

**VIETJET AVIATION JOINT
STOCK COMPANY
THE BOARD OF DIRECTORS**



No.: 05-17/VJC-HDQT-TT

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness**



Ho Chi Minh City, April 20, 2017

PROPOSAL

(On supplemental and amendment of certain
Articles of the Charter of VietJet Aviation Joint Stock Company)

To: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law No. 68/2014/QH13 dated November 26, 2014, On Enterprises.
- Pursuant to the Law No.70/2006/QH11 dated June 29, 2006 On Securities;
- Pursuant to Law No. 62/2010/QH12 dated November 24, 2010, amending, supplementing a number of articles of Law on Securities;
- Pursuant to the Circular No. 121/2012/TT-BTC dated July 26, 2012, prescribing the company management applicable to public companies;
- Pursuant to the Circular No. 155/2015/TT-BTC dated October 6, 2015, on guidelines for information disclosure on securities market.
- Pursuant to the Charter of the VietJet Aviation Joint Stock Company (the Charter) dated November 03, 2015.

On January 20, 2017, the State Securities Commission of Vietnam approved the application files for VietJet Aviation Joint Stock Company (“the Company”) to become a public company, whereby, VietJet shall operate under the Laws applied to a public company. With reference to the guidelines of the State Securities Commission of Vietnam, the Board of Directors proposes the Proposal on amendment, supplemental number of articles of the Charter to the General Meeting of Shareholders for consideration in accordance with the applicable regulations applied to a public company. The content of the Proposal is available on the Company’s website and as the attached to this Proposal.

Respectfully yours,

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRWOMAN**

NGUYEN THANH HA

The Content of the Proposal on supplementing and amending some Articles of the Charter of VietJet Aviation Joint Stock Company, proposed by the Board of Directors to the General Meeting of Shareholders.

(Attached to the Proposal No. 05-17/VJC-HDQT-TT dated April 20, 2017 by the Board of Directors).

No.	Current provisions	Proposed provisions	Explanation	
1. Amended under applicable Laws	Annex 1 Related Person of a person means (i) the spouse, parent, aunt, uncle, grandparent, brother, half-brother, brother-in-law, sister, half-sister, sister-in-law, child, step-child, son-in-law, daughter-in-law, grandchild or children of sister or brother of parent of such person; (ii) anyone sharing the same household premises with such person; (iii) any corporate person at least 5% of which is owned directly or indirectly by such person either alone or together with the persons in (i) and (ii) above; (iv) any corporate person whose management is directed either directly or indirectly by such person either alone or together with the persons in (i) and (ii) above; (v) anyone else defined as a related person by Article 4.17 of the Law on Enterprises 2014, as may be amended from time to time; or (vi) any nominee of such person, including for the purpose of entering into any transaction which would otherwise constitute a Related Party Transaction.	<p>“A Related Person” means an individual or organization as stated in the Article 4.17 of the Law on Enterprises and in the Article 6.34 of the Law on Securities, detailed are as follows:</p> <p>1. Organization, individual with a direct or indirect relationship with the Company in the following cases:</p> <p>a) With regard to a subsidiary company in a corporate group, means the parent company, a manager of the parent company or any person with the authority to appoint such manager;</p> <p>b) With regard to a parent company in a corporate group, means any subsidiary company;</p> <p>c) A person or a group of persons with the ability to control issuance of decisions by or activities of the Company via an entity which manages such enterprise;</p> <p>d) A manager of the Company;</p> <p>(dd) Spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling, brother-in-law or sister-in-law of any manager of the</p>	Propose amending the definition of “Related Person” according to the Law on Enterprises and the Law on Securities.	Approved

		<p>Company, or of any member or shareholder holding a share of capital contribution or controlling shares;</p> <p>e) An individual who is authorized to act as representative of any person or company stipulated in sub-clauses (a), (b), (c), (d) and (dd) of this clause;</p> <p>g) An enterprise in which any person or company stipulated in sub-clauses (a), (b), (c), (d), (dd), (e) and (h) of this clause owns [shares] at a level entitling it to control issuance of decisions by any managerial entity in the Company;</p> <p>h) A group of persons who reach an agreement to cooperate amongst themselves to takeover shares or interest in the Company or to control issuance of decisions by the Company.</p> <p>2. Individuals or organizations that are interrelated in the following cases:</p> <p>a) Fathers, adoptive fathers, mothers, adoptive mothers, spouses, children, adopted children or blood siblings of individuals;</p> <p>b) Organizations of which individuals are staff, Directors or General directors, or owners of over ten percent of outstanding voting stocks;</p> <p>c) Members of boards of directors or control boards, directors or general directors, deputy directors or deputy general directors, and other management titles of such organizations;</p>		
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		<p>d) Persons who, in relations with others, directly or indirectly control or are controlled by the latter, or submit, together with the latter, to the same control;</p> <p>dd) Parent companies and affiliate companies;</p> <p>e) Contractual relationship in which one party represents the other party.</p>		
<p>2.</p> <p>Amended under applicable Laws</p>	<p>Annex 1</p> <p><i>Transaction with a Related Party</i> means a transaction, including but not limited to a loan, an agreement for the sale or purchase of assets, an agreement for the sale or purchase of shares in the Company, a guarantee or any other contingent liability, entered into between the Company and any of the following Persons: (i) a Board Member, (ii) a Management Officer, (iii) a member of the Supervisory Board, (iv) a Shareholder or a group of Shareholders holding more than 10% of the Ordinary Shares, or (v) any Related Person of any of the Persons covered by (i) to (iv) or any enterprise in which the Related Person holds more than 35% (thirty five per cent) of charter capital; and the term shall also be deemed to include any commission or similar payment or benefit received by any Person listed in (i) – (vi) above, whether from the Company or any third party, that arises directly or indirectly</p>	<p>Transaction with a Related Party means a transaction, contract between the Company and individual or entities as defined in the Article 162.1 of the Law on Enterprises.</p>	<p>Propose supplementing according to the Article 162.1 of the Law on Enterprises.</p>	<p>Approved</p>

	out of or in connection with any transaction entered into by the Company;			
3.	<p>Article 2 (d)</p> <p>d) Address : 7th Floor, Nhat An Building, 30D Kim Ma Thuong Street, Cong Vi Ward, Ba Dinh District, Hanoi, Vietnam.</p> <p>f) Unless being terminated as specified in Article 60 or being extended as specified in Article 62 of this Charter and other provision provided by laws, the operation term of the Company shall be unlimited.</p>	<p>Article 2.4</p> <p>2.4. Address of registered office: Block 1, Apartment 2C, Van Phuc Diplomatic Corps, Ngoc Khanh Ward, Ba Dinh District, Hanoi, Viet Nam</p> <p>2.6 Unless being terminated as specified in Article 58 60 or being extendedchanged as specified in Article 60 62 of this Charter and other provision provided by laws, the operation term of the Company shall be unlimited.</p>	<p>Amended in line with the current Enterprises Registration Certificate of the Company.</p> <p>Amended in line with the provision relating to the Term of the Company.</p>	Approved

<p>4.</p>	<p>Article 4. The Legal Representative of the Company</p> <p>The General Director and the Chairperson of the Board are the Legal Representatives of the Company.</p> <p>Depending on the requirement of the operation activities of the Company from time to time, it may have more than one Legal Representative. The General Meeting of Shareholders shall decide the specific number of Legal Representatives and authorize the Board of Directors to appoint and specifically assign the rights, obligations and responsibilities to each Legal Representative. Where the Company has more than one Legal Representative, the Chairman of the Board and the General Director shall automatically be the Legal Representatives of the Company.</p> <p>Specific rights and obligations of Legal Representative are provided under this Charter, detailed by the Resolution of the Board and in accordance with the Law on Enterprises.</p> <p>The Company assures that the Company always has at least one Legal Representative permanently residing in Vietnam.</p>	<p>Article 4. The Legal Representative of the Company</p> <p><u>The Company has 01 (one) Legal Representative.</u></p> <p>The General Director <u>is the Legal Representative of the Company.</u> and the Chairperson of the Board are the Legal Representatives of the Company.</p> <p>Depending on the requirement of the operation activities of the Company from time to time, it may have more than one Legal Representative. The General Meeting of Shareholders shall decide the specific number of Legal Representatives and authorize the Board of Directors to appoint and specifically assign the rights, obligations and responsibilities to each Legal Representative. Where the Company has more than one Legal Representative, the Chairman of the Board and the General Director shall automatically be the Legal Representatives of the Company.</p> <p>Specific rights and obligations of Legal Representative are provided under this Charter, detailed by the Resolution of the Board and in accordance with the Law on Enterprises.</p> <p>The Company assures that the Company always has at least one Legal Representative permanently residing in Vietnam.</p>	<p>Propose amending in line with the Article 13 of the Law on Enterprises.</p> <p>Whereby, the Charter shall stipulate in detail the number, rights and obligations of each Legal Representative</p>	<p>Approved</p>
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<p>5. Amended in accordance with applicable Laws</p>	<p>Article 6. Scope of business and operation term 6.1 Business lines The business lines of the Company in Enterprise Registration Certificate are:</p>	<p>Article 6. Scope of business and operation term 6.1 Business lines The business lines of the Company in Enterprise Registration Certificate are:</p>	<p>Propose amending in accordance with the Enterprise Registration Certificate</p>	<p>Approved</p>
<p>6.</p>	<p>Article 8.4 (a) In case the Company is not listed on the stock market, market value of a share will be determined in an honest manner by the Board, after consulting prices in Over the Counter – OTC market and/or professional opinions.</p>	<p>Article 8.4 (a) In case the Company is not listed on the stock market, market value of a share will be determined in an honest manner by the Board, after consulting prices in Over the Counter – OTC market and/or professional opinions.</p>	<p>Propose removing because the Company is now a listed company.</p>	<p>Approved</p>
<p>7.</p>	<p>Article 8.4 (b) Except there are other decisions made by General Meeting of Shareholders, if the Company proposes new shares or securities offer, then:</p>	<p>Article 8.4 (b) Except there are other decisions made by General Meeting of Shareholders, if the Company proposes new shares or securities offer, then:</p>	<p>Propose removing because the Company shall comply with the regulations of the Law on Securities.</p>	<p>Approved</p>

8.	<p>Article 8.6 (b)</p> <p>(b) The par value of each Ordinary Share is VND 10,000 (ten thousands) VND. The General Meeting of Shareholders may decide to divide the value of the Share. In case the Company's Shares are listed on the stock exchange, the par value of each Share will be subjected to regulations of securities law and/or relevant securities exchange centre.</p>	<p>Article 8.6 (b)</p> <p>(b) The par value of each Ordinary Share is VND 10,000 (ten thousands) VND. The General Meeting of Shareholders may decide to divide the value of the Share. In case the Company's Shares are listed on the stock exchange, The par value of each Share after listing on the stock market will be subjected to regulations of securities law and/or relevant securities exchange centre.</p>	Propose amending because the Company has been listed.	Approved
9. Amended in accordance with applicable Laws	<p>Article 8.9 (b)</p> <p>(b) The Register of Shareholders shall be kept at the Head Office of the Company and the Chairperson of the Board shall be responsible for safekeeping and updating the Register of Shareholders and for the correctness of all information contained in it. When the Company was listed, the Register of Shareholders is filed and updated by the Vietnam Securities Depository.</p>	<p>Article 8.9 (b)</p> <p>(b) The Register of Shareholders shall be kept at the Head Office of the Company and the Chairperson of the Board shall be responsible for safekeeping and updating the Register of Shareholders and for the correctness of all information contained in it. When the Company was listed, The Register of Shareholders is filed and updated by the Vietnam Securities Depository ("VSD").</p>	Amended in accordance with the Law on Securities applied to the listed Company. According to the Article 121.3 of the Law on Securities: "The Register of Shareholders is filed at the head office of the company or at the Vietnam Securities Depository".	Approved
10.	<p>Article 8.9 (c)</p> <p>No later than 14 (fourteen) days after the receipt by the Company of full payment for Shares to be issued by the Company, the Chairperson of</p>	<p>Article 8.9 (c)</p> <p>No later than 14 (fourteen) days after the receipt by the Company of full payment for Shares to be issued by the Company, the Chairperson of the Board shall</p>	VSD shall be responsible for updating the Register of	Approved

<p>Amended in accordance with applicable Laws</p>	<p>the Board shall record, or ensure that an authorized employee of the Company shall record, the relevant details of the Shareholder in the Register of Shareholders.</p>	<p>record, or ensure that an authorized employee of the Company shall record, the relevant details of the Shareholder in the Register of Shareholders.</p>	<p>Shareholders from the listing date. (Article 18 Circular No. 05/2015/TT-BTC stipulated that: “Contract of service provision between issuers and VSD shall include the following contents: a) Services which VSD is authorized to provide by issuers: - Management of information on securities registered at VSD as defined in clause 3 of Article 15 of this Circular; - Confirmation of the transfer of securities ownership to securities owners ; - Calculation and</p>	
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			allocation of rights to securities owners.	
11. Amended in accordance with applicable Laws	<p>Article 11.1 Transfer of Shares</p> <p>(b) A transfer of the Shares shall only be deemed completed after the details of the transferee are recorded on the Register of Shareholders pursuant to Article 8.9 (a) of this Charter. In case the Company's shares is listed on the stock exchange or securities exchange centre, the transfer of shares shall be regulated by the Law on Securities and the regulations of securities market and relevant stock trading centre.</p> <p>(c) In order to register a transfer of Shares on the Register of Shareholders, a Shareholder must submit to the Chairperson of the BOD a transfer form, together with the Share Certificate for the transferred Shares and any other evidence of transfer that the Chairperson reasonably asks for. The transfer form may be in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and the transferee.</p> <p>(d) The Company shall retain any transfer form relating to any transfer of Shares which is registered.</p> <p>(e) Upon receipt of a transfer form and relevant Share Certificate, in proper form</p>	<p>Article 11.1 Transfer of Shares</p> <p>(b) A transfer of the Shares shall only be deemed completed after the details of the transferee are recorded on the Register of Shareholders pursuant to Article 8.9 (a) of this Charter. In case The Company's shares are listed on HOSE the stock exchange or securities exchange centre, the transfer of shares shall be regulated by the Law on Securities, the regulations of securities market, and relevant regulations of HOSE.</p> <p>(c) In order to register a transfer of Shares on the Register of Shareholders, a Shareholder must submit to the Chairperson of the BOD a transfer form, together with the Share Certificate for the transferred Shares and any other evidence of transfer that the Chairperson reasonably asks for. The transfer form may be in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and the transferee.</p> <p>(d) The Company shall retain any transfer form relating to any transfer of Shares which is registered.</p>	<p>Amended because the Company has been listed on HOSE.</p> <p>After listing, all the transactions on the Company's shares shall be performed through VSD as stipulated in the Articles 18, 19 of the Circular No. 05/2015/TT-BTC.</p>	Approved

	<p>in accordance with this Article, the Chairperson shall normally record the relevant details of the transfer on the Register. However, the Chairperson shall be entitled to refuse to record details of a transfer on the Register if the transfer of Shares is not allowed by Law or by the terms of this Charter. If the Chairperson refuses to register a transfer of a Share, he must notify the person to whom the Shares were being transferred of this refusal within two months.</p> <p>(f) Since the Company is listed in the securities market, the transferring of Company's shares shall be conducted in accordance with Law on Securities and/or practices of the market at the time of transfer but not breaching the laws. For Shares which is restricted transfer under the provisions of the law, civil agreements or restriction of competent authorities or in dispute, the Chairperson of the Board may refuse the transfer procedures.</p>	<p>(e) Upon receipt of a transfer form and relevant Share Certificate, in proper form in accordance with this Article, the Chairperson shall normally record the relevant details of the transfer on the Register. However, the Chairperson shall be entitled to refuse to record details of a transfer on the Register if the transfer of Shares is not allowed by Law or by the terms of this Charter. If the Chairperson refuses to register a transfer of a Share, he must notify the person to whom the Shares were being transferred of this refusal within two months.</p> <p>(f) Since the Company is listed in the securities market, The transferring of Company's shares shall be conducted in accordance with Law on Securities and/or practices of the market at the time of transfer but not breaching the laws. For Shares which is restricted transfer under the provisions of the law, civil agreements or restriction of competent authorities or in dispute, the Chairperson of the Board may refuse the transfer procedures.</p>		
12.	<p>Article 14.2 Rights of Shareholders</p> <p>(f) upon dissolution of the Company, to receive a pro rata portion of the assets of the Company remaining after settling all of its liabilities with all creditors which have higher priority by Law and after the Preference Shareholders (if any) according to the right of such Shareholder in</p>	<p>Article 14.2 Rights of Shareholders</p> <p>(f) upon dissolution <u>or liquidation</u> of the Company, to receive a pro rata portion of the assets of the Company remaining after settling all of its liabilities with all creditors which have higher priority by Law and after the Preference Shareholders (if any) according to the right of such Shareholder in accordance with decision of</p>	Supplement when the Company would be liquidated according to the Law.	Approved

	accordance with decision of General Meeting of Shareholders;	General Meeting of Shareholders;		
13. Amended in accordance with applicable Laws	<p>Article 14.2 Rights of Shareholders</p> <p>(h) To have access to the list of Shareholders eligible to participate in the General Meeting of Shareholders and their associated voting rights and recommend to correct wrong information;</p> <p>(m) To be protected their legitimate rights; in particular, in case the decision of the General Meeting of Shareholders or the decision of the Board violates the law or violates the fundamental rights of Shareholder as prescribed by law, shareholders may request to cancel that decision according to procedures of law. In case breached decision is detrimental to the Company, the Board, Supervisory Board and General Director must compensate the Company in accordance with their responsibilities. Shareholders are entitled to require the Company to compensate their losses in accordance with law; and</p>	<p>Article 14.2 Rights of Shareholders</p> <p>(h) <u>To sight, consult and make an extract of information</u> <i>belonging to self-shareholder</i> in the list of Shareholders eligible to participate in the General Meeting of Shareholders and their associated voting rights and recommend to correct wrong information;</p> <p>(m) To be protected their legitimate rights. in particular, in case the decision of the General Meeting of Shareholders or the decision of the Board violates the law or violates the fundamental rights of Shareholder as prescribed by law, shareholders may request to cancel that decision according to procedures of law. In case breached decision is detrimental to the Company, the Board, Supervisory Board and General Director must compensate the Company in accordance with their responsibilities. Shareholders are entitled to require the Company to compensate their losses in accordance with law; and</p> <p>Amend:</p>	<p>Supplemented according to the Article 114.1.dd of the Law on Enterprises. Out of the right to sight, Shareholders also have the rights to consult and make an extract of information, according to the Article 114 of the Law on Enterprises.</p> <p>Move to the Article 14.3(e) because this is one of the right of the Shareholder or a Group of Shareholders holding ten (10) per</p>	Approved

		14.3(e) have the right to request to consider and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders according to proceeding provided by law if such resolution did not comply with Laws or this Charter.	cent or more of the total ordinary shares for at least six (6) consecutive months.	
14.	Article 17 (i) Rights and Duties of General Meeting of Shareholders (i) to decide whether or not approve one or a group of related transactions, contracts of the Company with value of 50% (fifty per cent) of the total assets or more as in the most recent financial statement.	Article 17 Rights and Duties of General Meeting of Shareholders 17.9 to decide to invest or sell the assets of which its value is equal or higher than 50% (fifty percent) of the total assets value in the most recent financial statement.	Propose amending in accordance with applicable Law on Enterprises	Approved
15. Amended in accordance with applicable Laws	Article 18. Proxies (f) In case a lawyer represents the authorizing party to sign the proxy, the authorization in this case can only be effective if the proxy is presented together with an letter authorizing such lawyer or a legal copy of such letter (if previously not registered with the Company) (g) Except the case specified in section (c) above, the vote of the Proxy will still be effective when the authorizing Shareholders is: i) dead or legally incompetent	Article 18. Proxies (e) In case a lawyer represents the authorizing party to sign the proxy, the authorization in this case can only be effective if the proxy is presented together with an letter authorizing such lawyer or a legal copy of such letter (if previously not registered with the Company) (g) Except the case specified in section 18.3 above, the vote of the Proxy will still be effective when the authorizing Shareholders is: i) dead or legally incompetent <u>or limited cognition or limited behaviour control;</u>	Propose removing section (e) because it conflicts to section 18.2 Add the phrase “ or limited cognition or limited behaviour control ”	Approved

			in line with the Article 23 of the Civil Code 2015.	
16.	<p>Article 20. Convening, Program and Announcing the General Meeting of Shareholders</p> <p>(h) The Chairperson or in his absence some other Board Member nominated by the Board's Member shall preside as chairperson of the meeting, but if neither the Chairperson nor such other Board Member (if any) be present within 45 (forty five) minutes after the time appointed for holding the General Meeting and willing to act, the Board's Member present shall elect one of themselves to be chairperson and, if there is only one Board Member present and willing to act, he shall be chairperson. If no Board Member is willing to act as chairperson, or if no Board Member is present within 45 (forty five) minutes after the time appointed for holding the General Meeting, the Shareholders present and entitled to vote shall choose one of themselves to be chairperson. In case no person was elected to be the chairperson of the meeting, the General Meeting of Shareholders shall elect the chairperson of the meeting by the direction of</p>	<p>Article 20. Convening, Program and Announcing the General Meeting of Shareholders</p> <p>(h) The Chairperson or in his absence some other Board Member nominated by the Board's Member shall preside as chairperson of the meeting, but if neither the Chairperson nor such other Board Member (if any) be present within 45 (forty five) minutes after the time appointed for holding the General Meeting and willing to act, the Board's Member present shall elect one of themselves to be chairperson and, if there is only one Board Member present and willing to act, he shall be chairperson. If no Board Member is willing to act as chairperson, or if no Board Member is present within 45 (forty five) minutes after the time appointed for holding the General Meeting, the Shareholders present and entitled to vote shall choose one of themselves to be chairperson. In case no person was elected to be the chairperson of the meeting, the General Meeting of Shareholders shall elect the chairperson of the meeting by the direction of the Head of Supervisory Board and those who has the highest number of votes shall be the chairperson of the meeting. In other</p>	Propose moving from Point (h) Article 20 to Article 22 because its content regulates the meeting and voting procedure.	Approved

	<p>the Head of Supervisory Board and those who has the highest number of votes shall be the chairperson of the meeting. In other cases, the General Meeting of Shareholders shall elect the chairperson of the meeting by the direction of those who signs the convention of the General Meeting of Shareholders and those who has the highest number of votes shall be the chairperson of the meeting.</p>	<p>cases, the General Meeting of Shareholders shall elect the chairperson of the meeting by the direction of those who signs the convention of the General Meeting of Shareholders and those who has the highest number of votes shall be the chairperson of the meeting.</p>		
<p>17.</p>	<p>Article 22. Meeting and voting at the General Meeting of Shareholders</p> <p>22.2 While Shareholders register, the Company will provide to each Shareholder or the proxy with a voting card, on which the registration number, name of the Shareholder, name of the Proxy and number of voting shares of such Shareholder are shown. When voting at the meeting, supporting cards will be collected first, against cards will be collected then, and finally all the cards will be counted and decision will be made. The total number of supporting cards, against card or blanking vote for each issue will be announced by the Chairperson right after the voting procedure for such issue is finished. The General Meeting shall chose among the delegates the people who will responsible for counting the cards or supervising the counting process and if the General Meeting does not select such people, then the Chairperson will do that. The total</p>	<p>Article 22. Meeting and voting at the General Meeting of Shareholders</p> <p>22.2 While Shareholders register, the Company will provide to each Shareholder or the proxy with a voting card, on which the registration number, name of the Shareholder, name of the Proxy and number of voting shares of such Shareholder are shown. When voting at the meeting, supporting cards will be collected first, against cards will be collected then, and finally all the cards will be counted and decision will be made. The total number of supporting cards, against card or blanking vote for each issue will be announced by the Chairperson right after the voting procedure for such issue is finished. The General Meeting <u>of Shareholders</u> shall choose vote among the delegates the people who will responsible for counting the voting cards or supervising the counting process <u>under suggestion of Chairperson</u>. and If the General Meeting <u>of Shareholders does not select</u> vote such people, then the Chairperson will do that. The total members of Cards Checking</p>	<p>It is easier to implement this section in practice when adding the phrase “under suggestion of Chairperson”.</p>	

	<p>members of Cards Checking Supervisory Board shall be at least 3 (three) members.</p> <p>22.4 The Chairperson of the Board of Directors shall chair the meetings convened by the Board. In case the Chairperson is temporarily absent or not capable of working, other members of the Board shall elect one of them to chair the meeting under the majority rule. If nobody of the abovementioned can chair the meeting, the member of the BOD with highest title presented at the meeting shall direct the General Meeting of Shareholders to elect a chair and the person that receives most votes shall chair the meeting;</p>	<p>Supervisory Board shall be at least 3 (three) members.</p> <p><u>22.4 The Chairperson of the BOD shall be the Chairman of the Meeting. In case of his/her absence, the Vice Chairperson shall be the Chairman of the Meeting. In case of absence of both of them within 45 (forty five) minutes from the scheduled time for the Meeting then one of the members of the BOD nominated by the remaining BOD's members shall be the Chairman of the Meeting if he/she is willing to take that position. In case of there is only one member of the BOD present at the Meeting and willing to take the Chairman position of the Meeting, this person shall be the Chairman of the Meeting. In the case that there is no Chairperson elected, the Head of Supervisory Board shall direct the Meeting to elect the Chairperson and the candidate having the highest votes shall be the Chairperson of the Meeting. In other cases, the Convener shall direct the Meeting to elect the Chairperson and the candidate having the highest votes shall be the Chairperson of the Meeting. Chairperson shall select one or a numbers of people to be the Secretary of the Meeting.</u></p>	<p>Section 22.4 is moved from Point h Article 20 and added the phrase "Chairperson shall select one or a numbers of people to be the Secretary of the Meeting"</p>	<p>Approved</p>
<p>18. Amended in</p>	<p>Article 22. Meeting and voting at the General Meeting of Shareholders</p> <p>22.6 Chairperson of the General Meeting of Shareholders may postpone the meeting, even when the quorum of shareholders is fulfilled, to another time and place decided by the Chairperson without opinions of the general</p>	<p>Article 22. Meeting and voting at the General Meeting of Shareholders</p> <p>22.6 Chairperson of the General Meeting of Shareholders may postpone the meeting, even when the quorum of shareholders is fulfilled, to another time and place decided by the Chairperson without opinions of the general meeting if he finds that (a) the</p>	<p>Propose supplementing in accordance with the Clause 8 Article 142 of the Law on Enterprises.</p>	<p>Approved</p>

<p>accordance with applicable Laws</p>	<p>meeting if he finds that (a) the participants are not able to find proper seat at the meeting place, (b) actions of the participants are disturbing or possible disturbing the meeting, or (c) the postponement is necessary for the meeting to be carried out properly. In addition, the Chairperson of the meeting may postpone the meeting when agreed or demanded by General Meeting of Shareholders with necessary number of shareholders. The maximum postponement term is excess three days since the scheduled date. The General Meeting will address the issues which supposed to be addressed at the postponed meeting.</p>	<p>participants are not able to find proper seat at the meeting place, (b) actions of the participants are disturbing or possible disturbing the meeting, (c) <u>communication devices of the meeting venue are not sufficient for attending shareholders to discuss and vote</u> or (d) the postponement is necessary for the meeting to be carried out properly. In addition, the Chairperson of the meeting may postpone the meeting when agreed or demanded by General Meeting of Shareholders with necessary number of shareholders. The maximum postponement term is not excess three days since the scheduled date. The General Meeting will address the issues which supposed to be addressed at the postponed meeting.</p>		
<p>19. Amended in accordance with applicable Laws</p>	<p>Article 24. Power and Procedure to pass General Meeting of Shareholders’ Resolutions by written opinion 24.1 Method of collecting Shareholders’ vote 24.1 (a) Any action by the BOD may be taken without a General Meeting of Shareholders if Shareholders holding 51% (fifty one per cent) of the Shares consent in writing to such action. Such written consent shall have the same force and effect as a vote taken at a General Meeting. Such written consent may consist of one or more documents in like form each signed by one or more Shareholders. The expression “<i>in writing</i>” shall include approval by facsimile, registered e-mail followed by the original</p>	<p>Article 24. Power and Procedure to pass General Meeting of Shareholders’ Resolutions by written opinion 24.1 Method of collecting Shareholders’ vote <u>by written opinion</u> 24.1 (a) The BOD has the rights to collect Shareholders’ vote by written opinion without holding a General Meeting of Shareholders if such action is necessary to the Company. Any action by the BOD may be taken without a General Meeting of Shareholders if Shareholders holding 51% (fifty one per cent) of the Shares consent in writing to such action. Such written consent shall have the same force and effect as a vote taken at a General Meeting. Such written consent may consist of one or more documents in like form each signed by one or more</p>	<p>This section is amended because it is unclear and difficult to put into practice. Pursuant to Clause 1 Article 145 of Enterprises Law, collecting Shareholders’ vote by written opinion is the right of BOD. Propose adding the phrase “by written opinion” to the title of section 24.1 for</p>	<p>Approved</p>

	version which shall be kept by the Company and available for inspection by Shareholders.	Shareholders. The expression “in writing” shall include approval by facsimile, registered e-mail followed by the original version which shall be kept by the Company and available for inspection by Shareholders.	matching with the content.	
20. Amended in accordance with applicable Laws	<p>Article 27. Member and term of Member of the BOD</p> <p>Point a, Clause 1, Article 27</p> <p>Shareholders holding voting shares for at least 06 consecutive months may add up the number of votes of each Shareholder to nominate candidates for the Board of Directors at the rate below. Accordingly, Shareholder or group of shareholders holding:</p> <ul style="list-style-type: none"> - From 5% (five per cent) to below 10% (ten per cent) of the voting shares can nominate one (01) candidate; - From 10% (ten per cent) to below 30% (thirty per cent) of the voting shares can nominate two (02) candidates; <p>.....</p> <p>The first term of the BOD elected at the first meetings of the Shareholders shall be organized as in Article 20 of this Charter. Total non-executive members or independent members must account for at least 1/3 (one third) of the total number of Board’s Member. The minimum number of non-</p>	<p>Article 27. Member and term of Member of the BOD</p> <p>Section 27.1(a)</p> <p>Shareholders holding voting shares for at least 06 consecutive months may add up the number of votes of each Shareholder to nominate candidates for the Board of Directors at the rate below. Accordingly, Shareholder or Group of Shareholders holding:</p> <ul style="list-style-type: none"> - From 5% (five per cent) to below 10% (ten per cent) of the voting shares: one (01) candidate; - From From above 10% (ten per cent) to below 30% (thirty per cent) of the voting shares: two (02) candidates; <p>.....</p> <p>The first term of the BOD elected at the first meetings of the Shareholders shall be organized as in Article 20 of this Charter. Total non-executive members or independent members of the BOD must account for at least 1/3 (one third) of the total members of the BOD. The minimum number of non-executive independent members is determined by the method of rounding down.</p>	<p>This section is amended to suitable for the regulation in Point a Clause 2 Article 144 Enterprises Law.</p> <p>Propose amending in accordance with the regulation in Clause 2, Article 30 Circular 121/2012/B TC</p>	Approved

	executive/independent members is determined by the method of rounding down.			
21. Amended in accordance with applicable Laws	<p>Point 27.1 (m)</p> <p>(m) Independent members of the Board must rightly act for the interests of the Company and perform their obligations on behalf of the Company. In addition to the conditions for members of the BOD, independent members must meet the following requirements:</p> <p style="padding-left: 40px;">Be expert, experienced, prestigious and invited by the Board of Directors or introduced by Shareholders;</p> <p style="padding-left: 40px;">Not be a person receiving salaries, wages from the Company, except for the benefits to which Members of the Board of Directors are entitled;</p> <p style="padding-left: 40px;">Not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary;</p>	<p>Point 27.1 (m)</p> <p>(m) Independent members of the Board must rightly act for the interests of the Company and perform their obligations on behalf of the Company. In addition to the conditions for members of the BOD, independent members must meet the following requirements:</p> <p style="padding-left: 40px;">(i) Be expert, experienced, prestigious and invited by the Board of Directors or introduced by Shareholders;</p> <p style="padding-left: 40px;">Not be a person receiving salaries, wages from the Company, except for the benefits to which Members of the Board of Directors are entitled;</p> <p style="padding-left: 40px;">Not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary;</p> <p style="padding-left: 40px;">Not directly or indirectly hold at least 1% (one per cent) of the company's voting shares;</p>	Propose amending in accordance with the Clause 3 Article 2 Circular 121/2012/TT-BTC	Approved

	<p>Not directly or indirectly hold at least 1% (one per cent) of the company's voting shares;</p> <p>Not ever hold the position of Member of the Board of Directors, the Supervisory Board at least the previous 05 consecutive years.</p>	<p>Not ever hold the position of Member of the Board of Directors, the Supervisory Board at least the previous 05 consecutive years.</p> <p>a. <u>Not being a non-executive member of the Board of Directors and not being a related person of the Director (General Director), Deputy Director (Deputy General Director), Chief accountant and other managers designated by Board of Directors;</u></p> <p>b. <u>Not being a member of the Board of Directors, the Director (General Director), Deputy Director (Deputy General Director) of subsidiary companies, associate companies, or controlled by public companies;</u></p> <p>c. <u>Not being a major shareholder or the representative of the major shareholder, or the related person of the major shareholder of the company;</u></p> <p>d. <u>Not working for organizations who provide legal and/or auditing services to the Company within the previous two (02) years;</u></p> <p>e. <u>Not being the partner or the related person of the partner of whom the value of transaction with the company account for at least 30% of the total revenue, or the total value of goods</u></p>		
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		<p><u>and services purchased by the company within the previous two (02) years.</u></p>		
22.	<p>Article 28. Rights and Responsibilities of the Board</p> <p>(d) except for cases in Article 17(i) and Article 44, the Board of Directors shall approve a transaction or group of related transactions, when the transactions cause expenses to the Company and the expenses are 50% (fifty per cent) lower than the total assets value in the most recent financial report; this rate or the value of a transaction or a group of related transactions may lower based on the Financial Regulation of the Company stipulated by the Board.</p> <p>f) Making decisions on investment projects which were not planned</p>	<p>Article 28. Rights and Responsibilities of the Board</p> <p>(g) Except for cases in Article 17.9 and Article 44, the Board of Directors <u>shall decide to implement, amend and cancel the purchase, sell, loan, and other transactions having the value equal to or higher than 50% (fifty per cent) of total assets value in the most recent financial statement of the Company.</u> approve a transaction or group of related transactions, when the transactions cause expenses to the Company and the expenses are 50% (fifty per cent) lower than the total assets value in the most recent financial report; this rate or the value of a transaction or a group of related transactions may lower based on the Financial Regulation of the Company stipulated by the Board.</p> <p>(o) Making decisions on investment projects which do not belong to approved plan the <u>authority of the General Meeting of Shareholders as stipulated in the Article 17.9 of this Charter;</u></p>	Propose amending in accordance with the regulations of Enterprises Law.	

<p>23.</p> <p>Amended in accordance with applicable Laws</p>	<p>Article 30. The Board of Directors' Meetings</p> <p>(a) In case the BOD shall elect a Chairperson, the Chairperson of the Board shall be elected and other decisions of the Board shall be made during the first meeting of the new Board of Directors within 07 working days from the end of the voting of the new Board. This meeting shall be convened by the member that receives the most votes. If there is more than one member having the highest votes, they shall be voted for by members under the majority rule to convene the Board of Directors.</p>	<p>Article 30. The Board of Directors' Meetings</p> <p>30.1 In the case that the Chairperson elected by the BOD then he will be elected in the first meeting of the BOD and such meeting must be held and issued other decisions within 07 working days from the General Meeting of Shareholders. In addition, the other matters belong to the authority of the BOD should be discussed and decided in this Meeting. This first meeting shall be convened and chaired by the member that receives the highest votes. If there is more than one member having the highest votes, they shall be voted for by members under the majority rule to convene the Meeting of Board of Directors.</p>	<p>Propose amending in accordance with the Clause 1 Article 153 Enterprises Law</p>	<p>Approved</p>
	<p>(b) The Chairperson shall convene regular BOD Meeting, preparing agenda, time and venue of the meeting at least 05 (five) days before the scheduled meeting. The Board Meetings shall be held as often as business requires, but at least once every quarter. The Chairperson shall convene extraordinary BOD Meeting when necessary for the interests of the Company. In addition, the Chairperson shall convene a BOD Meeting, not delay without any proper reason, at the written request showing the purpose and discussed issues of either:</p>	<p>30.2 The Chairperson shall convene regular BOD Meeting, preparing agenda, time and venue of the meeting at least 05 (five) days before the scheduled meeting. The Board Meetings shall be held as often as business requires, but at least once every quarter. The Chairperson shall convene extraordinary BOD Meeting when necessary for the interests of the Company. In addition, the Chairperson of the Board shall convene a BOD Meeting, not delay without any proper reason, at the written request showing the purpose and discussed issues of either:</p> <p>(a) General Director or at least 05 (five) other Managers;</p>	<p>Propose amending in accordance with the Clause 4 Article 153 Enterprises Law.</p>	

	<p>(i) General Director or at least 05 (five) other Managers;</p> <p>(ii) At least 02 (two) members of the Board of Directors;</p> <p>(iii) Head of Supervisory Board</p>	<p>(b) At least 02 (two) executive members or <u>03 (three) members</u> of the Board of Directors;</p> <p>(c) Head of <u>Supervisory Board or Independent members of the BOD</u></p>		
24. Amended in accordance with applicable Laws	(d) The BOD's Meeting set out in the Article 30(a) shall be conducted within 15 (fifteen) days after the meeting proposal.	30.4 The BOD's Meeting set out in the Article 30(a) shall be conducted within <u>07 (seven)</u> 15 (fifteen) days after the meeting proposal. <u>from the receipt of proposal.</u>	Amended in accordance with the Clause 5 Article 153 of Law on Enterprises.	Approved
25.	<p>31.2 Voting at the Board of Directors' Meetings</p> <p>(a) Each Board's Member shall be entitled to have one vote at BOD's Meetings. The BOD's Member votes on issues under their rights and authorities as specified in Article 28(c) and other issues which are not under the authorities of the General Meeting of Shareholders, or of the General Director under this Charter or other issues that the General Meeting of Shareholders can authorize or grant to the Board from time to time. The decisions of the Board shall be passed by Majority Votes; in</p>	<p>31.2 Voting at Board of Directors' Meetings</p> <p>(a) Each BOD's Member shall be entitled to have one vote at BOD's Meetings. The BOD's Member votes on issues under their rights and authorities as specified in Article 28.3 and other issues which are not under the authorities of the General Meeting of Shareholders, or of the General Director under this Charter or other issues that the General Meeting of Shareholders may authorize or grant to the BOD from time to time. <u>Resolutions</u> The decisions of the BOD shall be passed by Majority Votes; in the case of an equality of votes, the Chairperson shall have the casting vote.</p>	Alter decisions into resolutions. Propose adding the phrase "meeting" to the heading to suit the content.	Approved

	the case of an equality of votes, the Chairperson shall have a casting vote.			
26. Amended in accordance with applicable Laws	<p>Article 33. Minutes of Board Meeting</p> <p>33.1 The BOD's Board Meeting shall be recorded in writing, audio recordings, or other electronic means.</p> <p>33.2 Chairperson of the BOD shall deliver the minutes of BOD's meeting to the BOD's members evidencing the number of issues has been approved by the BOD in such meeting unless having any objection of the minutes' content within 10 (ten) days from the date of delivery. Minutes of BOD's meeting shall be made in Vietnamese and must be signed by all Board's Members attending the meeting or minutes shall be made in multiple copies, and each copy shall be signed by at least 01 (one) member of the Board attending the meeting.</p>	<p>Article 33. Minutes of Board Meeting</p> <p>33.1 The BOD's Meeting shall be recorded in writing, audio recordings, or other electronic means.</p> <p>33.2 Chairperson of the BOD shall deliver the minutes of BOD's meeting to the BOD's members evidencing the number of issues has been approved by the BOD in such meeting unless having any objection to the minutes' content within 10 (ten) days from the date of delivery. Minutes of BOD's meeting shall be made in Vietnamese and must be signed by <u>the Chairperson and the minutes taker.</u> all Board's Members attending the meeting or minutes shall be made in multiple copies, and each copy shall be signed by at least 01 (one) member of the Board attending the meeting.</p>	Amended in accordance with Point i Clause 1 Article 154 of Law on Enterprises.	Approved
27.	<p>Article 36. Managers of the Company</p> <p>(a) Chairperson of the Board of Directors and Vice Chairmen are elected among Board's Members. The General Director is appointed by the BOD and can be a Member of the Board or through recruitment. Other managers in the Company are recruited or assigned by the majority of Board's Members.</p>	<p>Article 36. Managers of the Company</p> <p>(a) Chairperson of the Board of Directors and Vice Chairmen are elected among Board's Members. The General Director is appointed by the Board and can be a Member of the Board or through recruitment. Other Managers of the Company are recruited or assigned by the BOD's <u>approval.</u></p>	Amended to suit the heading of this Article. The provisions related to the election of the Chairperson of the BOD, Vice Chairperson of the	Approved

			BOD are set out at Point a Article 29 of this Charter; the provisions related to the appointment of the General Director are set out at Point (a), Article 37 of this Charter.	
28.	<p>Article 37. Appointment, removal, rights and duties of General Director</p> <p>(d) The BOD shall determine the respective responsibilities of the General Director and shall delegate to him such powers and authorities as the Board deems it necessary to enable him to carry out his duties in conducting the business of the Company.</p>	<p>Article 37. Appointment, removal, rights and duties of General Director</p> <p>37.4 The BOD shall determine the respective responsibilities of the General Director and shall delegate such powers and authorities to him as the BOD deems it necessary to enable him to carry out his duties in conducting the business of the Company.</p>	Amended because of the same meaning.	Approved
29.	<p>Article 43 (f)</p> <p>(f)Member of the BOD, General Director, Managers or their related person are not allowed to sell or purchase or make transaction in whatsoever nature the shares of the Company or its subsidiaries at the time they have the information which definitely affect the price of such shares and the other shareholders are unknown of such information.</p>	<p>43.6 Member of the BOD, General Director, Managers or their related person are not allowed to sell or purchase or make transaction in whatsoever nature <u>or disclose, provide insider information or advice to others trading</u> the shares of the Company or its subsidiaries at the time they have the information which definitely affect the price of such shares and the other shareholders are unknown of such information.</p>	According to Article 210 of the Criminal Code 2015, the disclosure, provision of insider information or advice to others on the sale and purchase of shares is considered a crime (if the	Approved

			proceeds of illegal gain is from 300,000,000 VND). There should be stipulated to prevent crime.	
30. Amended in accordance with applicable Laws	<p>Article 46. Liability for damages and compensation</p> <p>Any person who does not comply with the provisions in Article 42, Article 43, Article 44 and Article 45 will have to compensate to the Company for all the damages, liability, obligation, charge and expense suffered by the Company, and at the maximum extent allowed by Law, the Company will have the title to any interest which such person is relieved from transaction with the related party.</p>	<p>Article 46. Liability for damages and compensation</p> <p>Any person who does not comply with the provisions in Article 42, Article 43, Article 44 and Article 45 will have to compensate for the Company <u>and/or perform other obligations to remedy the damage caused by his non-compliance</u> at the maximum extent allowed by Law. The Company shall be entitled to any interest which such person is relieved from transaction with the related party.</p>	Amended for more clarification and sufficiency.	Approved
31. Amended according to law	<p>Article 48. Controllers</p> <p>(a) The Supervisory Board shall consist of three (03) members who are elected, and removed by the General Meeting of Shareholders.</p> <p>(b) The Supervisory Board must have at least half (1/2) of its members as standing members and at least one of its members is accountant or auditor. At least half (1/2) of its member must reside in Vietnam.</p>	<p>Article 48. Controllers</p> <p>48.1 The Supervisory Board shall consist of three (03) members who are elected, removed and <u>dismissed</u> by the General Meeting of Shareholders. <u>Controllers must be auditors or accountants.</u></p> <p>48.2 The Supervisory Board must have at least half (1/2) of its members as standing members and at least one of its member is accountant or auditor. At least half (1/2) of its members must reside in Vietnam.</p>	Amended in accordance with Clause 2 Article 164 of Law on Enterprises 2014: “Controllers of listed joint-stock companies and companies of which over 50% of charter capital is held by the State must be	Approved

			auditors or accountants.”	
32. Amended in accordance with applicable Laws	<p>Article 48. Controllers</p> <p>(e)The Controllers shall not be related persons of members of the Board, General Director and other Managers of the Company. At the same time, Controllers shall not be the Board’s Member, General or Vice Director, Chief Accountant or any Person restricted from holding such office by Laws. A Member of the Supervisory Board shall be removed or dismissed in the following cases:</p> <ul style="list-style-type: none"> (i) The Member is prohibited by law to be in the Supervisory Board; (ii) The Member is not carry out his/her rights and obligation within six (06) month continuously, unless for force majeure reasons; (iii) The Member resigns by writing notice sent to the Company’s office in advance; (iv) The Member suffers mental disorder and has sufficient medical evidences of their civil behavioural incapacity; (v) The Member is demoted by a decision of General Meeting of Shareholders. <p>Then, the Supervisory Board requests</p>	<p><u>Article 48. Controllers</u></p> <p>48.5 The Controllers shall not be related persons of members of the BOD, General Director and other Managers of the Company. Simultaneously, Controllers shall not be the BOD’s Member, General Director or Vice Director, Chief Accountant, <u>person working in the accounting, finance department, or members/employees of another independent audit organization that audits the Company’s Financial Statements</u> or any Person restricted from holding such position by Laws. A Member of the Supervisory Board shall be removed or dismissed in the following cases:</p> <ul style="list-style-type: none"> (a) The Member is prohibited by law to be in the Supervisory Board; (b) The Member does not carry out his/her rights and obligations within six (06) consecutive months, unless for force majeure reasons; (c) The Member resigns by writing notice sent to the Company’s office in advance; (d) The Member suffers mental disorder and has sufficient medical evidences of their civil behavioural incapacity; (e) The Member is <u>removed or dismissed</u> by a decision of General Meeting of 	<p>According to Clause 2 Article 18 Circular 121: “Members of the Control Board must not work in the accounting, finance department, or members/employees of another independent audit company that audits the company’s Financial Statements.”</p> <p>➔ Provision on the conditions of Controllers must be supplemented to the Charter.</p> <p>Controllers are the elected position so it is not possible to use the word "demoted" but "dismissed".</p>	Approved

	<p>the BOD to temporarily appoint a replaced person who must be approved at the next General Meeting of Shareholders . Upon the approval, the appointment shall be deemed effective from the date of appointment.</p>	<p>Shareholders. Then, the Supervisory Board requests the BOD to temporarily appoint a replaced person who must be approved at the next General Meeting of Shareholders. Upon the approval, the appointment shall be deemed effective from the date of appointment.</p>		
33.	<p>Article 50. Right to check records and Company dossiers</p> <p>(a) Any Shareholder or groups of shareholders holding at least 10% of ordinary shares for at least 06 consecutive months shall have rights to directly or through Proxy or Lawyer, to send a request for checking the list of shareholders, all the documents of the General Meeting of Shareholders and the BOD, mid-year financial statements and the reports of the Supervisory Board and make copy of those documents during the working hours and at the head office of the Company. Specific implementation shall be decided by the BOD.</p>	<p>Article 50. Right to check records and Company dossiers</p> <p>(a) Any Shareholder or groups of shareholders holding at least 10% of ordinary shares for at least 06 consecutive months shall have rights to directly or through Proxy or Lawyer, to send a request for checking the list of shareholders, all the documents of the General Meeting of Shareholders and the BOD, mid-year financial statements and the reports of the Supervisory Board and make copy of those documents during the working hours and at the head office of the Company. Specific Method of examination and copy implementation shall be decided by the BOD.</p>	Amended to avoid misunderstanding.	Approved
34.	<p>Article 51. Employee</p> <p>(c) The BOD shall approve annual salary budget of the Company. Based on the budget and according to Regulations, the General Director shall approve the</p>	<p>Article 51. Employee</p> <p>(c) The BOD shall approve annual salary budget of the Company. Based on the budget and according to Regulations, the General Director shall approve the salary payment</p>	Amended and supplemented to suit the practical operation of the Company.	Approved

	salary payment plan and recruit workers in line with the Company's needs. The Company shall establish training plan and prefer recruiting local people or those who worked for founding shareholders introduced by the Board.	plan and recruit workers in line with the Company's needs. The Company shall establish plan <u>to train and recruit employees.</u> training plan and prefer recruiting local people or those who worked for founding shareholders introduced by the Board.		
35.	<p>Article 54. Reserves fund for charter capital</p> <p>54.1 Every year, the Company shall extract part of the after-tax profits to the following funds at the rate decided by the Board annually:</p> <ul style="list-style-type: none"> (a) Financial Reserves Fund; (b) Business Development Fund; (c) Welfare and Bonus Fund; (d) Retrenchment Allowance Fund; (e) Science and Technology Fund; and (f) Other funds as proposed by the Board to the Shareholders Meeting under Laws. <p>54.2 The Board shall be responsible for developing a profits allocation plan and usage of funds to submit to the Shareholders Meeting for approval every year.</p>	<p>Article 54. Formulation of funds</p> <p>54.1 Every year, the Company shall extract part of the after-tax profits to the following funds at the rate decided by <u>The Board of Directors decide to formulate a plan to distribute the profits, to made appropriation and use of funds and report to the Annual General Meeting of Shareholders. The rate of each fund shall be:</u></p> <ul style="list-style-type: none"> (a) Financial Reserves Fund; <u>Investment and Development Fund, does not exceed ...% of the net profit;</u> (b) Science and Technology Fund, does not exceed ... of the net profit; and (c) Welfare and Bonus Fund; (d) Retrenchment Allowance Fund; (e) Science and Technology Fund; and <p>Other funds decided by the General Meeting of Shareholders as proposed by the BOD.</p>	Some funds formulated are not for the purpose of reserving charter capital.	Approved

	<p>54.3 In case of loss, the Board submits a proposal to the General Meeting of Shareholders to settle the losses through:</p> <p>(a) Applying the Financial Reserves Fund.</p> <p>(b) Carrying forward the loss to the next year. Simultaneously, the General Meeting of Shareholder must decide the proper solutions.</p> <p>(c) Other means allowed or not prohibited by the Laws.</p>	<p>54.2 The Board shall be responsible for developing a profits allocation plan and usage of funds to submit to the Shareholders Meeting for approval every year. <u>The formulation and use of funds must comply with Laws, this Charter and must report to the General Meeting of Shareholders for consideration at the Annual General Meeting of Shareholders.</u></p> <p>54.3 In case of loss, the Board submits a proposal to the General Meeting of Shareholders to settle the losses through:</p> <p>(a) Applying the Financial Reserves Fund.</p> <p>(b) (a) Carrying forward the loss to the next year. Simultaneously, the General Meeting of Shareholder must decide the proper solutions.</p> <p>(c) (b) Other means allowed or not prohibited by the Laws.</p>		
36.	<p>Article 57. Accounts and Records</p> <p>6. In case the Company becomes a public company, the Company shall make reports in accordance with the provisions of the State Securities Commission and submit to the State Securities Commission and the Stock Exchange or the Securities Exchange Centre. Authorized individuals or organizations under laws and this</p>	<p>Article 57. Accounts and Records</p> <p>6. In case the Company becomes a public company, The Company shall make reports in accordance with the provisions of the State Securities Commission and submit to the State Securities Commission and the Stock Exchange or the Securities Exchange Centre. Authorized individuals or organizations under laws and this Charter are entitled to inspect or</p>	Removed as VJ is currently a public company.	Approved

	Charter are entitled to inspect or copy the annual audited financial statements, semi-annual and quarterly reports during working hours of the Company, at the head office of the Company and to pay a reasonable fee for copying.	copy the annual audited financial statements, semi-annual and quarterly reports during working hours of the Company, at the head office of the Company and to pay a reasonable fee for copying.		
37.	<p>Article 58. Information Disclosure and Announcement to the Public</p> <p>The Financial Statements and other supporting documents will be publicized to the Shareholders and submitted to Competent Government Agencies according to regulation of the law. Board's Member and Controllers shall have the right to review the company's accounts at any point in time upon demand, and the Company shall provide full cooperation in any such review.</p>	<p>Article 58. Information Disclosure and Announcement to the Public</p> <p>The Financial Statements and other supporting documents will be publicized to the Shareholders and submitted to Competent Government Agencies according to regulation of the law. Board's Member and Controllers shall have the right to review the company's accounts at any point in time upon demand, and the Company shall provide full cooperation in any such review. The information disclosure shall comply with Information Disclosure Policy issued by the Board in accordance with securities laws and securities market.</p>	The Company now has the Information Disclosure Policy; therefore, it is better to refer.	Approved
38. Amended in accordance with applicable Laws	<p>Article 59. Company's Auditor</p> <p>1. General Meeting of Shareholders may decide with Majority Votes on hiring an Independent Audit Company operating in Vietnam (accepted by the State Securities Commission in case the Company becomes a public company) to do all the auditing activities on the basis of terms and conditions agreed with the BOD. The General Meeting of Shareholders may also authorize the</p>	<p>Article 59. Company's Auditor</p> <p>59.1 General Meeting of Shareholders may decide with Majority Votes on hiring an Independent Audit Company operating in Vietnam (accepted by the State Securities Commission in case the Company becomes a public company) to <u>hire an Independent Audit Organization operating in Vietnam accepted by the State Securities Commission</u> to do all the auditing activities on the basis of terms and conditions agreed with the BOD. The General Meeting of Shareholders may</p>	The voting for approval of the decision of the General Meeting of Shareholders has been set out in the above. Moreover, the phrase "Majority votes" does not completely express the voting	Approved

	<p>BOD to select an independent audit company.</p> <p>2. The independent audit company shall review, certify and audit the annual financial statement reflecting the Company's revenues and expenses, make and submit the financial statement to the BOD within two (02) months from the end of each fiscal year or be extended in an appropriate time in accordance with the law.</p>	<p>also authorize the BOD to select an independent audit organization.</p> <p>59.2 The independent audit company organization shall review, certify and audit the annual financial statement reflecting the Company's revenues and expenses, make and submit the financial statement to the BOD within two (02) months from the end of each fiscal year or be extended in an appropriate time in accordance with the law.</p>	<p>principle of the General Meeting of Shareholders.</p> <p>According to Clause 2, Article 3 of Decree No. 183/2013 /TT-BTC:</p> <p>"Audit organization" means an audit enterprise and a branch of a foreign audit enterprise lawfully operating in Vietnam."</p> <p>The definition of "audit organization" is broader than that of "audit company".</p> <p>This amendment is also consistent with the term used in Circular 155/2015 /TT-BTC.</p>	
39.	<p>Article 63. Dissolution</p> <p>(a) At least six (06) months before the end of operation or after a decision to dissolve, the BOD shall have to establish a Dissolution Board which includes six (06) members. Two</p>	<p>Article 63. Dissolution</p> <p>(b) At least six (06) months before the end of operation or After a decision to dissolve, the BOD shall have to establish a Dissolution Board which includes six (06) members. Two members are appointed by the General</p>	<p>Propose removing because the term of operation of the Company is unlimited.</p>	

	members are appointed by the General Meeting of Shareholders and one member is appointed by the BOD from an Independent Audit Company. The Dissolution Board can select three other among employees or independent experts. All costs related to the dissolution shall be preferred to settle prior to other debts of the Company.	Meeting of Shareholders and one member is appointed by the BOD from an Independent Audit Company Organization. The Dissolution Board can select three other among employees or independent experts. All costs related to the dissolution shall be preferred to settle prior to other debts of the Company.		
40.	Article 68. Change in law If there is any regulation which are deemed as more favourable for the Company and issued after the date of Enterprise Registration Certificate, they shall be prevail as if they are included in the Charter.	Article 68. Change in law If there is any regulation which are deemed as more favourable for the Company and issued after the date of Enterprise Registration Certificate issued after this Charter comes into effect , they shall be prevail as if they are included in the Charter.	Amended for clarification.	Approved
41.	“Deceased”, “passed away”	“dead”	Propose altering the words "deceased", "passed away" to "dead" to be consistent and comply with legal terms.	