

CHARTER

MOBILE WORLD INVESTMENT CORPORATION

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06/06/2020

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RECITALS

This Charter was adopted by decision of the General Meeting of Shareholders at the meeting held on 06 month 06 2020 (“**Effective Date**”). This Charter is fully valid and applied from the Effective Date, amending and supplementing all rules issued before the Effective date

I. DEFINITIONS

Article 1 Interpretation

1. In this Charter, the following terms are construed as follows:

a. “Company” specified in this Charter means Mobile World Investment Corporation, abbreviations being MWI Corp.

b. “Subsidiary” means an enterprise in one of the following cases: (a) The Company owns more than fifty (50)% of the charter capital or the total number of ordinary shares issued by that enterprise (b) The Company has the right to control control that enterprise through (i) the right to directly or indirectly appoint a majority or all members of the Board of Directors, Director or General Director of that enterprise; or (ii) right to decide to amend and supplement the Charter of that enterprise; or (iii) other rights provided by the Enterprise Law.

c. "Charter Capital" means all the capital contributed by the shareholders and specified in Article 5 of this Charter;

d. "Law on Enterprise" means the Law on Enterprise dated November 26th, 2014;

e. "Establishment date" means the date the Company receives the Enterprise Registration Certificate (Business Registration Certificate) for the first times;

f. “Member of Board of Managers” means General Director, Deputy General Director(s) and the Managers that the Board of Directors considers them as the senior managers of the Company;

g. "Manager" means the Chief Accountant and other managerial positions in the Company not identified by the Board of Directors as Members of the Board of Directors;

h. "Related Person" means any individual or organization in any of the cases prescribed by the applicable Law on Enterprise and Law on Securities.

i. “Transactions with Related Parties” means transactions, including but not limited to borrowing, sale or purchase agreements, sale or purchase

agreements in the Company, guarantees or obligations. finance may arise other, as agreed between the Company or the Subsidiary with Related person. The transfer of Shares between any Shareholder and third parties, other than the Company, shall not be deemed to be a Transaction with the Related Party.

j. "Operation Term" is the Company's operating time stipulated in Article 2 of this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Company by a resolution.;

k. "Vietnam" means the Socialist Republic of Vietnam;

l. "Purchase Contract" means any contract or group of related contracts, arising from the purchase of goods for sale as part of the Company's daily business activities..

m. "Sale Contract" means any contract or a group of related contracts, arising from the sale of goods as part of the Company's daily business activities..

2. In this Charter, references to one or some other regulations or documents include amendments or replacements..

3. The headings (chapters and articles of this Charter) are used for convenience only and do not affect the content of this Charter..

II. NAME, FORM, HEADQUARTERS, BRANCH, REPRESENTATIVE OFFICE AND OPERATION TERM OF THE COMPANY

Article 2 Name, legal form, headquarter, branch, representative office and operation term of the Company

1. Company name

- Name in Vietnamese: Công ty Cổ phần Đầu tư Thế Giới Di Động
- Name in English: Mobile World Investment Corporation
- Transaction name: Công ty Cổ phần Đầu tư Thế Giới Di Động
- Abbreviation: MWI Corp.

2. The Company is a joint stock company, having legal status in accordance with Vietnamese law.

3. Registered headquarters of the Company:

- Address: No. 222, Yersin Street, Phu Cuong Ward, Thu Dau Mot City, Binh Duong Province, Vietnam
- Phone number: 028 38 125 960
- Fax: 028 38 125 961
- Website: www.mwg.vn

4. General Director shall be the legal representative of the Company.

5. Within the maximum extent permitted by subtrative law, the Board of Directors of the Company has the right to change the head office or open branch offices or representative offices or other offices of the Company in Vietnam or anywhere else as required by Law.

6. The Company may establish a branch and representative office in its area of business to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the permitted law.

7. Unless the Company terminates its operation before the expiry date of Clause 2 Article 45 or extends its operation in accordance with Article 46 of this Charter, the Company's term of operation begins from its founding date and is indefinite.

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

Article 3 Operation objective of the Company

1. The Company is established for the purpose of earning profits and engaging in the business activities mentioned in Article 3.2 and other business activities from time to time in accordance with the provisions of law.

2. Business scope of the Company is Producing electronic components; Producing computers and peripheral devices of computers; Manufacturing communication equipment (no mechanical processing, recycling and electroplating, producing ceramics, porcelain, glass, wood processing at the office). Wholesale computers, peripherals and software. Wholesale electronic, telecommunication equipments, components Management consultancy activities (except financial and accounting consulting services)

Article 4 Scope of business and operation

1. The Company is allowed to plan and conduct all business activities according to the Company's business lines which are published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable laws and take appropriate measures to achieve the Company's goals.

2. The Company may conduct business activities in other business sector permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARE AND FOUNDING SHAREHOLDER

Article 5 Charter capital, share and founding shareholder

1. The charter capital of the Company is VND 4,532,099,870,000 (Four thousand five hundred thirty two billion and ninety nine million eight hundred and seventy thousand dong). The total charter capital of the Company is divided into 453.209,987 shares with par value of VND 10,000/share.

2. The Company can increase its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of the approved date of this Charter are all general shares. The accompanied rights and obligations of general shares are stipulated in Article 11 of this Charter.

4. The Company may issue other types of preferred shares upon the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. General shares shall be given priority for sale to existing Shareholders in proportion to their percentage of general shares in the Company, unless

otherwise decided by the General Meeting of Shareholders. The Company must notify the share offer, the notice must specify the number of shares to be offered and the appropriate subscription time (at least twenty working days) so that Shareholders can register to buy. The number of shares that Shareholders do not register to buy will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to entities in terms and conditions that the Board deems appropriate, but may not sell such shares under conditions more favorable than those of the Board of Directors. conditions offered to existing Shareholders, unless otherwise approved by the General Meeting of Shareholders or in case the shares are sold through the Stock Exchange / Securities Trading Center. The Board of Directors decides the offer price of shares among the authorized shares. The offering price of shares shall not be lower than the market price at the time of offering or the value recorded in the latest accounting books of the Company, except for the following cases.

- a. Shares are offered to all shareholders in proportion to their existing shares in the Company;
- b. Shares offered to brokers or underwriters. In this case, the specific discount or discount rate must be approved by the number of shareholders representing at least 65% of the total voting shares, unless otherwise provided by Law or competent state agencies;
- c. Shares offered to (i) convert convertible bonds or convertible securities into shares issued by the Company, (ii) exercise call options, put options and warrants which the Company has committed or (iii) fulfilled other commitments of the Company;
- d. Other cases decided by the General Meeting of Shareholders with shareholders representing at least 65% of the total shares with voting rights passed;
- e. Other cases prescribed by law or permitted by competent state agencies

6. The Company may purchase shares issued by the Company in the ways specified in this Charter and subtrantive laws. Shares repurchased by the Company are treasury shares and the Board of Directors may offer for sale in ways consistent with the provisions of this Charter, the Law on Securities and relevant guiding documents.

7. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 6 Stock certificates

1. Shareholders of the Company are entitled to receive stock certificates corresponding to the number of shares and type of shares they own.

2. Stock certificates must be stamped by the Company and signed by the legal representative of the Company in accordance with the Law on Enterprises. The stock certificate must specify the number and type of shares held by the shareholder, full name of the holder and other information in accordance with the Law on Enterprise.

3. Within 30 days from the date of submitting a complete application file for transfer of ownership of shares in accordance with the Company's regulations or within 30 days from the date of full payment of the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares is entitled to receive a stock certificate. The owner of shares does not have to pay the Company the cost of printing stock certificates.

4. In case the certificate of stock is damaged or erased, lost, stolen or destroyed, the owner of such stock may request a new share certificate, provided that he / she must issue a certificate proof of ownership of shares and payment of all related expenses to the Company.

Article 7 Other stock certificates

Bond certificates or other securities certificates of the Company (except for offering letters, temporary certificates and similar documents) are issued with stamps and sample signatures of the Company's legal representatives.

Article 8 Assignment and transfer of shares

1. All shares are freely transferable unless otherwise prescribed by this Charter and the law. Shares listed on the Stock Exchange shall be transferred in accordance with the Law on securities and securities market.

2. Unpaid shares are not transferable and shall not enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from the equity source, the right to buy new shares offered for sale.

3. In case an individual shareholder is dead; lack of legal capacity; or with limited legal capacity, the heirs or legal asset managers of such Shareholders shall be the only person/ persons recognized by the Company as having rights or benefits of the shares; and this provision is not to be construed as a waiver of the liability of a deceased Shareholder from all obligations attached to any shares he or she holds.

Article 9 Recovery of unpaid shares in full

1. In case the shareholder fails to pay the full amount and on time the amount of money to buy the shares, the Board of Directors shall notify and have the right to request shareholder to pay the remaining amount along with the interest on that amount and those expenses incurred due to the failure of full payment to the Company.

2. The above payment notice shall clearly state the new payment time limit (at least seven (07) days after the date of sending the notice), the place of payment and the notice shall clearly state that if failure to pay as required, the outstanding shares will be withdrawn.

3. The Board of Directors has the right to withdraw the unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

4. The withdrawn shares are considered the shares to be offered for sale. The Board of Directors may directly or authorize the sale, redistribution or settlement of the owner of the withdrawn shares or other subjects according to the conditions and ways that the Board of Directors deems appropriate.

5. Shareholders holding withdrawn shares shall give up the shareholder status for those shares, but still have to pay all related amounts plus interest at a rate based on the basic interest rate specified by the State Bank of Vietnam at the time of revocation under the decision of the Board of Directors from the date of revocation to the date of payment. The Board of Directors has full authority to decide the coercive payment of the entire value of stocks at the time of revocation.

6. The notice of revocation shall be sent to the owner of the withdrawn shares before the time of revocation. The revocation is still valid even in case of errors or carelessness in sending notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10 Organizational structure, management and control

Organizational structure, management and control of the Company include:

1. General Meeting of Shareholders;
2. Board of Directors;
3. **Internal audit committee under the Board of Directors;**
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11 Right of shareholder

1. Shareholders are the owners of the Company, having rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only responsible for the Company's debts and other property obligations within the amount of capital contributed to the Company.

2. Holders of general shares have the following rights:

a. Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or conduct remote voting;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Freely transfer shares that have been fully paid in accordance with this Charter and subtrantive laws;

d. Be given priority to buy newly offered shares corresponding to the percentage of general shares they own;

e. Review, look up and make an extract of information related to shareholders in the List of shareholders eligible to participate in the General Meeting of Shareholders and request amendment of incorrect information;

f. Review, look up, extract or copy 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;

g. In case the Company dissolves or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the number of shares contributed to the company after the Company has paid to creditors and other shareholders holding other types of shares of the Company in accordance with the law;

h. Request the Company to repurchase their shares in the cases prescribed by the Enterprise Law;

i. Other rights as stipulated in this Charter and the law.

(Other rights to other types of shares.)

3. A shareholder or group of shareholders holding 5% (five per cent) of the total ordinary shares for a continuous period of six (06) months or more has the following rights:

a. Nominate the Board of Directors candidates according to the corresponding provisions in Clause 3, Article 24 of this Charter;

b. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Article 114 and Article 136 of the Law on Enterprises;

c. Check and receive copies or quotations of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

d. Request the Board of Directors to examine each specific issue related to the management and administration of the Company's operations when deemed necessary. The request must be in writing; must have full name, permanent address, nationality, number of identity card, passport or other lawful personal identification for individual shareholder; name, permanent address, nationality, establishment decision number or business registration number for enterprise shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; problems to be examined, purpose of inspection;

e. Other rights as stipulated in this Charter.

Article 12 Obligations of shareholder

Shareholders have the following obligations:

1. Comply with the Company's Charter and its regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.

2. Attend the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or vote from afar. Shareholders may authorize members of the Board of Directors to act as their representatives at the General Meeting of Shareholders.

3. Pay for shares registered for purchase according to regulations.

4. To be responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.

5. Provide the exact address when registering to buy shares.

6. Completing other obligations in accordance with substantive law.

7. Take personal responsibility when acting on behalf of the Company in any of the following acts:

a. Violating the law;

b. Conducting business and other transactions for self-seeking or serving the interests of other organizations or individuals;

c. Paying undue debts before the Company is likely to be in financial danger.

Article 13 General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The annual general meeting of shareholders is held once a year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year or may be extended but not exceeding six (06) months from the end of the fiscal year, if approved by the business registration certificate-granting agency at the request of the Board of Directors.

2. The Board of Directors organizes the convening of the Annual General Meeting of Shareholders and chooses appropriate locations. The Annual General Meeting of Shareholders decides issues in accordance with the law and the Charter of the Company, especially through the annual financial statements and estimates for the next fiscal year. Independent auditors may be invited to attend the meeting to advise on the approval of the annual financial statements.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefit of the Company

b. The annual accounting balance sheet, the six (06) monthly or quarterly statements or the audited financial statements of the fiscal year reflect that the equity has been lost half (1/2) compared to the beginning of the period;

c. When the number of members of the Board of Directors is less than the number of members required by law or less than half of the number of members specified in the Charter;

d. A shareholder or a group of shareholders prescribed in Clause 3, Article 11 of this Charter requests to convene the General Meeting of Shareholders in writing. The request to convene the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, be signed by the relevant shareholders or the written request must be made in multiple copies, each of which must be signed by at least one related shareholder;

e. Other cases as prescribed by law and the company's Charter

4. Convene the extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date of the remaining members of

the Board of Directors as prescribed in Point c Clause 3 Article 13 or receive the request for as prescribed at Points d and e, Clause 3, Article 13;

b. In case the Board of Directors does not convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13, within the next thirty (30) days, the shareholder or group of shareholders having requests specified in Point d, Clause 3 has the right to replace the Board of Directors convening the General Meeting of Shareholders in accordance with the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders have the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting and making a decision of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 14 Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders is entitled to discuss and approve:
 - a. Audited annual financial statements;
 - b. Reports of the Board of Directors;
 - c. Short-term and long-term development plans of the Company.
2. The annual and extraordinary general meeting of shareholders approves decisions on the following issues:
 - a. Approve the annual financial statements;
 - b. The level of dividends to be paid annually for each type of shares are in accordance with the Law on Enterprise and the rights attached to that type of shares.
 - c. The number of members of the Board of Directors;
 - d. Selection of auditing company;
 - e. Elect, approve resignation, dismiss and replace members of the Board of Directors;
 - f. Total remuneration of the Board members and remuneration report of the Board of Directors;
 - g. Supplement and amend the Company's Charter;

h. Type of shares and number of new shares to be issued for each class of shares and the transfer of shares of founding members within the first three years from the date of establishment;

i. Total division, partial division, corporate amalgamation, acquisition or conversion of the Company;

j. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

k. Inspection and handling of violations of the Board of Directors causing damage to the Company and its shareholders;

l. Deciding to sell, transfer, lease or dispose of Company assets (not the sale of products that the Company trades) but when combined with previous transactions of the same nature in any 12-month period (if any) where the fair market value or the value of the proposed transaction is 20% or more of the total value of the Company's assets and its subsidiaries as stated in Audited latest financial statements;

m. The company acquires more than 10% of a type of issued share;

n. The General Director is concurrently the Chairman of the Board of Directors;

o. The Company signs contracts and deals with the subjects specified in Clause 1, Article 162 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements. ;

p. Decide on the creation of stock types, benefits, privileges and privileges, of the number of shares issued for each class, including share bonus, share purchase programs share or put option for employees;

q. Issuance of convertible bonds, and warrants that allow owners to purchase shares at a predetermined price;

r. Decision on investment transactions, transactions of repurchase of shares or other securities of any other company or investment in ownership of real estate with each transaction valued at 20% or more of the total asset value the Company's assets at the end of the latest audited fiscal year;

s. Other issues as stipulated in this Charter and other regulations of the Company

3. Shareholders are not allowed to vote in the following cases:

a. Approve contracts specified in Clause 2 Article 14 when such shareholder or person related to that shareholder is a party to the contract;

b. The repurchase of shares of that shareholder or of the person related to that shareholder unless the repurchase of shares is made according to the ownership ratio of all shareholders or the redemption is done through matching orders or public bids on the Stock Exchange.

4. All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders..

Article 15 Authorized representative

1. Shareholders who have the right to attend the General Meeting of Shareholders can legally authorize their representatives to attend. In case there is more than one appointed representative, specific number of shares and number of votes authorized for each representative must be specified. Authorized person shall not authorize any other person. The authorization for the representative to attend the General Meeting of Shareholders must be made in writing in the form of the Company and must be signed in accordance with the following provisions:

a. If an individual shareholder is an authorized person, the power of attorney must be signed by that shareholder and the person authorized to attend the meeting;

b. In case the authorized representative of a shareholder being an organization is an authorized person, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

The authorized person attending the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

2. In cases where a lawyer appoints a representative designation on behalf of a person, the appointment of a representative in this case shall be considered valid only if such designation is presented together with the authorization letter to such lawyer or a valid copy of that power of attorney (if not previously registered with the Company).

3. Except for the case specified in Clause 2, Article 15, the vote of the proxy to attend the meeting within the authorization is still valid when one of the following cases occurs:

a. Authorized person has died, has lack of legal capacity or limittel legal capacity;

b. The mandator has canceled the designation of authorization;

c. The mandator has canceled the authority of the person performing the authorization.

This article does not apply in case the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16 Change of preferred share rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when shareholders hold at least 65% of common shares attending the meeting and are also held by shareholders holding at least 75% of the voting rights of the preferred preference class mentioned above. The organization of a meeting of shareholders holding a class of preferred shares to pass the change of rights mentioned above is valid only when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of value of such issued shares. In case there are not enough delegates as mentioned above, the meeting will be re-organized within thirty (30) days later and the holders of such shares (regardless of the number of people and the number of shares) in person or via an authorized representative is considered to be a sufficient number of delegates. At the aforementioned preference shareholder meetings, the holders of such class of shares who are present in person or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the above meetings.

2. The procedure for conducting such separate meetings is similar to the provisions of Article 18 and Article 20 of this Charter.

3. Unless otherwise provided in the terms of share issuance, special rights associated with types of shares have a right to a number of or all matters relating to the distribution of profits or Company's assets are not changed when the Company issues more shares of the same type.

Article 17 Convening the General Meeting of Shareholders, the agenda and notice of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders or the General Meeting of Shareholders convened in the cases specified at Point b Clause 4, Article 13 of this Charter.

2. The convenor of the General Meeting of Shareholders shall perform the following tasks:

a. Prepare a list of shareholders eligible to participate and vote at the meeting no later than thirty (30) days before the commencement of the General

Meeting of Shareholders; agenda, and documents as required by the laws and regulations of the Company;

b. Determine the time and venue for the meeting;

c. Announce and send notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders in writing by post or by email or via text message according to the exact information provided by the shareholders, and the notice must be public on the Stock Exchange's network, on the company's website. Notice of the General Meeting of Shareholders must be sent within fifteen (15) days from the date the Company receives the List of Shareholders entitled to attend the General Meeting of Shareholders from the Securities Depository and at least ten (10) days before the meeting of the General Meeting of Shareholders, (counting from the date on which the notice is legally sent, paid for or placed in the mailbox). The meeting agenda of the General Meeting of Shareholders, documents related to issues to be voted at the meeting are sent to shareholders or / and posted on the Company's website. In case the document is not attached with the notice of the General Meeting of Shareholders, the notice of meeting must specify the address of the website for shareholders to access.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and shall be sent to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares he or she holds, and the content of the proposal included in the agenda.

5. The convenor of the General Meeting of Shareholders has the right to reject proposals related to Clause 4, Article 17 in the following cases:

a. The proposal was not sent on time or is insufficient, or is in the wrong content;

b. At the time of proposing, the shareholder or group of shareholders does not have at least 5% (five percent) of ordinary shares for a continuous period of at least six (06) months as prescribed in Clause 3 Article 11 of this Charter;

c. The proposed issue does not fall under the authority of the General Meeting of Shareholders discussing and approving;

d. Other cases

6. The Board of Directors shall prepare a draft resolution for each issue in the agenda.

7. In case all shareholders representing 100% of the shares with voting rights directly attend or attend through authorized representatives at the General Meeting of Shareholders, any decisions approved at the General Meeting of Shareholders shall be considered valid even if the convening of the General Meeting of Shareholders is not in accordance with the order and procedures or the voting content is not included in the agenda.

Article 18 Conditions for conducting a General Meeting of Shareholders

1. The General Meeting of Shareholders is conducted when there is a direct presence of shareholders or the representative of Shareholders representing at least 51% of the voting shares.

2. With the approval of the Chairman of the Board of Directors, Shareholders may attend the General Meeting of Shareholders by phone provided that each Shareholder must hear other Shareholders presenting directly at the Meeting and Shareholders present must clearly hear what these Shareholders saying. This type of attendance is considered equivalent to attending in person. In this case, irrespective of Article 13.4, voting shall be conducted in a manner consistent with the means of information exchange.

3. In case of insufficient number of necessary representatives within sixty (60) minutes from the time of the opening of the meeting, the convener may cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The General Meeting of Shareholders reconvened shall be conducted only when the attending members are the shareholders and authorized representatives attending the meeting representing at least 33% of the voting shares.

4. In case the second meeting is not conducted due to insufficient number of necessary representatives within sixty (60) minutes from the time of fixing the opening of the meeting, the third General Meeting of Shareholders may be convened within twenty (20) days of the intended date of the second meeting and in this case the meeting may be held irrespective of the number of shareholders or authorized representatives attending. It is considered valid and has the right to decide all the issues expected to be approved at the first General Meeting of Shareholders.

Article 19 Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. On the day of holding the General Meeting of Shareholders, the Company must carry out the procedures for shareholder registration and must register until the shareholders with the right to attend the meeting register all.

2. When conducting the registration of shareholders, the Company grants each shareholder or an authorized representative having the right to vote a voting card, having the registration number, full name of the shareholder, full name of authorized representative and the number of votes of that shareholder. When voting at the meeting, the number of cards approving the resolution is collected first, the number of cards opposing the resolution is collected later, finally counting the total number of votes for or against to decide. The total number of votes for, against, abstaining or invalid votes for each issue shall be notified by the Chairman immediately after voting on such issue. The meeting elects people who are responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the Chairman's proposal but must not exceed the number of people prescribed by current law.

3. Shareholders who attend the General Meeting of Shareholders late shall register immediately and then have the right to participate and vote at the meeting. The Chairman is not responsible to stop the meeting so that late shareholders can register and the validity of the voting sessions conducted before the late comers are not affected.

4. The Chairman of the Board of Directors shall chair the meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated from work within fifteen (15) minutes after the scheduled meeting starts, the remaining members shall elect one of them to be the chair of the meeting. In case there is no person who can be the chairman within thirty (30) minutes after the expected time of the meeting starts, the member of the Board of Directors with the highest position directs the General Meeting of Shareholders to elect the chairman. The meeting among the attendees and the person with the highest votes is the chair of the meeting.

In other cases, the person who signs to convene the General Meeting of Shareholders controls the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest vote is appointed to chair the meeting.

5. The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.

6. The chairman of the meeting may postpone the meeting with the consent or request of the General Meeting of Shareholders with a sufficient number of delegates attending the meeting.

7. The chairman of the meeting or the secretary of the meeting may conduct the activities necessary to control the General Meeting of Shareholders in a valid and orderly manner or to the meeting to reflect the wishes of the majority of the attending shareholders.

8. The Board of Directors may request the shareholders or authorized representatives to attend the General Meeting of Shareholders to undergo inspection or security measures which the Board deems appropriate. In case a shareholder or an authorized representative refuses to comply with the above inspection or security measures, the Board of Directors may, after careful consideration, refuse or expel such above representative to attend the meeting.

9. The Board of Directors, after careful consideration, may take measures that it considers appropriate to the Board of Directors.

- a. Arrange seats at the venue of the General Meeting of Shareholders;
- b. Ensure safety for everyone present at the meeting places;
- c. Create conditions for shareholders to attend (or continue attending) the meeting.

The Board of Directors has full authority to change the above measures and apply all measures if it considers it necessary. The measures taken may be the issuance of entrance permits or the use of other options.

10. In case the above measures are applied at the General Meeting of Shareholders, the Board of Directors when determining the venue of the meeting can:

- a. Notify that the meeting shall be conducted at the place stated in the notice and the meeting chairman is present ("The main venue of the meeting");
- b. Arrange, organize so that shareholders or authorized representatives who are unable to attend under this Article or who want to participate in a place other than the main venue of the meeting can simultaneously attend the meeting;

The notice of organization of the meeting does not need to specify the organizational measures under this Article.

11. In this Charter (unless the context requires otherwise), all shareholders are considered attending the meeting at the main venue of the meeting.

Every year the Company holds the General Meeting of Shareholders at least one (01) time. The annual general meeting of shareholders cannot be held in the form of collecting written opinions.

12. Members of the Board of Directors, even if this person is not a Shareholder, has the right to attend and speak at the General Meeting of Shareholders.

Article 20 Approving the decision of the General Meeting of Shareholders

1. Except for the case specified in Clause 2, Article 20 and the dismissal, removal and replacement of members of the Board of Directors are approved when there is 65% or more of the total votes of the shareholders with voting rights that present in person or through an authorized representative present at the General Meeting of Shareholders, decisions of the General Meeting of Shareholders on the following issues will be approved when there are 51% or more of the total votes of shareholders having vote rights who attend the meeting in person or through an authorized representative at the General Meeting of Shareholders:

- a. Approval of annual financial statements;
- b. Short-term and long-term development plans of the company;
- c. Other issues as prescribed by law.

2. Decisions of the General Meeting of Shareholders regarding the items g, h, i, j, k, o, p and r Clause 2 Article 14 are adopted when 65% or more of the total votes Shareholders with voting rights are present in person or through an authorized representative present at the General Meeting of Shareholders.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total shares with voting rights are legal and effective even if the order and procedures for passing such resolutions are not implemented in accordance with regulations.

4. Electing members of the Board of Directors must follow the method of cumulative voting according to Clause 3, Article 144 of the Law on Enterprises

Article 21 Authority and procedure for collecting written opinions in order to pass a resolution of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions of shareholders to pass a resolution of the General Meeting of Shareholders at any time if deeming it necessary for the benefit of the Company including:

- a. The amendment and supplement of the Charter;
- b. Types of shares and number of shares offered;
- c. Restructuring or dissolution of an enterprise;
- d. Decide whether or not to approve any sale, transfer, lease or disposition of the Company's property or real estate, or group of assets, (other than sales of products that the Company trades) that when aggregated with previous transactions of the same nature during any 12-month period (if any) where the fair market value or the value in the proposed transaction exceeds 20% of the total asset value of the Company at the end of the latest financial year;
- e. Review and decide the remedial measures of the Board of Directors which cause damage to the Company and / or the Company's Shareholders;
- f. Issuing options and rights for selling the Company's shares.
- g. Other contents allowed by law.

2. The Board of Directors must prepare written opinion forms, draft decisions of the General Meeting of Shareholders and documents explaining the draft decision. The opinion form attached to the draft decision and explanatory documents must be sent by registered mail to the registered address of each shareholder. The Board of Directors must ensure to send and publish documents to shareholders within a reasonable time for consideration of voting and must send at least fifteen (15) days before the deadline for receiving written opinion forms.

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

- a. Name, head office address, number and date of issuance of the Business Registration Certificate, place of business registration of the Company;
- b. Purpose for collecting opinions;
- c. Full name, permanent address, nationality, ID card number, passport number or other lawful personal identification of the shareholder being an individual; name, permanent address, nationality, establishment decision number or business registration number of a shareholder or an authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;

- d. Issues that need to be consulted to pass a decision;
- e. Voting options include agreement, disapproval, and no opinion on each issue to collect opinions;
- f. The deadline for submitting the answered opinion form to the Company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The completed written opinion form must be signed by individual shareholder, the authorized representative or the legal representative of shareholder being an organization..

The opinion form sent to the Company must be kept in a sealed envelope and no one is allowed to open before counting votes. The opinion forms received by the Company after the deadline specified in the content or opened are invalid.

5. The Board of Directors counts the votes and makes a vote counting minutes in the witness of shareholders who do not hold the position of managing the Company. The vote counting minutes must contain the following main contents:

- a. Name, address of head office, number and date of issuance of the Business Registration Certificate, place of business registration;
- b. Purpose and issues to be consulted to pass a decision;
- c. Number of shareholders with the total number of votes who have participated in the vote, in which distinguishing the number of valid votes from and the number of invalid votes, attached with the list of shareholders participating in the vote;
- d. Total number of votes for, against, and abstentions on each issue;
- e. Decisions have been passed;
- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counting person and the vote counting supervisor.

Members of the Board of Directors and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly take responsibility for damages arising from decisions adopted by untruthful, inaccurate counting votes.

6. The vote counting minutes must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the date the counting of votes ended.

7. Answered opinion forms, approved vote counting minutes, full-text resolutions and related documents attached to the opinion forms must be kept at the head office of the Company.

8. A decision passed in the form of written opinion collection of shareholders must be approved by the number of shareholders representing at least 65% of the total voting shares and have the same value as a decision passed at the General Meeting of Shareholders.

Article 22 Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and can be recorded or recorded and kept in another electronic form. The minutes must be made in Vietnamese and contain the main contents according to Article 146 of the Law on Enterprises;

2. Minutes of the General Meeting of Shareholders must be prepared and approved before the end of the meeting. The chairman and secretary of the meeting must be jointly responsible for the truthfulness, accuracy of the content of the minutes.

3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours from the end of the meeting.

4. The minutes of the General Meeting of Shareholders are considered as evidence to verify the work performed at the meeting of the General Meeting of Shareholders unless there is an objection to the content of the minutes made in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.

Article 23 Request to cancel the decision of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of results of counting votes to collect opinions of the General Meeting of Shareholders, shareholders, members of the Board of Directors, General Director have the right to request the Court or Arbitration to consider and cancel the decisions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting of the General Meeting of Shareholders do not comply with the Law on Enterprises and the Company's Charter.

2. The order and procedures for making a decision and the contents of the decision violate the law or the Charter of the Company.

If the decision of the General Meeting of Shareholders is canceled according to a decision of the Court or the Arbitrator, the person who convenes a canceled meeting of the General Meeting of Shareholders may consider to reorganize the General Meeting of Shareholders in the order and procedures prescribed in the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Component and term of members of the Board of Directors

1. The number of members of the Board of Directors must not be less than five (5) people, not to exceed eleven (11) people. The term of the Board of Directors is four (04) years. The term of members of the Board of Directors does not exceed four (04) years; members of the Board of Directors may be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total members of the Board of Directors. The minimum number of non-executive/independent members of the Board of Directors is determined by the method of rounding down.

2. Members of the Board of Directors of the Company shall meet the following criteria and conditions:

- a. Having full civil act capacity, no previous conviction, no previous offence, not being prohibited from managing an enterprise under the provisions of the Law on Enterprises and,
- b. An individual shareholder owning at least 5% of the total of ordinary shares or other person with professional qualifications, experience in business management or in the company's main business lines and,
- c. Unless otherwise approved by the General Meeting of Shareholders, members of the Board of Directors of the Company are not concurrently:
 - Members of the Board of Directors, General Director, Deputy General Director, heads of departments, chief accountants and their related persons of any company competing with the Company except for Subsidiaries of the Company;

- Being a shareholder or a related person of a shareholder owning 5% or more of the common shares (or total capital contribution) or more of any company competing with the Company except for Subsidiaries of the Company;

3. Shareholders holding shares with voting rights for a continuous period of at least six (06) months have the rights to add the voting rights of each person together to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of total shares with voting rights may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

4. In case the number of candidates of Board of Directors who are nominated are still not enough, the incumbent Board of Directors may nominate more candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on company governance. The nomination mechanism or the way in which the incumbent Board of Directors nominates candidates for the Board of Directors shall be clearly announced and shall be approved by the General Meeting of Shareholders before conducting the nomination.

5. Members of the Board of Directors no longer have the status of members of the Board of Directors in the following cases:

a. That member is not eligible to be a member of the Board of Directors in accordance with the Law on Enterprises and this Charter or is prohibited by law from being a member of the Board of Directors;

b. That member submits a written application for resignation to the Company's head office;

c. That member has a mental disorder and other members of the Board of Directors have professional evidences proving that the member no longer has the act capacity;

d. That member does not attend the meetings of the Board of Directors continuously within six (06) months without the consent of the Board of Directors and the Board of Directors decides that the position of this person is vacant;

e. That member is dismissed by decision of the General Meeting of Shareholders.

f. That member went bankrupt.

6. The Board of Directors may appoint another for temporary member of the Board of Directors to replace the arising vacancy and this new member shall be approved at the General Meeting of Shareholders immediately thereafter. After being approved by the General Meeting of Shareholders, the appointment of that new member is considered to be effective on the date of appointment by the Board of Directors. The term of a new member of the Board of Directors shall be calculated from the effective date of the appointment to the end of the term of the Board of Directors. In case a new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors until before the time of the meeting of the General Meeting of Shareholders with the participation of voting of the replacement members of the Board of Directors are still considered valid.

7. The appointment of members of the Board of Directors shall be disclosed according to the provisions of the law on securities and securities market.

8. Members of the Board of Directors may not be holders of shares of the Company, not bear Vietnamese nationality and/or not reside in Vietnam.

Article 25 Rights and duties of the Board of Directors

1. Business activities and affairs of the Company are subject to the supervision and direction of the Board of Directors. The Board of Directors is the authority with the full power to exercise all rights on behalf of the Company except the rights that belong to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the General Director.

3. The rights and obligations of the Board of Directors are prescribed by the law and the Company's Charter and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties:

a. Approve and direct the Company's main strategy, action plan, risk management policy, budget and annual business plan, and set operational objectives in accordance with Article 25.3 (b);

- b. Review and propose short-term, medium-term, long-term development plans of the Company for submission to the General Meeting of Shareholders for decision;
- c. Appoint the General Director and decide their remuneration;
- d. Decide on organizational mechanism of the Company;
- e. Resolve the Company's complaints to the General Director as well as deciding to choose a representative of the Company to resolve issues related to the legal procedures for the General Director;
- f. Propose types of shares to be issued and the total number of shares issued by each type;
- g. Propose the issuance of convertible bonds and covered warrants that allow owners to buy shares at a predetermined price;
- h. Decide on the offering price of bonds, stocks and convertible stocks in cases authorized by the General Meeting of Shareholders;
- i. Approve resignation or dismiss the General Director. The above approval of resignation or dismissal is not contrary to the contractual rights of the General Director (if any);
- j. Report to the General Meeting of Shareholders the appointment of the General Director by the Board of Directors;
- k. Propose annual dividend rates and determine advance dividend rates; organize to pay the dividend rates;
- l. Propose to the General Meeting of Shareholders the restructuring or dissolution of the Company;
- m. Review and submit the annual financial statements to the General Meeting of Shareholders;
- n. Decide on the signing of any one or a group of contracts, including but not limited to loan contract and other contracts (other than transactions specified under Points l, o and r of Clause 2 of Article 14 and Article 25.3.o of this Charter) that the cumulative value of such contract (s) of the Company is valuable or likely to result in the cost of the Company being equal to or greater than 35% of the total value of the Company's assets at the end of the latest fiscal year;
- o. Decide to approve or not to approve any Sale of Assets at fair market value or expected transaction value in excess of 10% of total asset value of the Company at the end of the latest fiscal year;
- p. Decide on appropriate internal management regulations;

q. Ensure the integrity of the Company's financial and accounting reporting system, including independent auditing and ensure that appropriate control systems are established, especially systems of monitoring risk, controlling finance, and monitoring of Law compliance;

r. Have other rights and obligations as stipulated in this Charter, to the maximum extent permitted by the Law, as well as other rights and obligations prescribed by the Law.

4. The following issues shall be approved by the Board of Directors:

a) Establish the subsidiaries, branches or representative offices of the Company (except for establishing branches as retail stores, retail stores under a branch, office, warehouse in Vietnam will be decided by the General Director) within or outside the territory of Vietnam as well as investments in other companies in accordance with the Company's development plan approved by the General Meeting of Shareholders;

b) To the extent specified in Clause 2 Article 149 of the Law on Enterprises and except for the cases prescribed in Clause 2 Article 135 and Clause 3 Article 162 of the Law on Enterprises shall be approved by the General Meeting of Shareholders, the Board of Directors depending on each the time decides on the implementation, amendment and cancellation of major contracts of the Company (including contracts of purchase, sale, merger, acquisition of companies and joint ventures);

c) Appoint and dismiss the person authorized by the Company to be the commercial representative and lawyer of the Company working abroad;

d) Investments not in the business plan and the budget exceed 10% of the annual business plan and budget value;

e) The purchase or sale of shares, capital contributions at other companies established in Vietnam or abroad;

f) The valuation of assets contributed to the Company other than cash relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technology secret;

g) The company purchases or withdraws no more than 10% of each type of shares;

h) Decide the price to buy or withdraw shares of the Company;

i) Business or transaction issues that the Board decides require approval within the scope of their rights and responsibilities.

5. The Board of Directors shall report to the General Meeting of Shareholders about its activities, in particular, the supervision of the Board of Directors for the General Director and other managers in the fiscal year. In case the Board of Directors does not submit reports to the General Meeting of Shareholders, the annual financial statements of the Company are considered to be invalid and not yet approved by the Board of Directors.

6. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinates and representative managers to handle work on behalf of the Company.

7. Members of the Board of Directors (excluding the authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This remuneration is divided to the members of the Board of Directors according to the agreement in the Board of Directors or evenly divided in case of no agreement.

8. The total amount paid to each member of the Board of Directors includes remuneration, costs, commissions, rights to buy shares and other benefits enjoyed from the Company, its subsidiaries and affiliates of the Company and other companies to which the member of the Board of Directors represents the contributed capital shall be disclosed in detail in the Company's annual reports.

9. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks which, according to the Board of Directors, are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additionally remuneration in the form of an installment wage, salary, commission, percentage of profits or the other forms decided by the Board of Directors.

10. Members of the Board of Directors have the right to be paid for all travel, accommodation expenses and other reasonable expenses that they have to pay when performing their responsibilities as a member of the Board of Directors. themselves, including expenses incurred in attending the meetings of the General Meeting of Shareholders, the Board of Directors or the subcommittees of the Board of Directors.

Article 26 Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall select among its members to elect a Chairman. Unless otherwise decided by the General Meeting of Shareholders, the Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company. The fact

that the Chairman of the Board concurrently holds the position of General Director is approved annually at the Annual General Meeting of Shareholders.

2. The Chairman of the Board of Directors is responsible for convening and presiding at the General Meeting of Shareholders and the meetings of the Board of Directors, and at the same time has other rights and responsibilities stipulated in this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors sends annual financial statements, reports on activities of the Company, audit reports and inspection reports of the Board of Directors for shareholders at the General Meeting of Shareholders.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors shall elect a replacement within ten (10) days.

Article 27 The meetings of the Board of Directors

1. In case the Board of Directors elects the Chairman, the first meeting of the term for electing the Chairman and make other decisions within its authority shall be conducted within seven (07) working days, from the end of the Board of Directors election for that term. This meeting is convened by the member with the highest votes. If there is more than one (01) member with the highest votes, these members shall elect one of them to convene a meeting of the Board of Directors on the principle of majority.

2. The Chairman of the Board of Directors shall convene regular meetings of the Board of Directors, set the agenda, time and venue of the meeting at least fifteen (15) days before the expected meeting date. The Chairman may convene a meeting whenever necessary, but at least once (01) time every quarter.

3. The Chairman of the Board of Directors convenes an extraordinary meeting when necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors, not delay without a legitimate reason, when one of the following subjects requests in writing to present the purpose of the meeting and matters to discuss:

- a. The General Director or at least five (05) other managers;
- b. At least two (02) members of the Board of Directors;

4. Meetings of the Board of Directors mentioned in Clause 3 Article 27 shall be conducted within seven (07) working days after the meeting is proposed. In case the Chairman of the Board of Directors does not accept the convening of the meeting at the request, the Chairman shall be responsible for the damage

occurred to the Company; Those who propose to hold the meeting mentioned in Clause 3, Article 27 can convene the meeting by themselves.

5. In case of an independent auditor's request, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.

6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. The notice of the meeting of the Board of Directors shall be sent to the members of the Board of Directors at least five (05) days before the meeting is held, the members may refuse the meeting invitation in writing. and this refusal may be retroactive. The notice of the meeting shall be made in Vietnamese and shall fully notify the agenda, time and venue of the meeting, together with necessary documents on the issues to be discussed and voted at the meeting and votes for members who cannot attend the meeting.

The notice of the meeting is sent by post, fax, email or other means, but shall ensure to reach the address of each member of the Board of Directors registered at the Company.

8. Members of the Board of Directors may attend the meeting of the Board of Directors by telephone or other electronic means provided that this Member can hear clearly other Members presenting at the meeting and Members that present also hear clearly this Member speaking. This form of attendance is considered as attending the meeting of the Board of Directors in person.

9. If a Board Member cannot attend a meeting of the Board of Directors, this member may appoint a representative in writing (may or may not be other member of the Board of Directors) to attend the meeting and represent himself/herself in that meeting provided that such authorization shall be approved by a majority members of the Board of Directors. The representative may be authorized to attend a specific meeting of the Board of Directors or any meeting of the Board of Directors until further notice of the member of the Board of Directors authorizes. Each representative appointment document shall be sent or delivered to the Chairman of the Board of Directors at the Company's headquarters prior to the start of the meeting. Each representative will have one vote for each member that he/she represents and one of his/her own votes if the representative is also a member of the Board of Directors.

10. In case of necessity, Members of the Board of Directors may allow others to attend the meeting to translate, give advice, and provide advisory support

at the meetings provided that such people shall commit to complying with the Company's confidentiality requirements.

11. The Board of Directors has the right to set up sub-committees to perform the tasks assigned by the Board of Directors. The members of the subcommittees may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. The subcommittee only has the function of assisting the Board of Directors, has no right to decide.

12. The implementation of a decision of the Board of Directors, or a subcommittee under the Board of Directors, or of a member of the Board of Directors' subcommittee is considered to be legally valid even within in case of election, appointment of members of the subcommittee or the Board of Directors may make mistakes.

13. The meeting of the Board of Directors for the first time shall be conducted to make decisions only when at least three-fourths (3/4) of the members of the Board of Directors present in person or through a representative (authorized person).

In case there are not enough members attending the meeting as prescribed, the meeting shall be reconvened within seven (07) days from the first intended date of the meeting. The reconvened meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting.

14. Voting.

a. Except for the provisions of Point b, Clause 14, Article 27, each member of the Board of Directors or authorized person who is personally present at the meeting of the Board of Directors has one (01) vote;

b. Members of the Board of Directors may not vote on contracts, transactions or proposals that such member or Related Persons have interests and such interests conflict or may conflict with interests of the Company. Members of the Board of Directors shall not be included in the minimum number of delegates required to be able to hold meetings of the Board of Directors on decisions for which such member is not entitled to vote;

c. According to Point d Clause 14 Article 27, when a problem arises in a meeting of the Board of Directors related to the interests of a member of the Board of Directors or related to the right to vote a member that such issues cannot be resolved by voluntarily giving up the voting rights of the related members of the Board of Directors, those arising issues are referred to the chairman of the meeting to decide. The chairman's judgment on this issue is valid as the final decision

unless the nature or scope of benefits of the related members of the Board of Directors has not been fully announced;

d. Members of the Board of Directors who benefit from a contract as stipulated in Points a and b, Clause 4, Article 33 of this Charter are considered to have significant interests in that contract.

15. Members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and who know that they have interests in it shall be responsible to publicize the nature and content of such benefits at the meeting for which the Board of Directors first considers signing on this contract or transaction. If a member of the Board of Directors does not know himself and related persons have interests at the time the contract or transaction is signed with the Company, this member shall disclose the related interests at the first meeting of the Board of Directors that is held after the member knows that he/she has an interest or will have an interest in the related transaction or contract.

16. The Board of Directors passes decisions and issues resolutions based on the approval of the majority of the members of the Board of Directors presenting (over 50%). In case the number of votes for approval and against votes are equal, the vote of the Chairman of the Board of Directors is the deciding vote.

17. A meeting of the Board of Directors may be held in the form of an agenda between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting can:

- a. Listen to each other member of the Board of Directors speaking in the meeting;
- b. Speak to all other attending members at the same time.

The exchange between members may be conducted directly by telephone or by other means of communication (including the use of this means takes place at the time of passing this Charter or later) or is a combination of all these means. Members of the Board of Directors participating in such a meeting are considered to be "present" at that meeting. The meeting venue organized according to this regulation is the place where the largest group of members of the Board of Directors gather, or if there is no such group, is the location where the Chairman of the meeting is present.

Decisions that are passed in the meeting through telephone, held and conducted legally shall take effect immediately upon the conclusion of the

meeting but shall be confirmed by the signatures in the minutes of all members of the Board of Directors attended this meeting.

18. Resolutions in the form of written opinion collection are passed on the basis of the approval of a majority of the members of the Board of Directors with voting rights. This resolution is as effective and valid as the resolution passed by the members of the Board of Directors at the meeting convened and organized as usual.

19. The Chairman of the Board of Directors is responsible for transferring the meeting minutes of the Board of Directors to the members and that minutes is the real evidence of the work that has been conducted in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of transfer. Minutes of meetings of the Board of Directors shall be made in Vietnamese and shall contain full names and signatures of the chairperson and the minute maker

VIII. .GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY

Article 28 Organization of managerial apparatus

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and under the leadership of the Board of Directors. The company has one (01) General Director and/or Deputy General Directors appointed by the Board of Directors. The appointment, approval of resignation, dismissal of the titles mentioned above shall be made by the resolutions of the Board of Directors which are legally approved.

Article 29 Management officers

1. According to the General Director's decision and in accordance with the organizational structure approved by the Board of Directors, the Company may recruit necessary Managers, with the quantity and quality suitable to the structure and management routine of the Company. Managers shall have the necessary diligence for the Company's activities and organization to achieve the set goals.

2. Salary, remuneration, benefits and other terms of the contract for Managers are decided by the General Director.

Article 30 Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints a member of the Board or another person to be the General Director; sign a contract that specifies wages, remuneration, benefits and other relevant terms. Information about the salary,

subsidization and benefits of the General Director shall be reported at the Annual General Meeting of Shareholders and stated in the Company's Annual Report.

2. The term of the General Director is three (03) years and may be reappointed. The appointment may be invalid based on the provisions of the labor contract. The CEO is not the person prohibited from holding this position by law.

3. The General Director has the following powers and responsibilities:

a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b. Decide all issues which are not under the authority of the Board of Directors or the General Meeting of Shareholders;

c. Decide on the number of Managers that the Company needs to recruit and determine the salaries, remuneration, benefits and other terms of the Manager's labor contract;

d. Decide on the number of employees, salary, subsidization, benefits, appointment, dismissal and other terms relating to their labor contracts;

e. Annually, the General Director shall submit to the Board of Directors for approval the detailed business plan for the fiscal year;

f. Decide measures to improve the operation and management of the Company;

g. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company in accordance with the business plan. The annual estimate (including the balance sheet, income statement and expected cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and shall be including information specified in the Company's regulations;

h. Delegate, authorize and appoint Management Officers within their powers and responsibilities. The person who is delegated, authorized and appointed shall perform assigned duties and be responsible to the General Director for those assigned tasks. However, the General Director is still the last person responsible before the Board of Directors;

i. Carry out all other activities in accordance with this Charter and the Company's regulations, the resolutions of the Board of Directors, the labor contract of the General Director and the law.

4. The CEO is responsible to the Board of Directors and the General Meeting of Shareholders for performing the assigned duties and powers and shall report to these agencies when requested.

5. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors attending the meeting have the right to vote for and appoint a new General Director to replace.

6. The General Director will attend meetings of the Board of Directors as an observer, but may not vote unless the General Director is also a Member of the Board of Directors.

Article 31 Person in charge of Company governance

1. The Board of Directors appoints at least one (01) person in charge of company governance to support the company's company governance to carry out effectively. The term of the Person in charge of company governance is decided by the Board of Directors, a maximum of five (05) years.

2. The person in charge of company governance shall meet the standards prescribed by law and this Charter.

3. The Board of Directors may dismiss or appoint a person in charge of company governance when necessary but not contrary to the current law provisions on labor.

4. The person in charge of company governance has the following rights and obligations:

a. Advise the Board of Directors in organizing the meeting of the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b. Prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;

c. Advice on procedures of meetings;

d. Attend meetings;

e. Advice on the procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f. Monitor and report to the Board of Directors on the information disclosure activities of the company.

g. Other rights and obligations as stipulated by the Law and the Charter of the Company.

5. The person in charge of company governance can hold the position of Company Secretary.

IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, CEO (GENERAL DIRECTOR) AND OTHER MANAGEMENT OFFICERS

Article 32 Serious and careful responsibility

Members of the Board of Directors, General Director and other managers are responsible for performing their duties, including duties as a member of the Board's subcommittees, honestly for the Company's best interests and with the level of caution that a cautious person shall have when taking up the same position and in similar circumstances.

Article 33 Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, General Director and other managers are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, do not use the information obtained by your position for personal gain or for the benefit of another organization or individual.

2. The members of the Board of Directors, the General Director and other managers are obliged to notify the Board of Directors of all benefits that may conflict with the interests of the Company that they may be enjoyed through economic entities, transactions or other individuals.

3. The Company does not grant loans or guarantees to members of the Board of Directors, General Director, other managers and to people related to the above members or legal entities that these people have financial benefits, except for the case of the above loans or guarantees approved by the General Meeting of Shareholders.

4. Subject to Section o, Clause 2 Article 14, Contracts or transactions between the Company and one or more members of the Board of Directors, General Director, other managers or Persons Related to them or the company, partner, association, or organization of which a member of the Board of Directors, the General Director, other management officers or Persons Related to them that are members, or relate financial interests are not disabled in the following cases:

a. For contracts with a value less than 35% of the total value of assets recorded in the latest financial statements, important elements of the contract or transaction, as well as the relationship and interests of the management officers or a member of the Board of Directors has been reported to the Board of Directors

or related subcommittees. At the same time, the Board of Directors or that subcommittee has allowed the performance of such contract or transaction honestly by majority approval votes of members of the Board who have no related interests;

b. For contracts with a value greater than 35% of the total value of assets recorded in the latest financial statements, important elements of this contract or transaction as well as the relationship and interest of the management officers or a member of the Board of Directors that have been announced to shareholders who have no related interests may have the right to vote on that issue, and such shareholders voted to approve for this contract or transaction;

c. Such contract or transaction is deemed to be fair and reasonable by an independent consultancy organization in all respects related to the company's shareholders at the time of such transaction or contract allowed implementation by the Board of Directors or a subcommittee under the Board of Directors or shareholders.

Members of the Board of Directors, General Director, other managers and persons related to the above members may not use information not yet published by the company or disclosed to others for perform related transactions.

Article 34 Responsibility for damage and compensation

1. The members of the Board of Directors, the General Director and other managers who violate their obligations, the honest and prudent responsibilities, do not fulfill their obligations with diligence and professional competence shall be responsible for damages caused by their violations.

2. The company compensates people who had, have been, or may become a related party to complaints, lawsuits, or legal proceedings (including civil, administrative matters and non-lawsuits that the company is the petitioner) if that person has been or is currently a member of the Board of Directors, management officer, employee or a representative authorized by the Company or that person has been or is acting at the Company's request as a member of the Board of Directors, management officer, employee or authorized representative of the Company provided that such person has acted honestly, prudently and diligently for the interests or not against the interests of the Company, based on compliance with the law and there is no evidence to certify that the person has violated his/her responsibilities. When performing functions, duties or performing tasks authorized by the Company, members of the Board of Directors, managers, employees or authorized representatives of the Company are compensated by the Company when becoming a related party in the complaints, lawsuits and legal proceedings (except for cases that the company is the petitioner) in the following cases:

a. Act honestly, prudently and diligently for the interests and not conflict with the interests of the Company;

b. Compliance with the law and no evidence confirming the failure of their responsibilities.

3. Compensation expenses include expenses incurred (including attorneys' fees), judgment costs, fines and payable amounts actually arising or considered to be reasonable when settling these cases within the limits allowed by law. The company may purchase insurance for such people to avoid the above compensation responsibilities.

X. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 35 Right to inspect books and records

1. Shareholders or groups of shareholders mentioned in Clause 3 Article 24 of this Charter have the right to directly or through the authorized person, send a written request to check the list of shareholders, minutes of the meeting of the General Meeting of Shareholders and copy or extract such records during working hours and at the head office of the company. The request for examination by an authorized representative of a shareholder shall be accompanied by the letter of attorney of the shareholder that the person authorizes or a certified copy of this letter of attorney.

2. Members of the Board of Directors, General Director and other managers have the right to inspect the Company's shareholder register book, the list of shareholders and other books and records of the Company for the purposes regarding your position provided that this information shall be kept confidential.

3. The Company shall keep this Charter and its amendments of the Charter, Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the meeting of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and any other papers required by law at headquarters or elsewhere provided that shareholders and business registries are informed of the location to keep these documents.

4. The Charter of the Company shall be published on the website of the company.

XI. EMPLOYEES AND TRADE UNIONS

Article 36 Employees and trade unions

1. The General Director shall make a plan for the Board of Directors to pass issues related to recruitment, dismissal, salary, social insurance, welfare, reward and discipline for employees and managers.

2. The General Director shall make a plan for the Board of Directors to pass issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, and practices and policies specified in this Charter, the Company's regulations and substantive laws.

XII. PROFIT DISTRIBUTION

Article 37 Profit distribution

1. The General Meeting of Shareholders decides the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.

2. According to the provisions of the Law on Enterprise, the Board of Directors may decide to pay in advance mid-term dividends if it is considered that this payment is suitable for the profitability of the company.

3. The Company does not pay interest on dividend payments or payments related to a stock.

4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors is the agency to enforce this decision.

5. If dividends or other amounts related to a stock are paid in cash, the Company shall pay in Vietnam dong. The payment may be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred in accordance with the bank details provided by shareholders but such shareholder does not receive the money, the Company shall not be responsible for the amount transferred by the Company to the beneficiary shareholder. The payment of dividends on stock listed at the Stock Exchange may be made via a securities company or Vietnam Securities Depository Center.

6. Pursuant to the Law on Enterprise, Law on Security, the Board of Director passes the resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest rates, profit distribution, shares, notices or other documents.

7. Other issues related to profit distribution comply with the law.

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

Article 38 Bank account

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Under the prior approval of the competent state agencies, in case of necessity, the Company may open a bank account in a foreign country in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 39 Fiscal year

The Company's fiscal year begins on 1st January and ends on 31st December. The first fiscal year begins on the issuance date of the Business Registration Certificate and ends on 31st December of the year.

Article 40 Accounting system

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or other accounting system approved by the Ministry of Finance.

2. The company makes accounting books in Vietnamese. The company keeps accounting records according to the type of business activities that the Company participates in. These records shall be accurate, up to date, systematic and sufficient to prove and explain the Company's transactions.

3. The company uses Vietnam dong (or freely convertible foreign currencies in case it is approved by competent state agencies) as the accounting currency.

XIV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC NOTICE

Article 41 Annual, six-month and quarter financial statements

1. The Company shall make an annual financial statement in accordance with the law as well as the regulations of the State Securities Commission and the report shall be audited in accordance with Article 43 of this Charter, and within 90 days from the end of each financial year, the annual financial statements passed by the General Meeting of Shareholders shall be submitted to the competent tax

authorities, the State Securities Commission and the Stock Exchange (for listed companies) and business registries.

2. The annual financial statement shall include a report on business results that truthfully and objectively reflects the situation of profit and loss of the Company in the financial year, and the balance sheet that truthfully and objectively reflects the operation situation of the Company up to the time of making the report, cash flow statement and explanation of financial statements.

3. The company shall make and publish the six-month and quarter reports according to the regulations of the State Securities Commission, Stock Exchanges (for listed companies) and submit them to the competent tax authorities and business registration agency in accordance with the provisions of the Law on Enterprise.

4. The audited financial statements (including auditor's opinions), the six-month and quarter reports of the company shall be published on the Company's website.

5. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, six-month and quarterly reports during the working hours of the Company, at the Company's head office and have to pay a reasonable fee for copying.

Article 42 Annual report

The Company shall make and publish the Annual Report in accordance with the law on securities and securities market.

XV. COMPANU AUDIT

Article 43 Auditing

1. The Annual General Meeting of Shareholders appoints an independent auditing company or through the list of independent auditing companies and authorizes the Board of Directors to decide to choose one of the following units PriceWaterhouseCoopers, Ernst & Young, and KPMG for conducting Company auditing activities for the next financial year based on terms and conditions agreed with the Board of Directors. The company shall prepare and send annual financial statements to the independent auditing company after the end of the fiscal year.

2. The independent auditing company checks, confirms and reports on the annual financial statements that reflect the Company's revenues and expenditures, makes the audit report and submits that report to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report is sent with the annual financial statements of the Company.

4. Auditors who conduct to audit the Company are allowed to attend the meetings of the General Meeting of Shareholders and are entitled to receive notices and other informations related to the General Meeting of Shareholders to which the shareholders are entitled receive and speak opinions at the conference on issues related to the audit.

XVI. STAMP

Article 44 Stamp

1. The Board of Directors decides to pass the official stamp of the Company and the stamp is engraved in accordance with the law.

2. The Board of Directors and the General Director use and manage the stamp in accordance with current law.

XVII. TERMINATION OF OPERATION AND LIQUIDATION

Article 45 Termination of operation

1. The company may be dissolved or terminated in the following cases:
 - a. At the end of the Company's operation term, including after extension;
 - b. The Court declared the Company bankrupt in accordance with subtrantive law;
 - c. Dissolution ahead of schedule under a decision of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law.

2. The dissolution of the Company ahead of schedule (including extension terms) is decided by the General Meeting of Shareholders and is carried out by the Board of Directors. This dissolution decision shall be notified or approved by the competent state agency (if required) as prescribed.

Article 46 Extension of operation

1. Theo Board of Directors convenes a meeting of the General Meeting of Shareholders at least seven (07) months before the expiry of the operation term so that the shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The term of operation is extended when 65% or more of the total votes of the shareholders who have voting rights are present in person or through an authorized representative present at the General Meeting of Shareholders.

Article 47 Liquidation

1. At least six (06) months before the end of the operation term of the Company or after a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from among employees of the Company or independent experts. All expenses related to liquidation are prioritized to be paid in advance by the Company other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registry on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Committee is on behalf of the Company in all work related to the liquidation of the Company before the Court and administrative agencies.

3. Money collected from liquidation is paid in the following order:

- a. Liquidation expenses;
- b. Salaries and insurance costs for employees;
- c. Taxes and payments to the State;
- d. Loans (if any);
- e. Other debts of the Company;

f. The remaining balance after payment of all debts from (a) to (e) above is distributed to shareholders. Preferred shares are prioritized to be paid first.

XVIII. INTERNAL DISPUTE SETTLEMENT

Article 48 Internal dispute settlement

1. In case of any dispute or complaint related to the Company's operations or to the rights and obligations of shareholders in accordance with the Charter of the Company, the Law on Enterprise, other laws or administrative regulations between:

- a. Shareholders with the Company;

b. Shareholders with the Board of Directors, General Director or senior managers,

The related parties try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to present practical elements related to the dispute within 30 working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the General Meeting of Shareholders to appoint an independent expert to act as an arbitrator for dispute resolution process.

2. If the decision to mediate is not reached within six (06) weeks from the commencement of the mediation process or if the decision of the mediator is not accepted by the parties, either party may take such dispute to an Economic Arbitration or an Economic Court.

3. The parties bear their own costs related to the procedure of negotiation and mediation. Payment of court costs shall be made in accordance with a court ruling.

XIX. SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 49 Supplement and amendment of the Charter

1. Supplement and amendment of this Charter shall be considered and decided by the General Meeting of Shareholders.

2. In case of having legal provisions related to the Company's activities not mentined in this Charter or in case there are new provisions of law which are different from those in the Charter, provisions of law will naturally apply and govern the Company's operation.

XX. EFFECTIVE DATE

Article 50 Effective date

1. This Charter consists of 20 chapters and 50 articles which were unanimously approved by the General meeting of Shareholders of Mobile World Investment Corporation on Effective Date to jointly agree the validity of the full text of this Charter.

2. The charter is made in three (3) copies, with equal validity, of which:

- a. One (01) copy is submitted at the competent state agencies.
- b. Two (02) copies are kept at the Head Office of the Company.
3. This Charter is unique and official of the Company.
4. Copies or excerpts of the Charter of the Company are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

The full name, signature of the legal representative of the Company is signed below./.

Mobile World Investment Corporation
LEGAL REPRESENTATIVE

TRÂN KINH DOANH

TRANSLATED COPY