board of Directors or legal representative of a company that was bankrupt or prohibited to operate due to serious violation of the law.
5. The appointment of members to the Board of Directors must be announced in accordance with the regulations of the law on securities and the securities market
6. Members of the Board of Directors are not necessarily the Company's shareholders.
7. The qualifications and conditions stipulated in this Article shall be applied at the same time to the members of the Board of Directors who are elected additionally and/or for replacement.

Article 36. Chairman of the Board of Directors

1. The Board of Directors shall select among its members and vote to obtain its Chairman.
2. Unless otherwise stated by the annual General Meeting of Shareholders, the Chairman of the Board of Directors may not concurrently act as the Chief Executive Officer of the Company. The Chairman of the Board of Directors cum Chief Executive Officer must be approved each year by the annual General Meeting of Shareholders.
3. The Chairman of the Board of Directors shall have the following rights and duties:
   a. To prepare working plans and programs of the Board of Directors;
   b. To prepare the agenda, contents and documents serving the meeting, convene the meetings of the Board of Directors;
   c. To organize the ratification of the Board of Directors' resolution;
   d. To supervise the organization and implementation the Board of Directors' resolutions;
   e. To preside the General Meeting of Shareholders and meetings of the Board of Directors;
   f. To lead and ensure the efficient operation of the Board of Directors;
   g. To build up, implement and review the procedures governing the operations of the Board of Directors;
   h. To regularly meet the Chief Executive Officer and play the role of coordination between the Board of Directors and the Chief Executive Officer;
   i. To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Directors;
   j. To ensure the efficient communication and contact with the shareholders;

k. To organize the periodical assessment of the works done by the Board of Directors, its divisions and each member;
l. To create favorable conditions to enable the independent members of the Board of Directors operate efficiently and to establish the positive relationship between the executive and non-executive members of the Board of Directors;
m. To ensure that the Board of Directors shall deliver the annual financial statement, report on the operation of the Company, audit statement and report on the inspection of the Board of Directors to the shareholders at the General Meeting of Shareholders;
n. To exercise other duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors based on the actual demand and situation;
o. Other rights and duties as provided by the Company in compliance with the law.

4. Where the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized by the Chairman to exercise the rights and fulfill the obligations of the Chairman of Board of Directors according to the principles established in this Charter. Where the Chairman temporarily cannot carry out his duty due to reasons of Force majeure or lost the capacity to carry out his duty without any authorization to another member, the Board of Directors can elect another person among the members to carry out the duty of the Chairman based on the principle of majority.
5. Where necessary, the Chairman of the Board of Directors may employ a secretary to the company to help the Board of Directors and its Chairman fulfilling the obligations under their authorities in conformity with the regulations of the law. The Company's secretary shall have the following rights and obligations as prescribed by the Article 46 of this Charter.
6. The Chairman of the Board of Directors may be dismissed according to the decision of the Board of Directors. Where the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect the alternative Chairman within ten (10) days.

Article 37. Meetings of the Board of Directors and minutes of meetings

1. The Board of Directors may hold periodical or extraordinary meetings.
2. Periodical meetings of the Board of Directors shall be convened by the Chairman at any time necessary, however, at least once (01) every quarter. Periodical meetings. The Chairman of the Board of Directors shall convene the meetings of the Board of Directors, prepare the agenda of the meeting, time and venue at least seven days prior to the anticipated meeting date.
3. Extraordinary meetings. The Chairman shall convene the meeting of the Board of Directors and may not delay it without appropriate reasons when any of the following subjects may propose in writing the purpose of the meeting and the issues to be discussed:
   a. The Supervisory Board or independent members;
   b. The Chief Executive Officer or at least five (05) other managers;
   c. At least two (02) executive members of the Board of Directors;
   d. Others as prescribed by the Company in conformity with the existing law and the Charter of the Company.
4. If the Board of Directors elects the Chairman, the first meeting of the Board of Directors' term of office for electing the Chairman and adopt other decisions under its authority shall be conducted within seven (07) working days counted from the date where the election of the Board of Directors in such term of office ended. Such meeting shall be convened by the member who obtains the highest number of votes. If more than one member have equal and highest numbers of votes, the voting members shall elect by majority vote one of them to convene the meeting of the Board of Directors.
5. The request of the meeting must be in writing, clearly states the objectives, issues to be discussed and decided under the competence of the Board of Directors.
6. The Chairman of the Board of Directors shall convene the meeting of the Board of Directors within seven (07) working days as of the receiving date of the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to do so, he/she shall be responsible for damages occurred to the Company and the requesters shall be entitled to convene the meeting of the Board of Directors by themselves.
7. At the request of the independent auditor, the Chairman of the Board of Directors shall convene the meeting of the Board of Directors to discuss about the auditing report and the situation of the Company.

8. Venue of the meeting. Meetings of the Board of Directors shall be carried out at the registered address of the Company or other addresses in Vietnam or abroad according to the decision of the Chairman of the Board of Directors or the person who convenes the meeting as prescribed by Clause 6 of this Article.
9. Notice and meeting agenda. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the notice of and invitation to the meeting, at the latest five (05) days prior to the meeting date, to the members of the Board of Directors, members of the Supervisory Board and Chief Executive Officer. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decision with enclosed documents used at the meeting and the votes of members that will not attend the meeting. Invitations may be sent by post, fax, email or other means, however, they shall be ensured to reach the address of each member of the Board of Directors that was registered at the company.
10. Supervisors shall be entitled to attend and discuss in the meetings of the Board of Directors but they have no voting right.
11. The quorum. The meeting of the Board of Directors according to the first invitation notice shall be conducted if it is attended by three fourths (3/4) of the total number of members. Where the meeting convened for the first time is not conducted because of the number of attendants is less than the quorum, it will be convened for the second time within seven (07) days as of the intended date of the first meeting. In this case, the meeting shall be conducted if attended by half of the total members of the Board of Directors.
12. Vote:
    a. Except as prescribed in Item b of this Clause, each member of the Board of Directors or any authorized person, who attends in person and under his/her personal status the meeting of the Board of Directors, shall have one vote;
    b. Any member of the Board of Directors may not be entitled to vote the issues related to contracts, transactions or proposals in which such member or any person related to such member has the interest or such interest is in conflict or may be in conflict with the Company's interest. Any member of the Board of Directors may not be counted in the quorum of the Board of Directors' meeting for discussing the decisions which such member has to right to vote for;
    c. As prescribed in Paragraph b of this Clause, when any matter occurs during the Board of Directors' meeting in relation to the level of interest of any member of the Board of Directors or to the voting right of any member which is not resolved by the voluntary withdrawal of the voting right by such member of the Board of Directors, the issues shall be referred to the chairperson of the meeting and the decision of the chairperson related to all other members of the Board of Directors shall be final resolution, except where the nature or scope of interest of the related member of the Board of Directors has not been proclaimed properly;
    d. Any member of the Board of Directors who benefits from any contract as prescribed in Clause 4 Article 51 of this Charter shall be deemed as to have obtained considerable benefit from such contract.
13. Disclosure of benefits. Any member of the Board of Directors, enjoying directly or indirectly any benefit from any contract or transaction signed or to be signed with the Company and being aware of his/her benefit in such contract or transaction, shall disclose the nature, and content of such benefit in the meeting where the Board of Directors shall consider for the first time the signing of such contract or transaction. Or such member can disclose this matter in the first meeting of the Board of Directors hold after such member knew that his/she has or will have a benefit in the related transaction or contract.
14. Majority vote: The Board of Directors shall pass the resolutions and issue the decisions by complying with the positive votes of the majority of the members present at the meeting (over 50%). In case the numbers of positive and negative votes are equal, the vote of the Chairperson shall be the final.
15. Teleconference or other forms. The meeting of the Board of Directors may be conducted according to the agenda between the members of the Board of Directors when all or some members are present in different places provided that each member attending the meeting can:
    a. Hear any member of the Board of Directors talking during the meeting;
    b. If needed, such member can talk to all other attending members at the same time.

    The exchange between the members can be done directly through the phone or by other means of telecommunications (even if such means of communication is used at the time of approving this Charter or later on) or the combination of all those means of communication.

According to this Charter, any member of the Board of Directors attending such meeting shall be acknowledged as "present" in such meeting. The venue of the meeting conducted according to this regulation shall be the location where the majority of members of the Board of Directors gathers together, or if such group is not available, the location where the Chairperson of the meeting shall be present.

Decisions passed during a teleconference that is convened and conducted in an eligible way shall be effective right after ending the meeting but they must be confirmed in the minutes of the meeting signed by all members of the Board of Directors present at such meeting.

16. Language. Discussions in the meetings of the Board of Directors shall be conducted in Vietnamese. Members of the Board of Directors unable to speak or understand Vietnamese can bring the interpreter along with him/her to the meetings of the Board of Directors.
17. Written resolution. Resolutions must be in writing and signed by all the following members of the Board of Directors:
    a. Members with the right to vote any resolutions at the meeting of the Board of Directors.
    b. The number of members present at the meeting may not be less than the quorum as prescribed to conduct the meeting of the Board of Directors.

    The resolution of such type shall be effective and valid same as any resolution passed by the members of the Board of Directors in a regular meeting. A resolution can be passed by using several copies of the same document provided that each of such copies shall be signed by at least one member.

18. Minutes of the Board of Directors' meetings. Meetings of the Board of Directors must be noted in the minutes of the meeting and can be recorded, saved and kept under any other electronic forms at the head office of the Company. The minutes of the meeting shall be made in Vietnamese or can be additionally made in foreign language with full and main contents as prescribed by the Law on Enterprises. Minutes in Vietnamese and foreign language shall have the same legal validity. For any discrepancy in the contents of the minutes of the meeting, the contents in the Vietnamese minutes of the meeting shall prevail. The minutes of the meeting of the Board of Directors must be signed by the Chairperson and the secretary in charge of making the minutes of the meeting. The Chairperson and secretary in charge of making the minutes shall be liable for the truthfulness and accuracy of the contents in the Board of Directors' minutes of the meeting.
19. Divisions of the Board of Directors. The Board of Directors may establish and authorize the divisions under its control to act on its behalf. Members of a division may include one or several members of the Board of Directors and one or several outside members according to the decision of the Board of Directors. During the execution of the authorized power, the divisions must comply with the regulations promulgated by the Board of Directors. Such regulations can amend or allow the additional incorporation of persons, who are not members of the Board of Directors, in the above mentioned divisions and allow those persons to vote under the status of a member of the division, provided that:
    a. The number of members outside the Board of Directors must be less than half of the total number of members in the division; and
    b. Any resolutions of the divisions shall be effective only when the majority of members attending and voting at the meeting of the division are members of the Board of Directors.
20. Legal validity of actions. Actions to implement any decision of the Board of Directors, or a division under the Board of Directors, or any person having the status as member of the division under the Board of Directors shall be construed as legally valid even if the vote, appointment of a member of the division or the Board of Directors may have some errors.

Article 38. Removing, dismissing and supplementing members of the Board of Directors

1. Any member of the Board of Directors shall be disqualified from being the member of the Board of Directors in the following cases:
    a. Any member of the Board of Directors who no longer satisfies the qualifications and conditions as prescribed in Clause 4 Article 35 of this Charter;
    b. Any member of the Board of Directors who did not participate in any activity of the Board of Directors for a consecutive period of six (06) months, except in the event of Force majeure and within this period of time the Board of Directors did not allow such member to be absent and declared that the post of such member is vacant;

c. A member submitted the letter of resignation to the head office of the Company and got the approval for resignation;
d. Such member was removed from his/her post according to the resolution of the General Meeting of Shareholders;

Except otherwise stated in Item d Clause 1 of this Article, any member of the Board of Directors shall be disqualified from being a member right after the Board of Directors issues the decision confirming that such member is no longer qualified as a member without needing any approved resolution of the General Meeting of Shareholders.

2. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
   a. The number of members of the Board of Directors decreases by more than one third (1/3) of the number stated by the Charter of the Company. In this case, the Board of Directors shall convene a General Meeting of Shareholders within a period of not more than sixty (60) days from the day in which the number of members of the Board of Directors decreased by more than one third;
   b. The number of independent members of the Board of Directors falls below the ratio as prescribed in Item a Clause 1 Article 34 of this Charter.
3. The Board of Directors may appoint new members of the Board of Directors to replace the vacancy and such new member must be approved by the subsequent General Meeting of Shareholders. After being ratified by the General Meeting of Shareholders, the appointment of such new member shall be deemed as being effective on the date of appointment by the Board of Directors. In case the Board of Directors may refuse the ratification, such new member shall be deprived from his/her status as the member of the Board of Directors. However, his/her votes, made during the period from the date of his/her appointment by the Board of Directors until the date in which the General Meeting of Shareholders refuses to ratify the appointment, are still acknowledged as valid and the approved Resolutions of the Board of Directors still remain valid and effective.
4. For other cases, the General Meeting of Shareholders shall vote new member for replacing the one being dismissed, removed in the most recent meeting.

Article 39. Internal Audit and Risk Control Divisions of the Board of Directors

1. The Internal Audit Division shall implement its function based on the principle of independence, truthfulness, objectiveness and confidentiality. The specific functions and duties of the Internal Audit Division shall be as follows:
   a. To assess independently the suitability and compliance of the General Meeting of Shareholders, and the Board of Directors with the legal policies, Charter of the company and resolutions;
   b. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal control system under the Chief Executive Officer in order to render this system perfect;
   c. To assess the compliance of the business operation with the internal policies and procedures;
   d. To advise the establishment of internal policies and procedures;
   e. To assess the compliance with the legal regulations, the control of the measures to ensure the safety of the Company's assets;
   f. To assess the internal audit through the financial information and course of the business operations;
   g. To assess the process for determining, evaluating and managing the business risks;
   h. To assess the efficiency of the operations;
   i. To assess the compliance with the contractual commitments;
   j. To implement the control of the information technology system;
   k. To investigate the internal violations in the Company;
   l. To implement the internal audit of the Company and its subsidiaries;
2. Function and operational principle of the Risk Control Division:
   a. To prescribe the policy, strategy for risk control; criteria for evaluating the risks; overall risk level of the Company and of each department of the Company;
   b. To assess independently the suitability and compliance with the policies, processes of risk control established in the Company;
   c. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal risk control system under the Chief Executive Officer in order to render this system perfect;
   d. Other functions as prescribed by the Company in conformity with the existing law.

3. Requirement for the personnel of the Internal Audit Division:
   a. A personnel of the division must not be penalized in the past by a fine or higher level of penalty for any act of violation in the sectors of securities, banking, insurance within five (05) most recent years to the year of his/her appointment to the division;
   b. The Head of the Internal Audit Division must be a qualified person having the professional level in the fields of law, accounting, auditing, enough experiences, reputation, authority to implement efficiently the assigned duty;
   c. A personnel of the Division must not be related to the heads of professional departments, person practicing the business of the Company, Chief Executive Officer, Deputy Chief Executive Officer, Branch Director in the Company;
   d. A personnel of the division must have the Certificate of basic matters related to the securities and securities market and Certificate of Law Study on the securities and securities market or Certificate of Practicing the securities business;
   e. Staff of the division may not concurrently hold other positions in the Company.

III. BOARD OF INVESTMENT

Article 40. Organization of management apparatus

1. The Board of Investment shall consist of:
   a. The Chairman of the Board of Directors;
   b. The Chief Executive Officer;
   c. The Deputy Chief Executive Officer;
   d. The Director of Finance;
   e. The Director of Fund Resources and Financial Trade; and
   f. The Head of the Risk Management Division.
2. The Chairman of the Board of Directors shall hold the position of Chairman of the Board of Investment.
3. The individuals elected or appointed to hold the above mentioned positions shall be obviously members of the Board of Investment and shall lose their status as members of the Board of Investment when they shall no longer hold the above mentioned titles.
4. The individuals elected or appointed to hold the above mentioned positions shall be obviously members of the Board of Investment and shall lose their status as members of the Board of Investment when they shall no longer hold the above mentioned titles.
5. The Board of Investment shall have the power to decide the following issues:
   a. Investments not included in the business plan and budget approved by the General Meeting of Shareholders;
   b. The contribution of capital or trade of capital contributed in enterprises, purchase or sale of listed stock or unlisted stocks (short term trade excluded);
   c. The plan of the construction, procurement of equipment's, fixed assets in each year or the demand for additional procurement which may occur during the year to meet the demand of the business operations;
   d. The borrowing of loan and the implementation of the mortgages, securities, guarantees and compensations of the Company;
   e. Other contracts that are not within the power of the General Meeting of Shareholders or the Board of Directors as prescribed in Item c Clause 4 Article 33 of this Charter and not assigned to the Chief Executive Officer for deciding such contracts; and
   f. The implementation of the underwriting business,

Article 41. Operational mechanism of the Board of Investment

1. The meeting of the Board of Investment shall be conducted at the presence of at least four (04) members of the Board of Investment or the authorized persons; however among them there must be the Chairman of the Board of Investment or his/her authorized representative. The Board of Investment may convene a meeting in person or collect the written opinions, exchange through means of communication. The decisions of the Board of Investment shall be expressed in writing.

   When considering as necessary, the Chairman of the Board of Investment may invite other individuals to attend and express their opinions in the meeting of the Board of Investment, however, those invited individuals have no right to vote.

2. Any decision of the Board of Investment shall be passed when more than half (1/2) of the total number of the Board of Investment's members attending the meeting vote for such decision, among them there must be the Chairman of the Board of Investment.
3. The Board of Investment shall promulgate the Rules for the operation of the Board of Investment stipulating the detailed contents of the Article 40 and Article 41 of this Charter and other issues related to the operation of the Board of Investment.
4. The General Meeting of Shareholders shall decide the remuneration to the Board of Investment.

IV. CHIEF EXECUTIVE OFFICER, OTHER MANAGERIAL STAFF AND THE COMPANY'S SECRETARY

Article 42. Organization of the management apparatus

The Company applies a management system whereby the management apparatus shall be responsible and work under the direction of the Board of Directors. The Company has a Chief Executive Officer and several Deputy Chief Executive Officers and a Chief Accountant appointed by the Board of Directors. The Chief Executive Officer and Deputy Chief Executive Officers may be concurrently a member of Board of Directors, and shall be appointed or dismissed by the Board of Directors through a legally ratified resolution.

Article 43. Managerial staff

1. At the proposal of the Chief Executive Officer and approved by the Board of Directors, the Company shall employed a number of managerial staffs to meet the requirements of the Company's management structure and practices suggested by the Board of Directors from time to time. A managerial staff should act with due diligence to support the operational and organizational activities of the Company to achieve its targets.
2. The Board of Directors shall decide on the salary, bonus, benefits and other terms of the labor contract with the Chief Executive Officer and on the terms of labor contracts with other managers after consultation with the Chief Executive Officer.

Article 44. Standards and conditions of Chief Executive Officer

1. To have full capacity for civil acts and not being prohibited from management of enterprises by the Law on Enterprises, not being a person who faced or is facing criminal prosecution, served or is serving a prison sentence, or deprived of the right to practice profession by a court as prescribed by law.
2. To have qualifications in and at least three (03) years of experience in the financial, banking, securities or business administration sectors.
3. To have practicing certificate in financial analysis or practicing certificate in fund management.
4. Was not sanctioned by the State Security Commission under the laws on securities and securities market within the last two (02) years.
5. Not being concurrently a member of Board of Directors, Board of Members of another securities company; not working concurrently to other enterprises.
6. Meet the Conditions of Chief Executive Officer of a securities company as specified in legislative documents guiding the organization and operation of securities companies.

Article 45. Appointment, dismissal, duties and rights of the Chief Executive Officer

1. Appointment. The Board of Directors shall appoint a member of the Board of Directors or another person to take the position of Chief Executive Officer and sign a contract to specify the salary, bonus, benefits and other terms of employment. Information on the salary, bonus, and benefits of the Chief Executive Officer must be reported at the annual General Meeting of Shareholders and in the annual report of the Company.
2. Term of office. Term of office of the Chief Executive Officer shall be three (03) years, unless otherwise determined by the Board of Directors. The Chief Executive Officer may be re-appointed. The appointment can be invalid based on the provisions of the labor contract.
3. Rights and duties. The Chief Executive Officer has the following rights and duties:
   a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
   b. Make decisions on issues which do not require a resolution or decision of the Board of Directors in accordance with the provisions of the Law, this Charter and internal regulations of

the Company, and on the organization and management of day-to-day business activities of the Company in accordance with best management practices;

c. Recommend the number of managerial staffs and positions to be appointed or dismissed by the Board of Directors when necessary for implementing operational activities and management structure suggested by the Board of Directors. Advising the Board of Directors on the salary, bonus, benefits and other terms of the labor contracts of managerial staffs;

d. In consultation with the Board of Directors, make decisions on the numbers of employees, their salaries, bonuses, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;

e. Annually by the date of 30th November, the Chief Executive Officer must submit for approval by the Board of Directors the detail business plan of the Company for the next fiscal year with the consideration of budget requirements as well as the five years financial plan, unless otherwise regulated by the Board of Directors;

f. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

g. Recommend measures to enhance the operations and management of the Company;

h. Prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as an estimate) to service the long-term, annual and monthly management activities of the Company in accordance with the business plan. The annual estimates (including balance sheet, Business and Production Report and expected Cash Flow Statement) for each fiscal year shall be submitted to the Board of Directors for approval and must contains all the information prescribed in the regulations of the Company;

i. Perform all other activities as specified in the Charter and the regulations of the Company, the resolutions of the Board of Directors, the labor contract of the Chief Executive Officer and in accordance with the laws.

4. Report to the Board of Directors and Shareholders. The Chief Executive Officer is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of his/her rights and obligations and is obliged to report these entities upon request.

5. Dismissal. The Board of Directors may dismiss or remove from office the Chief Executive Officer when there is at least two thirds (2/3) of the members of the Board of Directors, excluding the General
Director in case the General Director is concurrently a member of the Board of Directors, vote in favour of such dismissal or removal and appoint another Chief Executive Officer for replacement.

Article 46. Company's Secretary

1. The Board of Directors shall appoint one (or several) person(s) as Company's Secretary and decide the term of office and conditions of the position. The Board of Directors may dismiss the Company's Secretary when necessary but the dismissal must be in compliance with the applicable regulations on labor. The Board of Directors can also appoint one or several assistants to the Company's Secretary from time to time. Roles and duties of the Company's Secretary including:
   a. Organize meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders in accordance with the instruction from the chairman of the Board of Directors or the Supervisory Board;
   b. Take note and draft minutes of meetings;
   c. Provide advice on orders and procedures of meetings;
   d. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Supervisory Board.
2. The Company's Secretary shall be responsible for keep confidential information in accordance with the Law and the Company's Charter.

Article 47. Internal Control Unit and Risk Management Unit under the direction of Chief Executive Officer

1. The Internal Control Unit is responsible for controlling the compliance within the Company regarding the following aspects:
   a. Supervise the compliance with the provisions of Laws, the Company's Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, rules, operational processes and risk management procedures of the Company, of relevant units and individuals within the Company operating in securities sector;

b. Supervise the implementation on internal regulations, the potential conflicts of interest within the Company, particularly in respect of the business activities of the Company and individual transactions of the Company's employees; supervise the enforcement of obligations of managers and employees in the Company, enforcement of obligations of partners regarding the authorized activities;
c. Review the contents of and supervise the implementation of the rules of professional conduct;
d. Supervise the compliance with regulations of financial safety;
e. Separate the clients' assets;
f. Protect and preserve clients' assets;
g. Control the compliance with legal regulations on anti-money laundering;
h. Other tasks as assigned by the Chief Executive Officer.

2. Criteria and conditions for personnel of the Internal Control Unit:
   a. The Head of Internal Control Unit must have qualifications in law, accounting, audit; have sufficient experience, prestige and competence to effectively execute assigned tasks;
   b. Not being related person to the heads of professional departments, task executors, the Chief Executive Officer, Deputy Chief Executive Officers, Branch Directors in the Company;
   c. Have practicing certificate in securities or a certification in "Fundamental issues of securities and securities market"; certification in "Laws on securities and securities market";
   d. Not concurrently take another job in the Company;
   e. Other requirements set by the Company in accordance with the laws.
3. Duties of the risk management system:
   a. Identify the policies and the level of risk tolerance of the Company;
   b. Identify risks of the Company;
   c. Measure risks;
   d. Supervise, prevent, detect and handling risks.

V. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND MANAGERS

Article 48. Duty of care of the Board of Directors, Chief Executive Officer and managers

Members of the Board of Directors, Chief Executive Officer and mandated managers shall be responsible for implementing their duties, including duties of subcommittees under the Board of Directors, with prudence, integrity and in the best interest of the Company which a reasonable person in the similar circumstances would use.

Article 49. Duty of honesty and avoid conflicts of interest

1. Members of the Board of Directors, Chief Executive Officer and managers must not take advantage of business opportunities beneficial to the Company or exclusive inside information for self-interest or interest of another organization/individual.
2. Members of the Board of Directors, Chief Executive Officer and managers shall be responsible for notifying the Board of Directors of any potential conflict of interest with the Company which they may be entitled to via other economic entities, transactions or individuals. The above mentioned parties may only use such opportunities when members of the Board of Directors with no related interest deem possible.
3. The Company may not provide loans, guarantees or credit to members of the Board of Directors, Chief Executive Officer, managers and their families or related persons, unless otherwise decided by the General Meeting of Shareholders.
4. Contracts and transactions between the company and the following entities are subject to approval by the General Meeting of Shareholders or the Board of Directors:
   a. Shareholders and authorized representative of shareholders that own more than 10% of ordinary shares of the company and their related persons;
   b. Members of the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer, and their related persons;
   c. Related persons or businesses of members of the Board of Directors, Supervisory Board, Chief Executive Officer, Deputy Chief Executive Officer and other managers are defined at Clause 2, Article 159 of the Law on Enterprises.
5. Any contract and transaction valued at less than35% of the Company’s total value of assets recorded in the most recent financial statements shall be approved by the Board of Directors. In this case, the person that signs the contract on behalf of the company shall send a notification to Members of the Board of Directors and Supervisors of the entities related to such contract or

transaction, and enclose with the notification the draft contract or description of the transaction. Contracts and transactions shall be approved by the Board of Directors within fifteen (15) days since the receipt of notice. Members with related interest have no voting right.

6. The General Meeting of Shareholders shall approve contracts and transactions other than those prescribed in Clause 2 of this Article. In this case, the person that signs the contract on behalf of the company shall send a notification to the Board of Directors and Supervisory Board of the entities related to such contract or transaction, and enclose with the notification the draft contract or description of the transaction. The Board of Directors shall submit the drat contract or description of the transaction to the General Meeting of Shareholders or carry out an absentee ballot. In this case, members with related interest have no voting right. Contracts and transactions shall be approved if at least 65% of the voting members agree.
7. Any contracts, transactions which have been signed or performed without the approval stipulated in Clause 5 and Clause 6 of this article and to the Company's detriment shall be invalid and dealt with in accordance with law. The legal representative of the Company in such contracts and transactions, shareholders, members of the Board of Directors or the Chief Executive Officer concerned must be liable to compensate for the damage caused and must return to the Company any benefits gained from the performance of such contract and transactions.
8. Members of the Board of Directors, Chief Executive Officer, managers or their related persons may not buy, sell or initiate any other form of transaction related to shares of the Company or its subsidiaries based on insider information which is unknown to other shareholders and will certainly cause material changes to the share price.
9. Members of the Board of Directors, Chief Executive Officer and other managers shall declare their related interest to the Company in accordance with Clause 2, Article 159 of the Law on Enterprises.

Article 50. Liabilities for damage and compensation

1. Liabilities for damage. Members of the Board of Directors, Chief Executive Officer, managers failing to act with honesty, prudence, diligence and professional capabilities shall be liable for any damage caused by such violations.
2. Compensation liability The company will compensate those who have been and are at risk to become a stakeholder in the complaint, lawsuit and prosecution were, are or may be conducted whether this is a civil case or administrative violation (which is not initiated by the company) if that person was or is a member of the Board of Directors, managers, employees or authorized representatives of the Company (or its subsidiaries), or that person is or has been acting at the request of the Company (or its subsidiaries) as members of the Board of management, managers , employee or authorized representative of a corporation, partner, joint venture, trust or other entity. Expenses eligible for compensation include: Costs incurred (including attorney's fee), adjudication fees, fines, amounts actually paid or would be reasonably paid in settling these cases, provided that such person acted with honesty, prudence, diligence and professional capabilities in a manner that he or she believes that it is in the best interest or not detrimental to the best interest of the company, in accordance with law and responsibilities. The Company may buy insurance for these people to avoid responsibility for the above-mentioned compensation.

VI. Supervisory Board

Article 51. Members, term and composition of the Supervisory Board

1. The Company's Supervisory Board consists of 03 – 05 members
2. The term of office of a member of Supervisory Board is up to 05 years without term limit. If term of office of all Supervisors expires at the same time and Supervisors of the new term are not elected, the retiring Supervisors shall keep performing their rights and obligations until Supervisors of a new term are elected and take office.
3. Members of the Supervisory Board are elected by the General Meeting of Shareholders on the principle of cumulative voting. Supervisors shall elect one of them as the Chairman of the Supervisory Board under the majority rule.
4. Members of the Supervisory Board are elected by the General Meeting of Shareholders on the following principles: Shareholders holding less than 10% of the shares with voting rights in a continuous period of at least six months can gather together to vote for candidates to the Supervisory Board. The shareholder or group of shareholders holding 10% to less than 20% of shares with voting rights in a continuous period of at least six months may nominate one candidate; from 20% to 50% may nominate two members; from 50% to less than 65% may

nominate three members and 65% may nominate all the candidates. Where the number of candidates for the Supervisory Board via nomination and self-nomination is not sufficient, existing Supervisory Board can nominate more candidates or apply another nomination mechanism. Such mechanism applied by the Supervisory Board must be disclosed and approved by the General Meeting of Shareholders prior to nomination.

5. Over a half of the Supervisory Board must be permanently residing in Vietnam. The Chairman of the Supervisory Board shall have the rights and responsibilities as follows:
   a. Convene the Supervisory Board meeting and act as the Chairman;
   b. Request the Company to provide relevant information to report the members of the Supervisory Board;
   c. Prepare and sign the report of the Supervisory Board after consultation with the Board of Directors to be submitted to the General Meeting of Shareholders.

Article 52. Rights and obligations of the Supervisory Board:

1. Rights of the Supervisory Board:
   a. Supervise the Board of Directors, Director and the Chief Executive Officer in managing the company.
   b. Inspect the rationality, legitimacy, truthfulness, and prudence in the management and business operations; systematicness, consistency and standardization of accounting, statistics and financial reporting.
   c. Inspect the sufficiency, legitimacy, and truthfulness of business outcome reports, annual and biannual financial statements of the Company, assessment report of the management of the Board of Directors, and submit the inspection report at the annual general meeting.
   d. Review, check, assess the effect and effectiveness of the internal control system, internal audit system, risk management and early warning system of the company.
   e. Examine accounting books, accounting records and other documents of the Company; managerial and administrative works of the Company where necessary or under the Resolutions of the General Meeting of Shareholders or at the request of the shareholder or group of shareholders prescribed in Clause 2 Article 17 of this Charter.
   f. If there is a request from individual shareholders or a group of shareholders provided for in Clause 2, Article 17 of this Charter, the Supervisory Board shall investigate within seven (07) working days from the date of receipt thereof. Within 15 days from the end of the inspection, the Supervisory Board shall report the issues to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection mentioned in this Clause must not obstruct the normal operation of the Board of Directors and must not interrupt the company's business administration.
   g. Propose changes and improvements to the organizational structure, management, supervision, and operation of the Company to the Board of Directors or the General Meeting of Shareholders.
   h. Upon detection of a member of the Board of Directors, or Chief Executive Officer breaching the obligations of a manager of the Company as stipulated in the Law on Enterprises or this Charter, the Supervisory Board shall give immediate written notice to the Board of Directors and request the person to cease the breach and take measures to remedy any consequences.
   i. Upon detection of a member of the Board of Directors or Chief Executive Officer breaching the laws or this Charter to the detriment of the interests of the Company, shareholders or customers, the Supervisory Board has the responsibility to request the breaching person to explain within a certain period or request to convene the General Meeting of Shareholders to resolve. The Supervisory Board must inform breaches of the laws in writing to the State Securities Commission within seven (07) working days from the date of detection.
   j. Develop supervision process and procedures to be approved in the General Meeting of Shareholders.
   k. Recommend to select independent audit firm, audit fees and all issues related to the withdrawal or dismissal of the independent auditor;
   l. Discuss with the independent auditor about the nature and scope of audit before starting the audit.
   m. Discuss the problems and shortcomings detected from midterm or final audit results, as well as all issues which the independent auditor wish to discuss;
   n. Review the independent auditor's management letter and the feedback of the Company's Management.

o. Conduct other rights and duties stipulated in the Law on Enterprises, the Company's Charter and Resolution of the General meeting of Shareholders.

2. During their course of action, the Supervisory Board have the following rights and duties:
   a. Rights of the Supervisory Board:
      i. Employ independent consultants and internal audit department of the Company to perform given duties.
      ii. Attend and discuss at meetings of the Board of Directors, General Meetings of Shareholders, and other meetings of the Company.
      iii. Seek opinions of the Board of Directors before submitting reports, conclusions, and proposals to the General Meeting of Shareholders.
      iv. Be entitled to full access to information:
         - Invitations, absentee ballots, and enclosed documents shall be sent to the Supervisory Board at the same time and in the same manner as Members of the Board of Directors.
         - Resolutions and minutes of meetings of the Board of Directors and General Meetings of Shareholders shall be sent to the Supervisory Board at the same time and in the same manner as shareholders and Members of the Board of Directors.
         - Reports of the Chief Executive Officer submitted to the Board of Directors and other documents issued by the Company shall be sent to the Supervisory Board at the same time and in the same manner as Members of the Board of Directors.
      v. Supervisory Board are entitled to access documents of the company which are kept at the headquarter, branches, and other locations; entitled to enter working places of managers and employees of the Company during working hours.
      vi. The Board of Directors, members of the Board of Directors, Chief Executive Officer, and other managers must provide sufficient, accurate, and timely information, documents about the management of the company at the request of members of the Supervisors or the Supervisory Board.
      vii. Members of the Supervisory Board shall receive remuneration and other benefits under decisions of the General Meeting of Shareholders and in accordance with law.
   b. Duties of the Supervisory Board:
      i. Comply with the laws, the Company's Charter, decisions of the Shareholders' Meeting and professional ethics in exercising assigned rights and tasks.
      ii. Perform the given rights and obligations with honesty, prudence and in the best interest of the Company.
      iii. Act in the best interest of the Company and its shareholders; do not use information, industry secrets, business opportunities or assets of the Company or misuse one's position, power, for self-seeking purposes or serving the interest of other entities;
      iv. Other obligations as provided for by laws and this Charter.
3. The Supervisor who violates regulations in Paragraph b, Clause 2 of this Article and thus causes damage to the company or other persons shall take personal responsibility or pay compensation for such damage. All incomes and other benefits of such Supervisor shall be returned to the Company.
4. If a Supervisor is found committing violations while exercising his/her given rights and obligations, the Board of Directors shall send a written notification to the Supervisory Board, requesting the violator to stop the violations and take remedial measures.

Article 53. Operations and meetings of the Supervisory Board

1. The Supervisory Board must issue regulations on operations, process, procedures and meetings of the Supervisory Board to be approved by the General Meeting of Shareholders.
2. The Supervisory Board shall meet at least two (02) times per year.
3. The Supervisory Board meeting shall take place if at least two thirds (2/3) of the members attend the meeting.

Article 54. Standards and conditions of Supervisors

1. Be legally competent and not banned from establishing and managing businesses as prescribed by the Law on Enterprises.
2. Not hold any managerial position in the Company.
3. Not a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling of any member of the Board of Directors, Chief Executive Officer, or any other manager.

4. The Chairman of the Supervisory Board may not concurrently be a member of the Supervisory Board or manager of another securities company.
5. In case of a listed company, Supervisor must also be an auditor or accountant.

Article 55. Dismissal of members of the Supervisory Board

1. One person is no longer a member of the Supervisory Board in the following cases:
   a. No longer satisfies the standards and conditions to be a Supervisor prescribed in Article 54 of this Charter;
   b. Fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events;
   c. A written resignation is sent to the head office of the Company and approved;
   d. Other cases as regulated by the Company in accordance with law.
2. Members of the Supervisory Board may be dismissed in the following cases:
   a. Fails to fulfill the given tasks or duties;
   b. Commit serious or repeated violations of Supervisor's obligations prescribed by the Law on Enterprises and this Charter;
   c. Under Decision of the General Meeting of Shareholders.

Unless otherwise specified at Paragraph c, Clause 2 of this Article, one is no longer a member of the Supervisory Board right after the Supervisory Board confirmation and not necessarily with a decision of the General Meeting of shareholders.

Chapter IV
HANDLING OF RELATIONSHIPS WITH RELATED PARTIES

Article 56. Potential disputes

1. Cases shall be deem as a dispute between the Company and the relevant partners when disputes or complaints arise between:
   a. The shareholders and the Company;
   b. Shareholders and the Board of Directors, the Chairman of the Board of Directors, members of the Board of Management, Supervisory Board, members of the Supervisory Board, Chief Executive Officer or manager of the Company;
   c. Clients or other relevant partners of the Company.
2. Causes of dispute: Disputes related to the operation of the Company, the rights of the shareholders defined in the Charter or any rights and obligations prescribed by the Law on Enterprises, other laws or administrative regulations.

Article 57. Dispute resolution

1. Negotiation and reconciliation: Involved parties will try to resolve the dispute through negotiation and reconciliation. The Chairman of the Board of Directors or the person authorized will take the lead to resolve disputes, unless the dispute is related to the Board of Directors or the Chairman of the Board of Directors. In case of disputes are related to the Board of Directors and the Chairman of the Board, any party may request to appoint an independent expert to act as an arbitrator for the dispute resolution process.
2. Refer the disputes to arbitration tribunal or court: In case conciliation decision fails to be reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to an arbitration tribunal or court of competent jurisdiction.
3. Costs of negotiation, mediation and arbitration or court costs:
   a. The parties will bear its costs related to the procedure of negotiation and reconciliation;
   b. Who will bear cost of the arbitration and court shall be decided by the Arbitration and Court in accordance with law.

Chapter V
REPORTING AND INFORMATION DISCLOSURE

Article 58. Reporting and information disclosure

1. Disclosure obligations
   a. The Company must follow the information disclosure regime, regular and ad hoc reporting in accordance with the law on securities and securities market or at the request of the

competent State agency in an adequate and timely manner. The Company shall be liable for the accuracy and truthfulness of the information and data disclosed or reported;

b. The disclosure is made in a way to ensure that shareholders and the investing public can have equal access to information at the same time. The language used in the disclosure of information should be clear and easy to understand to avoid confusion to shareholders and the investing public.

2. Contents to be disclosed
   a. The Company shall disclose information concerning its performance, including:
      i. Disclose financial statements, reports on prudential financial ratios and other reports on a regular basis in accordance with laws.
      ii. Disclose unusual information within 24 hours since occurrence or detection of the event as prescribed by law;
      iii. Disclose information upon request of the competent authorities.
   b. The Company must disclose information about the management in annual Shareholders' Meetings and annual financial statements.
3. Implementation of information disclosure: The Company shall develop and issue regulations on information disclosure in alignment with the Law on Securities and guiding documents and appoint at least one officer in charge of information disclosure who meets the following requirements:
   a. Possess knowledge of accounting, finance and adequate IT skills;
   b. Publicize name, office phone number for shareholders to easily contact;
   c. Have enough time to perform their functions, especially in communicating with shareholders, receiving their feedback and disclose information, respond to feedback and other corporate governance issues on a regular basis as prescribed by laws.
4. Information discloser: The disclosure must be done by legal representatives of the Company or a person authorized to disclose information. The Company's legal representative shall be liable for the content of information disclosed.

Chapter VI
RIGHTS TO INSPECT THE COMPANY'S BOOKS AND DOSSIERS

Article 59. Rights to inspect the company's books and dossiers

1. The shareholder or group of shareholders referred to in Clause 2, Article 17 of this Charter may directly or through lawyer or an authorized person, send a written request to inspect the list of shareholders, the minutes of the General Meeting of Shareholders and make copy or extract of such documents during working hours and at the main business location the company. Inspection request by the lawyer or other authorized representative of the shareholders must be accompanied by the shareholder's letter of attorney or a certified copy of this authorization.
2. The Members of the Board of Directors, Supervisory Board, Chief Executive Officer and managers have the right to check the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes relevant to his/her mandate provided that this information is kept confidential.
3. The Company shall archive this Charter and the charter amendment, the certificate of business registration, regulations, evidence of ownership of assets, minutes of the General Meetings of Shareholders and Board of Directors meetings, the Supervisory Board's report, annual financial statements, accounting records and any other documents as prescribed by law at the head office or another place and inform shareholders and registry agency of these archiving locations.
4. Shareholders are entitled to be supplied with a free charter company. If the Company has its own website, this Charter must be published on the website.

Chapter VII
STAMP

Article 60. Stamp

1. Board of Directors will decide on the form and quantity of the company stamp and the engraving according to current law.
2. The legal representative of the Company shall use and manage the stamps in accordance with law and internal regulations of the Company.

Chapter VIII
FINANCIAL MANAGEMENT AND ACCOUNTING

Article 61. Fiscal year

1. The fiscal year of the Company commences on the 1st January and ends on the 31st December of every calendar year.
2. The first fiscal year of the Company commences on the establishment date and ends on the 31st December of that year.

Article 62. Accounting System

1. The Company uses the Vietnam Accounting System (VAS) or accounting system approved by the Ministry of Finance and in compliance with accounting policies for securities firms issued by the Ministry of Finance and related guidelines. The company is subject to the inspection of state agencies on the implementation of accounting - statistics policies.
2. The Company prepares accounting books in Vietnamese and keeps the records and accounting books in line with the Company's business activity. Records and accounting books must be accurate, current, and complete to demonstrate and explain the Company's transactions.
3. The Company's accounting currency is Vietnamese Dong.

Article 63. Audit

1. Annual financial statements, reports of prudential financial ratios as at December 31, semi-annual financial statements, reports of prudential financial ratios as at June 30 of the Company must be audited by an independent audit firm in accordance with regulations.
2. Independent audit firm and their staff performing the audit for the Company must be first approved by the State Securities Commission. Annual General Meeting of Shareholders shall designate an independent audit firm or approve the list of the independent audit firm and authorize the Board of Directors to select one of these for conducting audit of the Company for the next fiscal year based on the Terms and Conditions agreed with the Board of Directors. Securities companies may not change the approved auditor within the fiscal year, unless the parent company changes their approved auditor or the approved auditor is suspended or disqualified.
3. After the end of the fiscal year, the Company shall prepare and submit annual financial statements to the independent audit firm. Independent auditing firm shall verify and certify the Company's annual financial statements showing the Company's revenues and expenses, prepare the audit report to submit to the Board of Directors within 60 days from the end of the fiscal year.
4. A copy of the audit report shall be attached to the Company's annual financial statements.
5. Auditors performing the audit shall be allowed to attend any general meeting of the Shareholders and be entitled to receive the same notices and other information related to the Shareholders' General Meeting as the shareholders and voice their opinions in the Meeting on audit-related issues.

Article 64. Bank account

1. The company shall open a bank account in a Vietnamese bank or foreign bank licensed to operate in Vietnam.

2. With prior approval of the competent authorities, where necessary, the Company may open bank accounts in foreign countries under the provisions of law.

3. The Company will conduct all payments and accounting transactions through a VND bank account in the banks where the Company's accounts are opened.

Article 65. Principles of profit distribution

1. Every year, the General Meeting of Shareholders shall decide on the payment/distribution of dividend, earnings and bonuses from retained earnings of the Company.
2. The Board of Directors may decide to pay interim dividends if they deem such payment matches with the profitability of the Company.
3. With the consent of the General Meeting of Shareholders, the Board of Directors may decide and announce that ordinary shareholders shall receive ordinary stock dividends instead of cash dividends. The additional shares to pay dividends are recorded as shares already purchased and paid based given the fact that the value of share dividends is equal to the cash dividend payment.

4. Where dividends/profits, bonuses or other amounts related to a stock is paid in cash, the Company must pay in Vietnamese dong. The payment of dividends or other amounts in cash related to a class of shares can be made by bank transfer when the company has detailed information about shareholders' bank account. Dividend payment for the shares listed on the Stock Exchange/Securities Trading Center can be conducted through securities companies or the Depository Center.
5. The Company does not pay interest on dividends or other payments related to a class of shares.
6. The Board of Directors may propose the General Assembly of shareholders to approve the payment, in part or in whole, of the dividend by specific assets (such as stocks or bonds purchased from other companies) and the Board of Directors shall implement this resolution.
7. Date of finalizing the list of shareholders and payment date of dividends, profits, bonuses: The Board of Directors shall decide on the date of finalizing the list of shareholders and payment date of dividends, profits, bonuses under the plan approved by the General Meeting of Shareholders.

Article 66. Handling of trading losses

Losses of last year will be processed in the next year if the Company makes profit in that year.

Article 67. Distribution to funds

1. Every year, part of the Company's profits shall be distributed to the following funds:
   a. Reserve funds to increase charter capital;
   b. Financial and operational risk reserve funds;
   c. Bonus and welfare fund;
   d. Other funds as prescribed by law or by the General Meeting of Shareholders.
2. Distribution proportion, limits and the management and use of the funds stipulated in Clause 1 of this Article shall comply with the provisions of the current law.

Chapter X
EXTENSION OF OPERATION, RESTRUCTURING, DISMISSAL AND BANKRUPTCY OF THE COMPANY

Article 68. Company restructuring

1. The Company shall be consolidated, merged, or transformed upon approval of the State Securities Commission.
2. The order and procedures for consolidation, merger or transformation shall follow the Law on Enterprises, Law on Securities and relevant laws

Article 69. Dismissal

1. The Company shall be dismissed or terminated in either of the following cases:
   a. At the expiration of the term of operation of the Company, even after extension;
   b. The General Meeting of Shareholders decides to dismiss the Company before expiration and be approved by the State Securities Commission;
   c. SSC revokes licenses of establishment and operation or the Court declares to initiate bankruptcy procedures in accordance with applicable law;
   d. Other cases prescribed by law.
2. The Company shall only be dismissed if all debts and liabilities can be settled and the Company is not involved in any dispute at a court or arbitration tribunal.
3. The process, procedures and dossiers of dismissal shall follow the provisions of this Charter, the Law on Enterprises, the Law on Securities and guiding documents.

Article 70. In case of unresolved conflicts between the members of the Board of Directors and Shareholders

Unless otherwise specified by this Charter, the shareholders holding half of outstanding shares and entitled to vote in the election of members of the Board of Directors has the right to file a complaint to the court to request for the Company's dismissal under one or more of the following grounds:

1. The members of the Board of Directors fail to reach a consensus in managing the Company, leading to the failure to obtain the necessary number of votes to operate.

2. The shareholders fail to reach a consensus and hence, cannot obtain the necessary number of votes for electing members of the Board of Management.

3. There is internal disagreement and two or more classes of shareholders are so divided that dismissal would be the most beneficial option for all shareholders.

Article 71. Liquidation

1. Following the decision to dismiss the Company, the Board of Directors shall establish the Liquidation Committee consisting of three members. Two members are designated by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee will formulate their own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation of the Company shall be paid before any other debts of the Company.

2. The Liquidation Committee shall report to the business registration agency on the date of establishment and operation. Since that time, the Liquidation Committee shall represent the Company in all issues related to the liquidation of the Company before courts and administrative agencies.

3. Proceeds from the liquidation will be paid in the following order:

    a. The liquidation expenses;

    b. Wages and insurance costs for employees;

    c. Taxes and tax-featured payments that the Company must pay to the State agencies;

    d. Loans (if any);

    e. Other debt obligations of the Company;

    f. The remaining balance after payment of all liabilities from (a) to (e) above shall be distributed to the shareholders. The preference shareholders shall be paid first.

Article 72. Bankruptcy

The bankruptcy of the Company shall follow the provisions of the law on bankruptcy of enterprises operating in the fields of finance and banking.

Chapter XI
SUPPLEMENTATION AND AMENDMENT TO THE CHARTER

Article 73. Supplementation and amendment to the Charter

1. Amendments and supplements to this Charter shall be considered and decided by the General Meeting of Shareholders.
2. Where the provisions of law relating to the Company's operations are not mentioned in this Charter or where new rules of law specifically regulating the operation of securities companies conflict with the terms of this Charter, the provisions of law shall prevail and The Company's Charter shall be adjusted accordingly.

Chapter XII
EFFECTIVENESS

Article 74. Date of effectiveness

1. This Charter consists of 74 Articles and the whole text was approved in the General Meeting of Shareholders dated April 25, 2016.
2. This Charter is made into one (01) original copy.
3. The Charter is
4. Any reproduced version or extract of the Charter shall be deemed valid with the signature of the Chairman of the Board of Directors or of at least one half (1/2) of the members of the Board of Directors.
5. Signature of SSI's legal representative