



CHARTER
ORGANIZATION AND OPERATION
OF VIETNAM HYDRAULIC ENGINEERING
CONSULTANTS CORPORATION - JSC

Address: 95/2 Chua Boc - Dong Da District - Hanoi City

Tel: (04) 38525339

Fax: (04) 35632169

Email: vanphong@hec.com.vn

CHARTER
ORGANIZATION AND OPERATION
OF VIETNAM HYDRAULIC ENGINEERING CONSULTANTS
CORPORATION - JSC

(Operate under the model of Parent Company - Subsidiary Company)

Foundations:

- Corporate Law No. 60/2005/QH11 approved by the 11th National Assembly of the Socialist Republic of Vietnam on 29/11/2005; revised, amended in 2009.
- Decree No. 109/2007/ND-CP dated 26/6/2007 of the Government on changing the wholly State-owned enterprise to the Joint Stock Company.
- Decree No. 102/2010/ND-CP dated 01/10/2010 of the Government on providing detailed guidance to the execution of some articles of the Corporate Law.
- Decree No. 99/2012/ND-CP dated 15/11/2012 of the Government on assigning, gradation for implementing the rights, responsibilities and obligations of the state owner for the State-owned enterprise and State capital invested in the enterprise.
- Pursuant to the Decision No. 1769/QD-BNN-DMDN dated 19/6/2007 of the Ministry of Agriculture and Rural Development on changing the Hydraulic Engineering Consultants Company No. I to the organization and operation under the model of Parent Company - Subsidiary Company.
- Pursuant to the Decision No. 3075/QD-BNN-DMDN dated 15/10/2007 of the Ministry of Agriculture and Rural Development on changing Vietnam Hydraulic Engineering Consultants Company to Vietnam Hydraulic Engineering Consultants Corporation.
- Pursuant to the Decision No. 1703/QD-BNN-DMDN dated 09/6/2008 of the Ministry of Agriculture and Rural Development on adjusting the name of Vietnam Hydraulic Engineering Consultants Corporation to Vietnam Hydraulic Engineering Consultants Corporation - JSC.

We, shareholders who attended the annual General meeting of shareholders of Vietnam Hydraulic Engineering Consultants Corporation - JSC dated 25 April 2013 unanimously passed the contents of the revised, amended Charter and together committed to implement this Charter. The Charter will govern all operations of the Corporation.

CHAPTER I GENERAL PROVISIONS

Article 1: Interpretation

1. "Corporation" means Vietnam Hydraulic Engineering Consultants Corporation - JSC
2. "Board of Directors" means the Board of Directors of the Corporation.
3. "Corporate Law" means the Corporate Law passed by the National Assembly of the Socialist Republic of Vietnam on 29/11/2005, effective from 01/7/2006; revised, amended in 2009.
4. "Charter capital" means the capital contributed by the shareholders in each period, approved by the shareholders by special decision and entered into the Charter of the Corporation.
5. "Ordinary share" means a unit of the charter capital of the Corporation and permit the holders to have rights stated in this Charter.
6. "Related persons" means the persons who have relation with each other in the following cases (under Clause 17, Article 4 of the Corporate Law)
 - a. Parent Company – Subsidiary Company.
 - b. Enterprise and people or group of people who are able to govern decisions and operations of such enterprise through the enterprise management agencies.
 - c. Enterprise and enterprise manager.
 - d. Spouse.
 - e. Natural parents, adoptive parents, natural children, adopted children, siblings.
 - f. The group of people agreed in writing or in other form coordinate to purchase a majority of shares or transfer ownership in the Corporation, or to govern the decision-making of the Corporation.
7. "Dividend" means the net profit paid for each share in cash or other assets from the remaining profit sources of the Corporation after having implemented the financial obligations.
8. "Shareholder" means a person who owns at least a share issued by the Corporation.

"Founding shareholder" mean the shareholder involved in the establishing, passing and signing the first charter of the Corporation.

9. "Stock" means the certificate issued by the Joint Stock Company or book entry to confirm the ownership or a number of shares of the Corporation. The share may be registered or unregistered.
10. "Manager" means a member of the Board of Directors (hereinafter called the Board), General Director, Deputy General Directors, Chief accountant and other staff appointed by the Board of Directors as managers of the Corporation.

Article 2: Name of Corporation and business form

2.1 Name of Corporation:

Vietnam Hydraulic Engineering Consultants Corporation - JSC

2.2 Local transaction name:

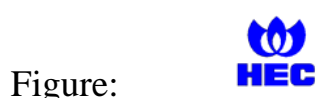
Tổng công ty tư vấn xây dựng thủy lợi Việt Nam - CTCP

2.3 International transaction name:

Vietnam Hydraulic Engineering Consultants Corporation - JSC

2.4 Abbreviated name: HEC CORP

2.5 Trademark (Logo): Means brand of the Corporation shown as follows:



Letter: **HEC**

11. Vietnam Hydraulic Engineering Consultants Corporation - JSC (hereinafter called Corporation) established from the equitization of Parent Company - Vietnam Hydraulic Engineering Consultants Company (formerly known as Hydraulic Engineering Consultants Company No. 1), was organized and operating under the Corporate Law of the National Assembly of the Socialist Republic of Vietnam No. 60/2005/QH11 issued on 29 November 2005; revised, amended in 2009.

Article 3: Head office and branches of the Corporation

3.1 Head office of the Corporation is located at:

- 95/2 Chua Boc - Dong Da District – Hanoi City
- Tel: (04) 38525339
- Fax: (04) 35632169
- Email: vanphong@hec.com.vn

- 3.2 The Corporation can establish branches, representative offices and split, merge, establish new units to perform the production and business objectives of the Corporation in accordance with the Resolutions of the General meeting of shareholders and scope permitted by the law.

Article 4: Legal status

- 4.1 The Ministry of Agriculture and Rural Development made the Decision No. 3075/QD-BNN-DMDN dated 15 October 2007 on changing the State-owned enterprise: Vietnam Hydraulic Engineering Consultants Company to Vietnam Hydraulic Engineering Consultants Corporation and the Decision No. 1703/QD-BNN-DMDN dated 09/6/2008 on adjusting the name of Vietnam Hydraulic Engineering Consultants Corporation to Vietnam Hydraulic Engineering Consultants Corporation - JSC.
- 4.2 The Corporation, in which the shareholders together contribute charter capital, share profits and losses in proportion to the contributed capital and only bear limited responsibility for the debts and other assets obligations of Corporation within their capital and contribute by share value they own. The benefits of the capital contributor in the form of share purchase will be protected by the regulations of the law in force.
- 4.3 Under the ownership of the shareholders.
- 4.4 Have full legal status according to the regulations of Vietnam law.
- 4.5 Have its own seal, independent of its assets, opened accounts at the State treasury, banks at home and abroad in accordance with the regulations of the law.
- 4.6 Have the Charter on organization and operation of the Corporation.
- 4.7 Have charter capital and bear limited financial responsibility for the debts within the charter capital.
- 4.8 Independent accounting, financial autonomy and bear sole responsibility for the production and business results.
- 4.9 Have its own balance sheet, raise funds according to the regulations of the Corporate law and decision of the General meeting of shareholders.

Article 5: Objectives and scope of production and business

- 5.1 Objectives:
- a. Gain profits.

- b. Create stable jobs for employees.
- c. Increase dividends for shareholders.
- d. Make contributions to the State budget and develop the Corporation.

5.2 Main business lines of the Corporation:

- a. Prepare Investment reports, Hydraulic – Hydropower construction investment projects.
- b. Construction survey (including topographical, geological, hydrological, environmental, geophysical survey).
- c. Test soil, rock, base, foundation, materials, building structures for design, inspection of work quality, construction quality test; Determine the causes of the work failures.
- d. Design includes: Design hydraulic, hydropower planning; design hydraulic, hydropower works; make general estimates, estimate of construction works.
- e. Appraise investment projects, appraise design, appraise estimate.
- f. Provide consultancy on bidding and economic contracts in construction.
- g. Manage projects, undertake as general contractor for surveying, designing and managing projects in accordance with the provisions of investment and construction management regulations.
- h. Experimentally build the works of the research subject on technology transfer; drilling, grouting, soil treatment and work body, repairing specialized vehicles and machines and mechanical processing.
- i. Print design projects, the professional materials, newspapers, magazines, publications and other publications, economic and social management documents as regulated and licence of the competent authority.
- k. The company is allowed to expand the other consultancy activities on construction not contrary to the regulations of the law.
 - Design power and transformer station, transmission line works up to 110 kV.
 - Survey, design the works, bridge, traffic, civil and infrastructure works of the hydraulic, hydropower projects.
 - Design, manufacture, install and repair mechanical and electric machines, equipment of the hydraulic work system.

- Provide supervisory consultancy on construction and equipment installation.
- Participate in training, improving the construction consultancy titles.
- Build the works: hydraulic, hydropower, transmission lines, transformer stations up to 35KV, bridges, traffic roads and infrastructure projects in the hydraulic, hydropower fields; Design, install water pipelines for the population and economic activities, interior and exterior for construction works; Transfer results of new scientific, technical and technological research to design of hydraulic, hydropower works.
- Prepare reports on environmental impact assessment of the hydraulic – hydropower projects.
- Water environment – water supply and drainage: Design water supply and drainage system and waste treatment of construction works.
- Business in hotels, lease real estate, offices.
- Other services unforbidden by the law.

Article 6: Period of operation

The period of operation of the Corporation is indefinite (from the issuance of the business registration certificate for the first time). The termination of operation of the Corporation is decided by the General meeting of shareholders.

Article 7: Organization and operation principle of the Corporation

- 7.1 The Corporation operates in the principle of voluntariness, fairness and democracy and in compliance with the law.
- a. The highest deciding body of the Corporation is the General meeting of shareholders (GMS).
 - b. The General meeting of shareholders elects the Board of Directors to manage the Corporation between two Meeting sessions, elects the Supervisory Board to supervise all business, operation activities of the Corporation.
 - c. The person who manages, operates the activities of the Corporation is the General Director appointed and dismissed by the Board of Directors.

Article 8: Communist Party of Vietnam and other political and social organizations

- 8.1 The organizations: Communist Party of Vietnam, Trade union, Youth union and the Women Association in the Corporation operates under the

constitution and laws of the Socialist Republic of Vietnam and Charter of such organizations.

- 8.2 The Corporation respects and facilitate the above organizations to operate in accordance with their functions, tasks, charter.

CHAPTER II

RIGHTS AND OBLIGATIONS OF THE CORPORATION

SECTION 1: RIGHTS OF THE CORPORATION

Article 9: Production and business management autonomy of the Corporation

- 9.1 Take initiative in choosing the business lines, investment areas, investment forms including joint venture, capital contribution to other enterprise, take initiative in expanding the scale and business lines according to the regulations not inconsistent with the law of Vietnam.
- 9.2 Take initiative in seeking markets, customers and sign the contracts.
- 9.3 Select forms and methods of capital mobilization.
- 9.4 Locate the branches, representative offices of the Corporation in the country and abroad in accordance with the regulations of Vietnam law.
- 9.5 Recruit, hire and use labors according the business requirements and regulations of the Labor Law.
- 9.6 Decide the price range for buying, selling materials, products and services mainly from the products and services regulated value by the State.
- 9.7 To be entitled to protect the industrial property rights including patents, useful solutions, brands, industrial designs ... in accordance with the regulations of Vietnam law.
- 9.8 Refuse and denounce all requests for providing resources not required by the law of any individual, agency or organization, except for voluntary contributions for humanitarian purposes.
- 9.9 Other rights regulated by the law.

Article 10: Financial management right of the Corporation

- 10.1 Use capital and funds of the Corporation to timely serve the business demands in the principle of maintenance, effectiveness and reimbursement.

- 10.2 Sell or lease the assets that have not been used or have not been used at full capacity.
- 10.3 Issue and sell shares, bonds according to the regulations of the law to increase capital; mortgage assets, land use rights ... at the banks to get capital loans for business in accordance with the regulations of the law.
- 10.4 Decide to use and distribute the remaining profits to the shareholders after implementing the obligations to the State and the Resolutions of the General meeting of shareholders.
- 10.5 Get the tax and financial preference systems according to the regulations of the State.

SECTION 2: OBLIGATIONS OF THE CORPORATION

Article 11: Obligations for capital and other resources of the Corporation

- 11.1 The Corporation has obligations to maintain and develop capital, including capital invested in other enterprises, facilitate the enterprise business.
- 11.2 The Corporation has obligations to implement accounts receivable and accounts payable recorded in the balance sheet of the Corporation at the time of establishing the Corporation.

Article 12: Business management obligations of the Corporation

- 12.1 Register the business and carry out in accordance with the registered business lines; bear responsibility to the shareholders for the business results; bear responsibility to the customers for the products and services conducted by the Corporation.
- 12.2 Establish the development strategy, business plan consistent with the functions and duties of the Corporation and the market demand.
- 12.3 Sign and organize the implementation of economic contracts with partners.
- 12.4 Implement its obligations for the employees according to the regulations of the Labor Code.
- 12.5 Implement in accordance with the regulations of the State on the natural resources, environment protection, national security and safety and fire prevention and fire fighting.
- 12.6 Perform the reporting, statistical, accounting, periodic reporting systems according to the regulations of the State and extraordinary reporting

according to the regulations of the General meeting of shareholders, bear responsibility for the authenticity of the report.

- 12.7 Under the inspection of the State management agencies according to the regulations of the law. Comply with the regulations on inspection of financial agency and competent State agencies in accordance with the law.

Article 13: Financial management obligations of the Corporation

- 13.1 The Corporation has obligations to implement in accordance with the systems and regulations on management of capital, assets, funds; accounting, auditing system and other systems regulated by the State.
- 13.2 The Corporation has obligations to publicize the annual financial statements, the correctly and objectively assessed information about the operation of the Corporation according to the decision of the General meeting of shareholders.
- 13.3 The Corporation implements its obligations for paying taxes and payables to the State budget in accordance with the regulations of the law.
- 13.4 The Corporation bears material responsibility for customers within the charter capital of the Corporation.

SECTION 3: RELATIONSHIP OF THE PARENT COMPANY – SUBSIDIARY COMPANY COMBINATION

Article 14: Relationship of the Corporation with Subsidiary Companies and Associated Companies

- 14.1 The orientation of general business strategy of direction of the general business of the Parent Company - Subsidiary Company combination ensures the most effective operation for the Subsidiary Companies, Associated Companies and Parent Company.
- 14.2 Coordinate between the Enterprises in the Parent Company - Subsidiary Company, Associated Company combination to seek, provide input for consuming products and services that each single enterprise can not implement, implements ineffectively or implements with lower efficiency than the coordination of the Parent Company – Subsidiary Company combination.
- 14.3 Limit the investment, business in the coincident services, products or with internal competition and lead to dispersion, waste of resources, reduction

in business efficiency of the Parent Company – Subsidiary Company combination.

- 14.4 Carry out the research, contact, trade promotion, create conditions for the enterprises in the Parent Company - Subsidiary Company combination to expand and improve the production and business efficiency.
- 14.5 Implement the governing rights for the Subsidiary Companies and agreements for the Associated Companies according to the regulations of the law.
- 14.6 Carry out the production and business on the basis of signing the economic contracts equally between the Parent Company - Subsidiary Company, Associated Company.
- 14.7 The Subsidiary Companies, Associated Companies are entitled to use trademark HEC for advertising, transaction, building the trademark more and more prestigious and firm; At the same time must have obligations to contribute financially to the use of trademark.

CHAPTER III

CAPITAL – SHARE – STOCK – SHAREHOLDERS

SECTION 1 : CAPITAL

Article 15: Charter capital

- 15.1 The charter capital is contributed in Vietnamese currency, foreign currency, in kind and accounted according to a unit of Vietnam dong.
- 15.2 The charter capital of Vietnam Hydraulic Engineering Consultants Corporation - JSC at the time of establishment is defined as: VND 44 billion (Forty four Vietnam dongs)
- 15.3 Capital structure distributed by ownership:
 - a. State-owned capital: VND 21,560,000,000, accounting for 49% of the charter capital.
 - b. Trade union owned capital: VND 120,000,000, accounting for 0.27% of the charter capital.
 - c. Capital owned by shareholders purchased at preferential price: VND 7,677,000,000, accounting for 17.45% of the charter capital.

- d. Capital owned by other shareholders: VND 14,643,000,000, accounting for 33.28% of the charter capital.
- 15.4 The increase or decrease in charter capital is decided by the General meeting of shareholders and must be registered with Hanoi Authority for Planning and Investment in which the Corporation places its head office.
- 15.5 The charter capital is only used for the businesses such as:
- a. Business according to the operation content of the Corporation.
 - b. Purchase of fixed assets, machinery and equipment for the operations of the Corporation.
 - c. Technical and professional development.
 - d. Purchase of stocks, bonds, contribution of joint venture capital.
 - e. Necessary reserves.
- 15.6 Not use the charter capital to divide to the shareholders in any form (unless otherwise decided by the General meeting of shareholders).

SECTION 2 : SHARE – STOCK

Article 16: Share

- 16.1 The initial charter capital is divided into 4,400,000 shares, value of each share is VND 10,000.
- 16.2 The share capital can be contributed in Vietnamese currency, foreign currency and other means, equipment, assets such as value of intellectual property, technology ... for the business operations of the Corporation. The foreign currency and gold is converted into Vietnamese currency at the buying rate of the State Bank announced at the time when the shareholders purchase shares. The contributed capital in kind must be considered, approved and valued by the Board of Directors.

Article 17: Stock

- 17.1 The Corporation issues two classes of stock:
- a. Registered stocks:
 - Means the stock owned by the State, the members of the Board of Directors, employees purchase at preferential price when the Company equitizes.
 - Each registered stock must specify full name, address of legal entity or owner, must be affixed the official seal of Vietnam Hydraulic Engineering

Consultants Corporation – JSC, specify the number of stocks, class of stock and contribution amount.

- The transfer of registered stocks must comply with the regulations in this Charter and other regulations of the law.
- b. Unregistered stocks include:
 - Stocks issued to the shareholders who are not the objects stated in point a above.
 - Newly issued stocks when the Corporation increased its charter capital.
 - The unregistered stocks are transferred according to the regulations of this Charter.
- c. The Corporation can sell shares but has not hand over stocks. In this case, the information of shareholders specified in clause 2 Article 86 of the Corporate that is recorded in the register of shareholders is sufficient to certify the share ownership of such shareholder in the Corporation.

17.2 Share ownership certificate book:

- a. All shareholders are granted a Share ownership certificate book.
- b. The Share ownership certificate book must be affixed seal of the Corporation and signed by the Legal representative or the person authorized in written by the Chairman of the Board of Directors according to the regulations in the Corporate law. The Share ownership certificate book must show full name of shareholders, number and class of held shares and other information regulated by the Corporate law.
- c. After purchasing or transferring shares and registered in the register of shareholders of the Corporation, the shareholder will granted free of charge a Share ownership certificate book.
- d. The number of purchased or sold shares will be written increase or decrease on the Share ownership certificate book by the register of shareholders management division.
- e. If the Share ownership certificate book is lost, torn, burnt or destroyed, the shareholder will be granted new Share ownership certificate book provided that they must present the supporting documents and make payment of all related costs to the Corporation.

Article 18: Issuance and offer for sale of shares

- 18.1 When all conditions are met as regulated by the law, based on the Resolution of the General meeting of shareholders, the Corporation makes the registration procedures for issuance of additional shares.
- 18.2 The Board of Directors decides the offer price of shares. The offer price of shares must not be less than the market price at the time of offer, except for the following cases:
 - a. Shares offered for the first time after business registration.
 - b. Shares offered to all shareholders according to the rate of existing shares.
 - c. Shares offered to brokers or guarantors: in this case, the offer price of shares must not be less than the market price minus brokerage and guarantee.
- 18.3 The shares have been sold or the shares have been transferred when recording exactly and fully the information regulated in Article 86 of the Corporate Law in the register of shareholders, since that time, the share purchaser or share transferee becomes shareholders of the Corporation. After full payment of the share purchase amount, the Corporation issues stocks at the request of shareholders.
- 18.4 The procedures and sequences for share offer are implemented according to the regulations of the Securities law.

Article 19: Purchase, sale, transfer and inheritance of shares

- 19.1 The shares of the Corporation are transferred according to the regulations of the law and this Charter. If the shareholders want to transfer shares, they must register at the head office of the Corporation or the organization authorized by the Corporation to manage the register of shareholders.
- 19.2 The shares belonging to the state capital are sold at preferential value for employees in the enterprise when equitizing, only transferred after 3 years from the full payment of share purchase money.
- 19.3 In the first 3 years from the issuance of business registration certificate to the Corporation, the founding shareholders must together hold at least 20% of the authorized shares for offer of the Corporation. After a period of 3 years, the limits on ordinary shares of the founding shareholders are hereby repealed.
- 19.4 The procedures for transfer of shares of the Corporation will be according to the transfer regulations issued by the Board of Directors, in accordance with the provisions of the law and Charter of the Corporation. These regulations is publicized to all shareholders of the Corporation.

SECTION 3: SHAREHOLDERS

Article 20: General regulations on shareholders

- 20.1 The shareholders of the Corporation are legal entities and individuals who own one or more shares of the Corporation. The shareholders have rights and obligations corresponding to the number of shares and type of shares that they own.
- 20.2 The shareholders are officially recognized after having paid fully the share purchase money and registered in the register of shareholders kept at the Corporation.
- 20.3 The foreign organizations can purchase shares of the Corporation according to the regulations of the State.
- 20.4 The legal representative of the shareholders at the Corporation:
- a. The individual shareholder can authorize another person with legal capacity and civil capacity to act as representative at the Corporation.
 - b. The above-mentioned authorization must be made in writing. If the shareholders want to change their representatives, they must send document to the Board of Directors of the Corporation.
 - c. The shareholders can self-group to appoint a representative. In case of appointing and changing the representative for a group of shareholders, must be approved by such shareholders in writing.
 - d. In the case that a new legal entity shareholder is merged, incorporated from former shareholder or inherits the rights and obligations of the former legal entity, this new legal entity shareholder must submit to the Board of Directors the valid documents about the merger, incorporation or inheritance so that the Board of Directors handles on shareholder, stocks, shares and representative in accordance with the law in force. In the case that the legal entity shareholder dissolves, the shares of this Corporation are transferred to the other legal entity or individual according to the notice of the Board of Directors or Liquidation Board of such legal entity.

Article 21: Rights of ordinary shareholders

- 21.1 The ordinary shareholders have the following rights:
- a. Attend and speak at the Shareholders' meetings and exercise their right to vote in person or through an authorized representative; each ordinary share has one vote.
 - b. Receive dividends as decided by the General meeting of shareholders.

- c. Have priority to purchase newly offered shares corresponding to the rate of ordinary shares of each shareholder in the Corporation.
 - d. Freely transfer their shares to the other shareholders and to the persons who are not shareholders, unless otherwise provided in clause 5 Article 84 of the Corporate law.
 - e. Consider, look up and extract the information in the List of shareholders with right to vote and request to amend the inaccurate information.
 - f. Consider, look up, extract or copy the Charter of the Corporation, Minutes Book of the General meeting of shareholders and resolutions of the General meeting of shareholders.
 - g. When the Corporation dissolves or goes bankrupt, receive a part of the remaining assets corresponding to the capital contribution shares to the Corporation.
 - h. Other rights according to the regulations of the Corporate law and the Charter of the Corporation.
- 21.2 Shareholder or group of shareholders who own representing more than 10% of ordinary shares for a continuous period of at least 6 months have the following rights:
- a. Request to convene the General meeting of shareholders in the case specified in clause 3 Article 79 of the Corporate Law.
 - b. Nominate the person to the Board of Directors and Supervisory Board (if any).
 - c. Review and extract the minutes book and resolutions of the Board of Directors, mid-year and annual financial statements under the form of Vietnam accounting system, and the reports of the Supervisory Board.
- 21.3 The shareholders are notify regularly about the operation situation of the Corporation; entitled to request the Board of Directors to provide information about the business results related to the interests of shareholders (except for the business secrets of the Corporation including marketing, way of choosing partners, business operation methods).

Article 22: Responsibilities and obligations of shareholders

- 22.1 Contribute fully the registered share capital. It is not allowed to withdraw the contributed capital by ordinary shares from the Corporation in any form, except for the case that the Corporation or other person repurchases shares. In case that one shareholder withdraw partially or wholly the

contributed share capital contrary to the regulations in this clause, Chairman of the Board of Directors and legal representative of the Corporation must be jointly responsible for the debts and other asset obligations of the Corporation within the value of withdrawn shares.

- 22.2 Implement the Charter of the Corporation.
- 22.3 Implement strictly the Decisions of the General meeting of shareholders, contribute opinions about the operation of the Board of Directors, General Director and Supervisory Board.
- 22.4 Bear responsibility for the loss of the Corporation corresponding to the ordinary shares they own and only bear responsibility for the debts of the Corporation within their shares.
- 22.5 Pay fully the committed shares to purchase within 90 (ninety) days from the issuance of business registration certificate to the Corporation; bear responsibility for the debts and other asset obligations of the Corporation within the capital contributed to the Corporation.
- 22.6 Protect the prestige, benefits, assets keep confidential the operations of the Corporation.

SECTION 4: SHARE REPURCHASE

Article 23: Repurchase shares at the request of shareholders

- 23.1 The shareholders voting against the decision on the reorganization of the Corporation or change in rights and obligations of shareholders stipulated in the Charter of the Corporation have the right to request the Corporation to repurchase their shares. The request must be made in writing, specifying name and address of the shareholder, number of shares of each class, the expected price for sale, reason for requesting the Corporation to repurchase. The request must be sent to the Corporation within 10 days from adopting the decision on the issued mentioned in this Clause by the General meeting of shareholders.
- 23.2 The Corporation must repurchase the shares at the request of shareholders specified in Clause 1 this Article at the market price or the price set in the principle regulated in the Charter of the Corporation within 90 days from the receipt of request. In case of failure to reach agreement on price, the parties have the right to select a professional organization for pricing.

Article 24: Repurchase shares according to the decision of the Corporation

The Corporation has the right to repurchase not more than 30% of the sold ordinary shares, partially or wholly shares of other class according to the following regulations:

- 24.1 The repurchase of more than 10% of the total sold shares will be decided by the General meeting of shareholders. In other case, the repurchase of shares will be decided by the Board of Directors.
- 24.2 The Board of Directors decides the repurchase price of shares, the repurchase price must not be higher than the market price at the time of repurchase, unless otherwise regulated in clause 24.3 this Article.
- 24.3 The Corporation may repurchase shares of each shareholder corresponding to their share rate in the Corporation. In this case, the decision to repurchase shares of the Corporation must be notified to all shareholders within 30 days from adopting such decision is adopted. The notice must specify the total number of shares, the repurchase price, repurchase valuation principles, procedures and period of payment, procedures and deadlines for shareholders to sell their shares to the Corporation. The shareholders must send their share offer to the Corporation within 30 days from the notification.

Article 25: Terms of payment handling the repurchased shares

- 25.1 The Corporation is only entitled to pay all repurchased shares to the shareholders, if immediately after payment, the Corporation still ensures to make full payment of debts and other assets obligations.
- 25.2 All these repurchased shares are considered as the unsold recovered shares among the authorized shares for offer, there is the specific minutes of these shares; At the same time they must be destroyed immediately after the respective shares have been paid in full.
- 25.3 After full payment of the repurchased shares, if the total value of assets recorded in the accounting books of the Corporation decreased by more than 10%, the Corporation must notify it to the creditors within 15 days from the full payment of the repurchased shares.

CHAPTER IV

ORGANIZATION, MANAGEMENT, OPERATION AND CONTROL

SECTION 1: GENERAL MEETING OF SHAREHOLDERS

Article 26: General meeting of shareholders

- 26.1 The General meeting of shareholders is the highest deciding body of the Corporation. The General meeting of shareholders includes 03 forms: Establishment General meeting of shareholders, annual General meeting of shareholders and extraordinary General meeting of shareholders. The participants in the General meeting of shareholders are regulated in Article 101 of the Corporate law.
- 26.2 The General meeting of shareholders is only held validly when it has enough conditions as regulated in Article 35 of this Charter.
- 26.3 Adopt the Resolution of the General meeting of shareholders under Article 37 of this Charter.

Article 27: Establishment General meeting of shareholders

The establishment General meeting of shareholders has tasks:

- 27.1 Discuss and pass the Charter.
- 27.2 Elect the Board of Directors and Supervisory Board.
- 27.3 Discuss and pass the strategic plans for production and business, investment projects
- 27.4 Other contents within its jurisdiction in accordance with the law

Article 28: The annual General meeting of shareholders has the following rights and tasks:

- 28.1 Decide class of share and total number of shares of each class authorized for offer; decide the annual dividend rate.
- 28.2 Elect, dismiss, remove the members of the Board of Directors, members of the Supervisory Board.
- 28.3 Consider and deal with violations of the Board of Directors and Supervisory Board causing damages to the Corporation and the Corporation's shareholders.
- 28.4 Decide the reorganization, dissolution of the Corporation.
- 28.5 Decide the revision and amendment to the Charter of the Corporation.
- 28.6 Approve the annual financial statements.
- 28.7 Approve the development orientation and annual production and business plans of the Corporation; decide to sell the assets with a value equal to or greater than 50% of the total value of assets recorded in the most recent financial statements of the Corporation.

- 28.8 Decide to repurchase over 10% of total sold shares of each class.
- 28.9 Other rights and tasks stipulated in the Corporate Law and Charter of the Corporation.

Article 29: Extraordinary General meeting of shareholders

- 29.1 Reasons and conditions for convening the extraordinary General meeting of shareholders:

When arising the urgent problems that affect the organization and production and business of the Corporation, the Board of Directors must convene the extraordinary General meeting of shareholders at the request of the following subjects:

- a. At the request of at least two members of the Board of Directors.
- b. At the request of shareholder or group of shareholders as prescribed in Clause 2 Article 21 of this Charter or the Supervisory Board, in the case that the Board of Directors violates seriously the obligations of the manager stipulated in items a, b, c, Clause 3, Article 79 of the Corporate Law or the serious violations under the regulations of this Charter.

- 29.2 Rights and obligations of the extraordinary General meeting of shareholders:

- a. Decide the policy for dealing with abnormal problems and important disputes and procedures that the Supervisory Board can not deal with.
- b. Consider the violations of the Board of Directors, Supervisory Board; removal, dismissal and elect for supplementation and replacement for the members of the Board of Directors, members of the Supervisory Board when violating the Charter and cause damages to the Corporation or when there have other legitimate reasons.
- c. Vote on revision, amendment to the Charter.
- d. Deal with the issues that caused major sudden changes in the Corporation.
- e. Declare bankruptcy or decide to liquidate or dissolve the Corporation.
- f. Deal with other urgent issues.

Article 30: Authority to convene the General meeting of shareholders

- 30.1 The General meeting of shareholders is held at least once a year.

- 30.2 The General meeting of shareholders is convened:

- a. According to the decision of the Board of Directors.

- b. At the request of a shareholder or group of shareholders as prescribed in Clause 2 Article 21 of this Charter or of the Supervisory Board in the event that the Board of Directors violates seriously the obligations of the manager stipulated in the Corporate Law, the Board of Directors makes decision exceeding its delegated authority.
- 30.3 The Board of Directors must convene the General meeting of shareholders within 30 days from the receipt of the request specified in point b clause 30.2 Article 30.
- a. In the case that the Board of Directors fails to convene the General meeting of shareholders as regulated, the Chairman of the Board of Directors must bear responsibility to the law and must make compensation for damages arising to the Corporation.
 - b. In the case that the Board of Directors fails to convene the General meeting of shareholders as appoint a clause 30.3 this Article, within next 30 days, the Supervisory Board must replace the Board of Directors to convene the General meeting of shareholders according to the regulations of the Corporate Law.
 - c. In the case that the Supervisory Board fails to convene the General meeting of shareholders as regulated, the Head of the Supervisory Board must bear responsibility to the law and must make compensation for damages arising to the Corporation.
 - d. In the case that the Supervisory Board fails to convene the General meeting of shareholders as stipulated in point b clause 30.3 this Article, the shareholder or group of shareholders stipulated in clause 2 Article 21 of this Charter has the right to replace the Board of Directors, the Supervisory Board convenes the General meeting of shareholders according to the regulations of the Corporate law. All reasonable and legal costs for convening and holding the General meeting of shareholders will be reimbursed by the Corporation.

Article 31: List of Shareholders with rights to attend the General meeting of shareholders

- 31.1 The list of Shareholders with rights to attend the General meeting of shareholders is made based on the register of shareholders of the Corporation. The list of Shareholders with rights to attend the General meeting of shareholders is made when having the decision to convene and must complete 10 days at the latest before the opening of the General meeting of shareholders.

- 31.2 The list of Shareholders with rights to attend the General meeting of shareholders must include full name, permanent address for individuals; name, head office for organizations, number of shares of each class held by each shareholder.
- 31.3 Each shareholder has the right to be provided with information related to them, recorded in the list of Shareholders with rights to attend the General meeting of shareholders.
- 31.4 A shareholder or group of shareholders as stipulated in Clause 2 Article 21 of this Charter has the right to view the list of Shareholders with rights to attend the General meeting of shareholders.
- 31.5 The shareholders have the right to request the amendment of false information or supplementation of necessary information about them in the list of Shareholders with rights to attend the General meeting of shareholders.

Article 32: Program and content of the General meeting of shareholders

- 32.1 The convener of the General meeting of shareholders must prepare the program and content of the meeting.
- 32.2 At the request of a shareholder or group of shareholders as prescribed in Clause 2 Article 21 of this Charter has the right to propose issues introduced in the program of the General meeting of shareholders. The proposal must be in writing and must be sent to the Corporation 03 working days at the latest before the opening date. The proposal must specify name of shareholders, number of each class of share of shareholders, proposed issue introduced in the meeting program.
- 32.3 The convener of the General meeting of shareholders only has the right to refuse the proposal stipulated in Clause 2 Article 21 of this Charter if there is one of the following cases:
- a. The proposal is sent untimely or inadequately or improper content.
 - b. The proposed issue is not within the competence to decide of the General meeting of shareholders.

Article 33: Invitation for General meeting of shareholders

- 33.1 The convener of the General meeting of shareholders must send the letter of invitation to the shareholders' representatives and the shareholders with rights to attend the meeting 07 working days at the latest before the opening date.

33.2 Enclosed with the letter of invitation, there must be the meeting program, location, meeting time and discussion materials to make foundation for adopting the decision.

Article 34: Right to attend the General meeting of shareholders

34.1 The shareholders with right to attend the meeting can be in person or authorize in writing another person to attend the General meeting of shareholders.

34.2 In the case that the shares are transferred in the period from the date of finishing the making of list of shareholders to the opening date of the General meeting of shareholders, the transferee has the right to attend the General meeting of shareholders to replace the transferor for the transferred shares.

34.3 The apparent delegates attending the General meeting of shareholders are the members of the Board of Directors, Supervisory Board.

Article 35: Conditions for holding the General meeting of shareholders

35.1 The General meeting of shareholders is held when the number of shareholders attending the meeting represents at least 65% of the total voting shares.

35.2 In the case that the first meeting is ineligible for holding as regulated by Clause 1 Article 35, it will be convened for the second meeting within 30 days from the date when the first meeting was expected to be opened. The meeting of the General meeting of shareholders convened for the second meeting is held when the number of shareholders represents for at least 51% of the total voting shares.

35.3 In the case that the second meeting is ineligible for holding as regulated by Clause 2 Article 35, it will be convened for the third meeting within 20 days from the date when the second meeting was expected to be opened. In this case, the meeting of the General meeting of shareholders is held independently on the number of shareholders attending the meeting and rate of voting shares of the shareholders attending the meeting.

35.4 Only the General meeting of shareholders has the right to change the meeting program enclosed with the notice of invitation for meeting according to the regulations of Article 100 of the Corporate Law.

Article 36: Format for holding the General meeting of shareholders

- 36.1 The Organization Board of the Meeting has responsibility for inspecting and verifying the qualification of the shareholders or their representatives attending the Meeting, make a list of presence (write the number of held shares, representative shares). The person who registers to attend the meeting will be issued voting cards corresponding to the number of issues to be voted in the program.
- 36.2 The annual General meeting or extraordinary General meeting will be chaired by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is absent, may authorize the Vice-Chairman of the Board of Directors or a Member of the Board of Directors to be the chairman. For the establishment General meeting of shareholders, the General Director of the equitized enterprise is the chairman, for the , extraordinary Meeting proposed by the Supervisory Board, the Head of the Supervisory Board is the chairman.
- 36.3 The chairman appoints the secretary to make the minutes of General meeting of shareholders. The General meeting of shareholders elects the Vote counting board no more than three persons at request of the meeting chairman.
- 36.4 The General meeting of shareholders discusses and votes according to each issue in the program content. The voting is conducted by collecting voting cards approving the resolution, and then collecting voting cards disapproving. Finally, count votes and gather the number of votes in approval, disapproval. The vote counting results area announced chairman right before closing the meeting.

Article 37: Approving the decision of the General meeting of shareholders

- 37.1 The General meeting of shareholders approves the decisions within its competence by voting at the meeting or collecting opinions in writing,
- 37.2 The decision of the General meeting of shareholders is approved at the meeting when:
 - a. The number of shareholders representing at least 65% of the total votes of all shareholders attending agrees.
 - b. For decision on class of share and number of authorized shares for offer of each class; revisions, amendments to the Charter of the Corporation; reorganization and dissolution of the Corporation; sold more than 50% of the total assets value recorded in the most recent financial statement of the

Corporation, must be agreed by the number of shareholders representing at least 75% of the total votes of all shareholders attending the meeting.

- 37.3 The decision of the General meeting of shareholders must be notified to the shareholders with right to attend the General meeting of shareholders within 15 days from approving the decision.

Article 38: Minutes of the General meeting of shareholders

38.1 The General meeting of shareholders must be recorded in the minutes book of the Corporation. The minutes must contain the following main contents:

- a. Time and location of the General meeting of shareholders.
- b. Working program.
- c. Chairman and secretary.
- d. The discussion and voting issues at the General meeting of shareholders. Summary of the opinions speaking at the General meeting of shareholders.
- e. Total number of votes for each voting issue.
- f. Approved decisions.
- g. Full name and signature of the chairman and secretary.

38.2 The minutes of the General meeting of shareholders must be completed and approved before closing the meeting. The extracts of the minutes must be signed by the Chairman of the Board of Directors or 02 members of the Board of Directors.

Article 39: Request to cancel the decision of the General meeting of shareholders

Within 90 days from the approval of the decision, the shareholders, members of the Board of Directors, General Director and Supervisory Board have the right to request the court to consider and cancel the decision of the General meeting of shareholders in the following cases:

- 39.1 The sequence and procedures for convening the General meeting of shareholders does not comply with the Corporate Law and the Charter of the Corporation.
- 39.2 The sequence, procedures for making decisions and the decision contents violate the law or the Charter of the Corporation.

SECTION 2: BOARD OF DIRECTORS

Article 40: Board of Directors

40.1 The Board of Directors is the highest management body of the Corporation between 02 Meeting sessions, has full power in the name of the Corporation to decide all issues relating to the purposes, interests of the Corporation, except for the issues within the competence of the General meeting of shareholders.

40.2 The Board of Directors consists of 05 members, in which at least one third of total members of the Board of Directors are the non-executive members of the Board of Directors, have the following rights and obligations:

- a. Decide the medium-term development strategy and plan and annual business plan of the Corporation.
- b. Propose the class of shares and total number of authorized shares for offer of each class.
- c. Decide to offer the new shares within the authorized shares for offer of each class; decide to mobilize more capital in other forms.
- d. Decide the investment plans.
- e. Decide solutions for market development, marketing and technology through the purchase, sales, loan contracts and other contracts with value equal to or more than 50% of the total value of assets recorded in the most recent financial statements of the Corporation.
- f. Appoint, dismiss, remove, sign contract, terminate contract for the General Director, Deputy General Director, Chief Accountant.
- g. Supervise and direct the General Director and other manager in operating the daily business of the Corporation.
- h. Decide the organizational structure, internal management regulations of the Corporation at the request of the General Director.
- i. Submit the annual financial settlement report to the General meeting of shareholders.
- j. Propose the dividend rate to be paid, decide the procedures and period for payment of dividends or dealing with losses arising during the business in accordance at the proposal of the General Director.

- k. Decide the offer price of shares and bonds of the Corporation, value the capital contribution assets that are not Vietnamese currency.
 - l. Approve the program, contents of materials for the General meeting of shareholders, convene the General meeting of shareholders or perform the procedures for consulting so that the General meeting of shareholders approves the decision.
 - m. Propose the reorganization or dissolution of the Corporation.
 - n. Other rights and obligations stipulated in the Corporate law and the Charter of the Corporation.
- 40.3 The Board of Directors approves the decision by voting at the meeting or collects opinions in writing. Each member of the Board of Directors has one vote.
- 40.4 The Board of Director can suspend the decisions of the General Director if it finds illegal, violates the charter, resolutions and regulations of the Board of Directors.
- 40.5 Bear responsibility for the violations of the law, violations of the Charter, the administrative violations causing damages to the Corporation.
- 40.6 The salary or allowances of the members of the Board of Directors will be decided by the General meeting of shareholders.

Article 41: Standards and conditions to become members of the Board of Directors

The members of the Board of Directors must have the following standards and conditions:

- 41.1 Have enough civil capacity, not belonging to the subject that is prohibited to manage the enterprise according to the regulations of the Corporate Law.
- 41.2 Being the individual shareholder owning at least 5% of total ordinary shares or other person who has qualifications and experience in business management or in the main business lines of the Corporation.
- 41.3 The Chairman of the Board of Directors can hold concurrently the title of General Director when this concurrent holding is approved yearly at the annual General meeting of shareholders. The members of the Board of Directors can hold concurrently as Deputy General Director, Chief Accountant and other managers.

41.4 Have enough health, good ethics, quality, honesty, integrity, legal knowledge.

Article 42: Term of the Board of Directors

42.1 The term of the Board of Directors and members of the Board of Directors is not more than 05 years; for the first term, the first year is calculated from the official establishment of the Corporation and ends on 31 December of the fifth year.

42.2 During the term, the General meeting of shareholders can dismiss, remove and elect additional members for the Board of Directors to undertake for the end of term.

42.3 The Board of Directors can appoint another person to be temporarily member of the Board of Directors to replace arising vacancy and this new member must be approved at the General meeting of shareholders immediately followed. After obtaining the approval of the General meeting of shareholders, the appointment of such new member is considered effective on the date of appointment by the Board of Directors. The term of the new member of the Board of Directors is calculated from when the appointment is valid until the end of the term of the Board of Directors. In the case that the new member is not approved by the General meeting of shareholders, all decisions of the Board of Directors to before the time of taking place the General meeting of shareholders with the voting of the replacement member of the Board of Directors is still considered valid.

Article 43: Chairman of the Board of Directors

43.1 The Board of Directors elects the Chairman of the Board of Directors among the members of the Board of Directors. The Chairman of the Board of Directors can hold concurrently the General Director of the Corporation.

43.2 The Chairman of the Board of Directors has the following rights and duties:

- a. Make programs, operation plans of the Board of Directors.
- b. Prepare programs, contents, materials for meetings; convene and chair the meetings of the Board of Directors.
- c. Organize the approval of decision of the Board of Directors,
- d. Supervise the implementation of the decisions of the Board of Directors.
- e. Chair the General meeting of shareholders.

- f. Other rights and duties according to the regulations of the Corporate law and this Charter.
- 43.3 In the case that the Chairman of the Board of Directors is absent or unable to perform assigned duties, the Vice-chairman authorized by the Chairman of the Board of Directors will implement the rights and duties of the Chairman of the Board of Directors. In the case that no person is authorized, the remaining members choose one of them to temporarily implement the rights and duties of the Chairman of the Board of Directors.

Article 44: Board of Directors meeting

- 44.1 The Chairman of the Board of Directors has the right to convene the Board of Directors meeting:
- a. Quarterly, at least one meeting must be held, in case of necessity, the extraordinary meeting may be held.
 - b. At the request of the Supervisory Board or other persons stipulated in the Corporate law and the Charter of the Corporation.
- 44.2 The Board of Directors meeting is held when 3 or more members per total of 5 members of the Board attend. The decisions of the Board of Directors are passed if a majority of the members attending the meeting approves. In the case of equal votes, the final decision belongs to the side having opinion of the Chairman of the Board of Directors.
- 44.3 Procedures for convening and holding the Board of Directors meeting are according to the regulations of the Corporate law and this Charter.
- 44.4 The Board of Directors meeting must be fully recorded in the minutes book, the Chairman and secretary must be jointly responsible for the accuracy and truthfulness of minutes of the Board of Directors meeting.

Article 45: Right to be provided information of the members of the Board of Directors

- 45.1 The members of the Board of Directors have the right to require the General Director, Deputy General Director, Center Director, Director of the subsidiary Company, managers of other units in the Corporation to provide information, documents about the financial situation, business operation of the Corporation and the units in the Corporation.
- 45.2 The manager is required to provide timely, fully and accurately the information and documents at request of the members of the Board of Directors.

Article 46: Dismissal, removal and supplementation of members of the Board of Directors

46.1 The members of the Board of Directors are dismissed, removed in the following cases:

- a. Have not enough standards and conditions as stipulated in Article 110 of the Company Law or Article 41 of this Charter.
- b. Not participate in the activities of the Board of Directors for 6 consecutive months, except for the force majeure.
- c. Have application for resignation.
- d. Dismissed by decision of the General meeting of shareholders

46.2 In the case that the number of members of the Board of Directors is reduced 2 members of total 5 members of the Board members and over compared to the number regulated in the Charter of the Corporation, the Board of Directors must convene the General meeting of shareholders within a period not exceeding 60 (sixty) days from the reduction of members according to the above regulations to carry out additional election.

46.3 In other cases, the most recent meeting of the General meeting of shareholders will elect new members to replace the reduced members of the Board of Directors.

Article 47: Assignment of tasks and rights between the members in the Board of Directors

47.1 The Chairman of the Board of Directors has the following responsibilities and rights:

- a. As Clause 2 Article 43 of this Charter.
- b. Authorize and bear responsibility for its authorization.

47.2 The Vice-Chairman of the Board of Directors has responsibility for implementing the tasks assigned by the Chairman, on behalf of the Chairman to implement the authorized work regulated in Clause 3 Article 43 of this Charter during the Chairman's absence or inability to perform assigned tasks.

47.3 The members of the Board Members directly implement the tasks assigned to the Board of Directors, not authorize the other person. The tasks and rights of the members of the Board of Directors are as follows:

- a. Study and evaluate the situation, operating results and contribute to the establishment of development direction, operating results of the Corporation in each period.
- b. Entitled to request the title cadres in the Corporation (General Director, Deputy General Director, Chief Accountant, Director of the Subsidiary Company, Center Director...) to provide all documents related to the operation of the Corporation to carry out its tasks.
- c. Attend meetings of the Board, to discuss and vote on the issues of session content, personal responsibility before the law, the General Meeting of Shareholders and the Board of Management of the behavior of themselves.
- d. Implement the Charter of the Corporation and the Resolution of the General meeting of shareholders, Resolution of the Board of Directors related to each member under the assignment of the Board of Directors.

SECTION 3: CAPITAL STATE REPRESENTATIVE

Article 48: State owner assigns tasks to the State capital representative to decide the following contents of the Corporation

- 48.1 Objectives, tasks and business lines; reorganization, dissolution and request for bankruptcy of the enterprise.
- 48.2 Charter, revision and amendment to the Charter of the Corporation.
- 48.3 Increase or decrease in charter capital; time and method of capital mobilization; class of share and total number of shares of each class authorized for offer; repurchase of over 10% of the total sold shares of each class.
- 48.4 Nomination for election, proposal for dismissal, removal, commend and reward, dealing with violations of the members of the Board of Directors, Chairman of the Board of Directors, members of the Supervisory Board; nomination for appointment, dismissal, signing contract, terminating contract with the General Director of the Corporation. The remuneration, salary, bonus and other benefits of the members of the Board of Directors, members of the Supervisory Board, General Director of the Corporation; number of members of the Board of Directors, members of the Supervisory Board, Deputy General Director of the Corporation.
- 48.5 Production and business strategies and plans and development investment plans for 5 years of the Corporation.

- 48.6 Policy for establishment of subsidiary companies; establishment, reorganization, dissolution of branches, representative offices.
- 48.7 Policy for investment, purchase, sales of assets and loan, lending contract with value equal to or greater than 50% of the total value of assets recorded in the most recent financial statements of the Corporation.
- 48.8 Annual financial statements, profit distribution, appropriation and use of funds, annual dividend rate of the Corporation.

Article 49: Responsibilities of the state capital representative

The authorized representative for implementing the rights and responsibilities of the state owner has responsibility for complying with the law; implementing in accordance with the tasks assigned by the state owner when deciding the contents specified in Article 48 of this Charter; timely reporting to the owner about the enterprise operating at loss, failure to ensure solvency, not completing objectives and tasks assigned by the owner or other violation cases.

SECTION 4: GENERAL MANAGEMENT AND ASSISTANCE MACHINERY

Article 50: General Director

- 50.1 The General Director is the legal representative of the Corporation.
- 50.2 The General Director is the person who operates the daily activities of the Corporation. The General Director is appointed and dismissed by the Board of Directors, it is not necessary to be the shareholder and also not necessary to be the member of the Board of Directors.
- 50.3 The General Director bears responsibility to the Board of Directors for the operation responsibility of the Corporation.

The General Director of the Corporation is not allowed to be concurrently Director, General Director, Chairman of the Board of Directors, Vice-Chairman of the Board of Directors at the enterprise outside the Corporation.

- 50.4 The assistant to the General Director is the Deputy General Directors appointed, dismissed by the Board of Directors at the request of the General Director.

Article 51: Standards for selection of General Director

The General Director must have enough following conditions:

- 51.1 Have civil capacity and not the subject who is prohibited to manage the enterprise according to the regulations of the Corporate Law.
- 51.2 Have university level in one of the economic - technical or business administration fields; have at least 10 years of working in the main business lines of the Corporation; have enough knowledge and experience in managing the Corporation, law knowledge.

Article 52: Functions and duties of the General Director

- 52.1 Operate and bear responsibility for all business activities of the Corporation under the resolutions and decisions of the Board of Directors, resolutions of the General meeting of shareholders, Charter of the Corporation and comply with the law.
- 52.2 Organize the implementation of the decisions of the Board of Directors.
- 52.3 Maintain and develop the capital implementing according to the business plan approved by the Board of Directors and passed by the General meeting of shareholders.
- 52.4 Organize the implementation of business plan and investment plan of the Corporation.
- 52.5 Establish and submit the long-term plans and annual plans to the Board of Directors.
- 52.6 Propose the plan for organizational structure, internal management regulations of the Corporation.
- 52.7 Decide on purchase and selling prices of raw materials and products (except for the products, services regulated by the State).
- 52.8 Decide on propaganda, advertising, marketing measures, production encouragement and expansion measures.
- 52.9 Propose the Board of Directors to appoint and dismiss, commend and reward, take disciplinary measures for the titles: Deputy General Director, Chief Accountant of the Company.
- 52.10 Decide to appoint, dismiss, remove the Heads, Deputy Heads of the operation and professional departments.
Decide to appoint, dismiss, remove, sign labor contract, terminate labor contract and commend and reward and take disciplinary measures for the subordinate leaders, officers and employees of the Parent Company.
- 52.11 Sign economic contracts in accordance with the law.

- 52.12 Report to the Board of Directors about the operation situation, operating results of the Corporation.
- 52.13 Represent the Corporation in suing the cases related to the interests of the Corporation when it is authorized in written by the Board of Directors.
- 52.14 Decide on salary and allowances (if any) for the employees of the Corporation, including the managers under the authority to appoint of the General Director.

Article 53: Rights and responsibilities of the General Director

- 53.1 The General Director is the person who has the highest right to decide on all operation activities of the Corporation and bears responsibility to the Board of Directors for the implementation of the assigned rights and duties.
- 53.2 Refuse to implement the decisions of the Chairman, Vice-Chairman and members of the Board of Directors if finds that it is contrary to the law, Charter and resolutions of the General meeting of shareholders, at the same time must have responsibility for notifying the Supervisors.
- 53.3 Recruit, hire and arrange the use of labors in accordance with the regulations of the Board of Directors; take commend and reward, disciplinary measures or termination labor contract for the employees in accordance with labor law.
- 53.4 Allowed to decide the measures beyond its competence in the cases of emergency such as: act of God, epidemic diseases, fire, incident ... and take responsibility for these decisions and at the same time immediately report to the Board of Directors.
- 53.5 Bear responsibility to the Board of Directors, the General meeting of shareholders and the laws for the mistakes that cause damages to the Corporation.

Article 54: Authorization – Delegation

- 54.1 The General Director of the Corporation can authorize, delegate the Deputy General Directors or other persons to act on his behalf to solve some works of the Corporation and bear legal responsibility for his authorization, delegation.
- 54.2 The person who is authorized, delegated by the General Director must take legal responsibility to the General Director and the law for his acts.

54.3 All authorizations, delegations related to the seal of the Corporation must be made in writing.

54.4 The member units, Heads of the Departments, Divisions of the Corporation can authorize, delegate the subordinate employees.

Article 55: Resignation and natural loss of status

55.1 When the General Director wants to resign, must submit an application to the Board of Directors. Within 30 days from the receipt of application, the Board of Directors will consider and decide.

55.2 The General Director of the Corporation does not achieve the plan target in two consecutive years, the incumbent General Director resigns.

55.3 The General Director naturally loses status in case of occurrence of one of the following cases:

- a. Die, lose mind, lose civil rights.
- b. Desert his post on his own initiative.

55.4 In the case that the General Director loses status, the Board of Directors must appoint a temporary replacement.

Within a maximum of 20 days, the Board of Directors must complete the procedures for appointing new General Director.

Article 56: Obligations of Corporation manager

The Board of Directors, General Director and other managers of the Corporation within their responsibilities and rights have the following responsibilities and rights:

56.1 Implement the rights and assigned tasks honestly and diligently for the benefit of the Corporation and the Corporation's shareholders.

56.2 Must not abuse the position and rights, assets of the Corporation to gain profits for individuals, for other persons; must not bring the assets of the Corporation to others; must not disclose the secret of the Corporation, unless otherwise approved by the Board of Directors.

56.3 When the Corporation does not pay all the debts and other asset obligations due and payable:

- a. Must notify the financial position of the Corporation to all creditors.
- b. Must not increase salary, must not pay bonus to the employees of the Corporation, including the manager.

- c. Must bear personal responsibility for any damage caused to the creditors due to failure to implement the regulations in points a and b of this Clause.
- d. Propose the measures to overcome the financial difficulties of the Corporation.

SECTION 5: AUTHORITY TO DECIDE TYPES OF CONTRACT

Article 57: The contracts must be approved by the General meeting of shareholders or Board of Directors

- 57.1 The contracts or transactions between the Corporation and the following subjects must be approved by the General meeting of shareholders or the Board of Directors:
- a. Shareholders, authorized representative of the shareholder owning more than 35% of total ordinary shares of the Corporation and their related persons.
 - b. Members of the Board of Directors, General Director.
 - c. Enterprise prescribed in points a and b Clause 1 Article 118 of the Corporate law and the related persons of the members of the Board of Directors, General Director.
- 57.2 For the contract of the enterprise (related to the interests of the members of the Board of Directors, Supervisory Board or other managers) with value less than 50% of total assets value recorded in the most recent financial statement of the Corporation must be approved by the Board of Directors before signing. The members of the Board of Directors who have interests related to the contracting party do not have voting rights.
- 57.3 In the case that the contract stipulated in Clause 55.1 this Article is signed but has not been approved by the General meeting of shareholders or Board of Directors, such contract is null and void and handled according to the regulations of the law. The persons who cause damages to the Corporation must make compensation.

SECTION 6: SUPERVISORY BOARD

Article 58: Functions of the Supervisory Board

- 58.1 The Supervisory Board is an organization on behalf of shareholders to control all business operations, management and operation of the Corporation.

- 58.2 The Supervisory Board includes 03 members elected and dismissed by the General meeting of shareholders.
- 58.3 The Supervisory Board elects 01 person as the Head of the Supervisory Board.
- 58.4 The member of the Supervisory Board is called as supervisor
- 58.5 The rights and duties of the Supervisory Board are stipulated in Article 123 of the Corporate Law.
- 58.6 The salary or allowances of the members of the Supervisory Board is decided by the General meeting of shareholders.

Article 59: Standards for selection of Supervisor

- 59.1 The Supervisor is a shareholder, qualified, has knowledge of techniques and business operations of the Corporation, in which at least 01 Supervisor must have accounting and financial operations.
- 59.2 The Supervisors are not allowed to be members of the Board of Directors, General Director, Chief Accountant of the Corporation; are not related persons: natural parents, adoptive parents, spouse, natural children, adopted children, siblings of the members of the Board of Directors, General Director, Chief Accountant of the Corporation.

Article 60: Term of Supervisor

- 60.1 The term of the Supervisor is the same term as the member of the Board of Directors and extended more 90 days to resolve the outstanding works.
- 60.2 In the term when the Supervisor post is vacant, the latest General meeting of shareholders must elect to replace according to the form of direct election, voting by ballot.

Article 61: Resignation and loss of status of Supervisor

- 61.1 If the Head of Supervisory Board wants to resign, the Supervisor resigns, must submit an application to the Board of Directors and approved by the General meeting of shareholders.
- 61.2 The Supervisor loses status when violating one of the cases as for the members of the Board of Directors.
- 61.3 In the case that the title of Head of the Supervisory Board is vacant, the remaining Supervisors appoint the replacement.
- 61.4 In the case that the post of Supervisor with financial and accounting operations is vacant, the Board of Directors must appoint a temporary

replacement until the General meeting of shareholders is convened for additional election.

Article 62: Rights and duties of the Supervisory Board

62.1 The Supervisory Board supervises the Board of Directors, General Director in the management and operation of the Corporation. Bear responsibility to the General meeting of shareholders for implementing the assigned tasks.

62.2 Inspect the reasonableness, legality, honesty and prudence in the management, operation and business, organization of accounting, statistics, and preparation of financial statements.

62.3 Appraise the business report, annual financial statements and six-month report of the Corporation, report on evaluation of the management of the Board of Directors.

Submit the appraisal report, annual financial statement, business report of the Corporation and report on evaluation of the management of the Board of Directors to the General meeting of shareholders at the annual meeting.

62.4 Consider the accounting books and other documents of the Corporation, the management and operations of the Corporation at any time it deems necessary or as decided by the General meeting of shareholders or at request of a shareholder or group of shareholders prescribed in Clause 2, Article 79 of the Corporate Law.

62.5 When having request of a shareholder or group of shareholders prescribed in Clause 2, Article 79 of the Corporate law, the Supervisory Board carries out the inspection within seven working days from the receipt of the request. Within fifteen days from the end of the inspection, the Supervisory Board must report to the explanation of the issues required to be inspected to the Board of Directors and a shareholder or group of shareholders required.

The inspection of the Supervisory Board specified in this Clause must not obstruct the normal operation of the Board of Directors, not interrupt the business operation of the Corporation.

62.6 Propose the Board of Directors or the General meeting of shareholders the measures for amending, supplementing and improving the organizational structure, management and business operations of the Corporation.

- 62.7 When finding that the members of the Board of Directors, General Director violates the obligations of the manager stipulated in Article 119 of the Corporate law, must notify immediately in writing to the Board of Directors, request the person who has violation to terminate the violation and take solutions for overcoming the consequence.
- 62.8 Implement the other rights and duties according to the regulations of the Corporate law, Charter of the Corporation and decision of the General meeting of shareholders.
- 62.9 The Supervisory Board has the right to use an independent consultant to perform the assigned tasks.

The Supervisory Board may consult with the Board of Directors before submitting of the report, conclusion and recommendations to the General meeting of shareholders.

Article 63: Providing information to the Supervisory Board

- 63.1 The Board of Directors, members of the Board of Directors, General Director, Chief Accountant, Director of the Subsidiary Company , Center Director and other managers must provide fully timely the information, documents about the business operation of the Corporation at the request of the Supervisory Board.
- 63.2 The members of the Supervisory Board have the right to access the records and documents of the Corporation kept at the head office, have the right to come to the place where the managers and employees of the Corporation are working.
- 63.3 The Supervisory Board, members of the Supervisory Board are not allowed to disclose secret of the Corporation.

CHAPTER V

SYSTEMS OF LABOR AND INTERESTS OF EMPLOYEES

Article 64: Systems and interests of the employees

64.1 Recruitment system:

The labor recruitment and salary payment is implemented according to the system of labor contract between the General Director (or person authorized by the General Director) and the employees in accordance with the regulations of the law.

64.2 Systems and interests of the employees working in the Corporation:

- a. The employees who are working for Vietnam Hydraulic Engineering Consultants Company according to the system of labor contract when transferring to the Corporation will be resigned the labor contract with employer on the basis of inheriting the signed labor contract since it was a State-owned enterprise.
- b. For the number of employees who voluntarily terminate the labor contract shall be settled under the current system.
- c. When transferring to the Corporation, all systems such as social insurance, health insurance and other systems according to the law will continue to be implemented by the Corporations.
- d. After 12 months since the enterprise transferred to the Corporation, if due to the demand for reorganizing the business, technological change and lead to loss of jobs of the employees, the policy for this employee is settled according to the current regulations of the Government.

CHAPTER VI

FINANCE – ACCOUNTING

Article 65: Financial settlement

- 65.1 The financial year of the Corporation begins from 01 January and ends on 31 December annually.
- 65.2 The Corporation implements the accounting in accordance with the current accounting and statistic law.
- 65.3 At the end of each year, the Board of Directors considers, approves the settlement to submit to the General meeting of shareholders:
 - a. Balance sheet of the Corporation.
 - b. Statement of operating results.
 - c. Statements of cash flows.
 - d. Notes to financial statements.
 - e. Summary statement of asset inventory at the end of the year.
 - f. These statements must be sent to the members of the Board of Directors, Supervisor at least 15 days in advance of the annual General meeting session.

65.4 After the Meeting, the documents, minutes of the General meeting of shareholders and all related documents must be kept at the office of the Corporation in accordance with the law.

Article 66: Payment of dividends and establishment of fund

66.1 The Corporation pays dividends to shareholders when the Corporation has the profitable business, completes tax obligations and funds (financial provision, production development, reward, discipline ...) according to the regulations of the law and immediately after paying fully the set dividends, the Corporation still ensures to make full payment of all debts and other asset obligations when they are due and payable.

The appropriation of funds and the paid dividend rate is proposed by the Board of Directors with General meeting of shareholders through decision and calculated according to % with consideration into the annual actual situation on the profit after tax.

66.2 The Board of Directors makes the list of shareholders who are entitled to receive dividends, determines the dividend rate payable for each share, the period and form of payment is thirty days at the latest before each payment of dividends. The notice of dividend payment must be sent to all shareholders fifteen (15) days at the latest before the payment of dividends.

The notice specifies full name, address of shareholders, number of shares of each class of shareholders, maximum dividend rate for each share and total dividends that such shareholders is received, the period for dividend payment is according to year term.

Article 67: Handling unprofitable business

In case of unprofitable business, the General meeting of shareholders may decide to solve timely according to the solutions:

67.1 Extract from financial contingency fund.

67.2 Transfer a part of loss to the next year, at the same time the General meeting of shareholders must decide the measures for overcoming.

Article 68: Auditing requirements

For the Corporation that is required by the law to be audited the annual financial statements must be confirmed by the independent auditing organization before submitting to the General meeting of shareholders for consideration and adoption.

Article 69: Disclose information of the Corporation

- 69.1 The General meeting of shareholders must be held within 4 months from the end of the financial year, may be extended but not more than 6 months. The Corporation must send the annual financial statements adopted by the General meeting of shareholders to the competent state agency according to the regulations of the Accounting Law and related legal documents.
- 69.2 The summary of annual report contents must be notified to all shareholders.
- 69.3 All organizations and individuals have the right to view or copy the annual financial statements of the Corporation in the business registration agency.

CHAPTER VII

REORGANIZATION, DISSOLUTION, BANKRUPTCY, LIQUIDATION AND LITIGATION

Article 70: Reorganization of the enterprise

- 70.1 Based on the market conditions, competition situation, the Corporation may be reorganized accordingly to maintain and develop in a stable and long-term way.
- 70.2 The reorganization is decided by the General meeting of shareholders on the basis of proposal of the Board of Directors.
- 70.3 The form of organization is selected in the solutions of incorporation or merger of enterprise with one or some other enterprises with the same business lines.
- 70.4 The reorganization procedures are implemented according to the regulations of the Corporate Law.

Article 71: Dissolution, liquidation.

The Corporation is dissolved in the following cases:

- 71.1 According to the decision of the General meeting of shareholders in the case that the Corporation has continuous losses.
- 71.2 The business license is revoked by the competent state agency.
- 71.3 When having the decision on dissolving the Corporation, the General meeting of shareholders establishes the Liquidation Board to replace the Board of Directors to together with the Supervisory Board carry out the

liquidation of the Corporation according to the regulated period and current financial regulations.

71.4 During the liquidation, the Liquidators and Supervisors have the right to propose the convening of General meeting of shareholders when necessary.

Article 72: Litigation, dispute

72.1 During the normal operation as well as during the liquidation, all decisions on handling the litigations related to the Corporation are under the competence of the competent state authority according to the current regulations

72.2 All shareholders have the right to complain for getting their legitimate interests and claim for damage compensation due to the fault caused by any member in the Corporation. If the Board of Directors ignores, the shareholders may appoint representatives to complain to the competent state agency.

CHAPTER VIII

OTHER REGULATIONS AND EXECUTION PROVISIONS

Article 73: Document keeping system of the Corporation

73.1 The Corporation must keep the following documents:

- a. Charter of the Corporation, revision and amendment to the Charter of the Corporation, internal management regulations of the Corporation, register of shareholders.
- b. Business registration certificate, certificate of business registration change, certificate of industrial property rights, certificate of product quality registration.
- c. Documents and papers certifying the ownership of assets of the Corporation.
- d. Minutes of the General meeting of shareholders, Board of Directors meeting; approved decisions.
- e. Prospectus for issuing securities.
- f. Report of the Supervisory Board, conclusion of the inspection agency, conclusion of the independent auditing organization.
- g. Accounting books, accounting documents, annual financial statements.

- h. Other documents as prescribed by the law.
- 73.2 The Corporation must keep the documents stipulated in Clause 1 Article 71 at its head office or elsewhere but must notify the shareholders and the business registration agency. The period of keeping is implemented according to the regulations of the law.

Article 74: Seal

- 74.1 The seal of the Corporation is carved according to the regulated form of the appropriate authorities and registered at the competent state agency.
- 74.2 The Board of Directors assigns the General Director to use and manage the seal in accordance with current regulations of the law.

Article 75: Execution provisions

The Corporation officially operates when the establishment General meeting of shareholders has completed fully the following procedures:

- 75.1 Confirm the list of shareholders who has purchased all issued shares committed to pay fully according to the regulations of the State.
- 75.2 Elected the Board of Directors, Supervisory Board and appointed the Chief Executive Officer.
- 75.3 The General meeting of shareholders discussed and approved all provisions in the Charter.
- 75.4 Delegated the rights to manage and operate the Corporation to the Board of Directors.
- 75.5 Complete the procedures for the State agencies according to the law in force.
- 75.6 During the production and business, some Articles, Clauses of the Charter that are not suitable will be revised at the session of the General meeting of shareholders.

Article 76: Charter registration

This Charter includes 8 Chapters 76 Articles adopted and approved entirely by the annual General meeting of shareholders of Vietnam Hydraulic Engineering Consultants Corporation - JSC on 25 April 2013.

The Charter is made into 10 copies with the same validity, in which:

1. 01 copy is submitted at Hanoi City Notary Public's Office.

2. 05 copies are registered at the appropriate authority according to the regulations of the Corporate law.
3. 04 copies are kept at the office of the Corporation.
4. The excerpts or copies are only valid when they are signed by the Chairman of the Board of Directors.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS

Chairman of the Board of Directors

**Vice- Chairman of the Board of
Directors**

Vo Van Lung

Nguyen Ngoc Lam

MEMBERS OF THE BOARD OF DIRECTORS

1- Mr. Le Manh Hiep

2- Mr. Vo Nhu Hung

3- Mr. Do Ngoc Cuong