

THE PRESIDENT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No. 28/2014/L-CTN

Hanoi, December 8, 2014

ORDER

On the promulgation of law¹

**THE PRESIDENT OF
THE SOCIALIST REPUBLIC OF VIETNAM**

Pursuant to Articles 88 and 91 of the Constitution of the Socialist Republic of Vietnam;

Pursuant to Article 91 of the Law on Organization of the National Assembly;

Pursuant to Article 57 of the Law on Promulgation of Legal Documents,

PROMULGATES

The Law on Enterprises,

which was passed on November 26, 2014, by the XIIIth National Assembly of the Socialist Republic of Vietnam at its 8th session.-

President of the Socialist Republic of Vietnam
TRUONG TAN SANG

¹ Công Báo Nos 1175-1176 (30/12/2014)
www.vanbanluat.vn

No. 68/2014/QH13

Law on Enterprises²

*Pursuant to the Constitution of the Socialist Republic of Vietnam;
The National Assembly promulgates the Law on Enterprises.*

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation

This Law prescribes the establishment, management organization, reorganization and dissolution of, and activities related to, enterprises, including limited liability companies, joint stock companies, partnerships and private enterprises; and prescribes corporate groups.

Article 2. Subjects of application

1. Enterprises.

2. Agencies, organizations and individuals involved in the establishment, management organization, reorganization and dissolution of, and activities related to, enterprises.

Article 3. Application of the Law on Enterprises and specialized laws

In case a specialized law contains particular provisions on the establishment, management organization, reorganization and dissolution of, and activities related to, enterprises, such law must prevail.

Article 4. Interpretation of terms

In this Law, the terms below shall be construed as follows:

² Công Báo Nos III 75-1176 (30/12/2014)
www.vanbanluat.vn

1. *Foreign individual* means a person who does not have Vietnam citizenship.

2. *Shareholder* means an individual or organization that holds at least one share of a joint stock company.

Founding shareholder means a shareholder that holds at least one common share and signs in the list of founding shareholders of a joint stock company.

3. *Dividend* means an amount of net profit distributed to each share in cash or in the form of other assets from the remaining profits of a joint stock company after fulfilling its financial obligations.

4. *Limited liability companies* include single-member limited liability companies and limited liability companies with two or more members.

5. *National enterprise registration portal* means an electronic portal used to make online enterprise registration and access to information on enterprise registration.

6. *National enterprise registration database* means a collection of data on enterprise registration nationwide.

7. *Enterprise* means an organization that has its own name, assets and a transaction office, and has been registered for establishment in accordance with law for the purpose of conducting business operations.

8. *State enterprise* means an enterprise of which the State holds 100 percent of charter capital.

9. *Vietnamese enterprise* means an enterprise that is established or registered for establishment in accordance with Vietnamese law and has its head office in Vietnam.

10. *Permanent residence address* means the registered address of the head office of an organization; address of the registered place of permanent residence or the workplace or another address of an individual which has been registered by such individual with an enterprise as the contact address.

11. *Market price of the contributed capital amount or shares* means the highest transaction price on the market of the previous day, or the price agreed between the seller and the buyer, or the price determined by a professional valuation organization.

12. *Enterprise registration certificate* is a hardcopy or softcopy document containing enterprise registration information granted by a business registration agency to an enterprise.

13. *Capital contribution* means the contribution of assets to make up a company's charter capital. Capital contribution includes capital contribution for the establishment of a new enterprise or additional contribution of charter capital of an existing enterprise.

14. *National enterprise registration information system* consists of the national enterprise registration database, the national enterprise registration portal and their technical infrastructure.

15. *Valid dossier* means a dossier comprising all papers as required by this Law which contain all information as required by law.

16. *Business* means the continuous performance of one, several or all of the stages of the investment process, from production to sale of products or provision of services in the market for profits.

17. *Affiliated person* means an organization or individual that has direct or indirect relations with an enterprise in the following cases:

a/ The parent company, managers of the parent company and persons competent to appoint such managers versus a subsidiary company in a corporate group;

b/ A subsidiary company versus its parent company in a corporate group;

c/ A person or a group of persons capable of controlling the decision-making process and operations of an enterprise through the managing body of the enterprise;

d/ Managers of the enterprise;

dd/ Spouse, natural father, adoptive father, natural mother, adoptive mother, natural children, adopted children, siblings, brothers-in-law and sisters-in-law of any manager of a company, or of any member or shareholder holding a controlling capital contribution amount or controlling shares;

e/ An individual who is authorized to act as the representative of the persons and companies defined at Points a, b, c, d and dd of this Clause;

g/ An enterprise in which the persons and companies defined at Points a, b, c, d, dd, e and h of this Clause possess holdings to a level that they can control the decision-making process of managing bodies of such enterprise;

h/ A group of persons who agree to coordinate to take over contributed capital amounts, shares or interests in a company or to control the decision-making process of the company.

18. *Managers of an enterprise* means managers of a company and managers of a private enterprise, including owner of a private enterprise, general partner, chairperson of the Members' Council, member of the

Members' Council, president of a company, chairperson of the Board of Directors, member of the Board of Directors, director or general director and persons holding other managerial positions who are competent to enter into the company's transactions on its behalf in accordance with the company charter.

19. *Enterprise founder* means an organization or individual that establishes or contributes capital to establish an enterprise.

20. *Foreign investor* means an organization or individual that is understood as foreign investor in accordance with the Law on Investment.

21. *Contributed capital amount* means the total value of assets paid in or committed to be paid in by a member to a limited liability company or partnership. The capital contribution ratio means the ratio of the contributed capital amount of a member to the charter capital of a limited liability company or partnership.

22. *Public products and services* are those essential to the socio-economic well-being of the country or communities of a territory that the State needs to ensure for the sake of common interests or national defense and security, and whose production and provision under the market mechanism are hardly self-financing.

23. *Company member* means an individual or organization that holds part or the whole of charter capital of a limited liability company or partnership.

24. *Partner in a partnership* means a general partner or limited partner.

25. *Reorganization of an enterprise* means the division, splitting, consolidation, merger or transformation of an enterprise.

26. *Foreign organization* means an organization that is established in a foreign country under that foreign country's laws.

27. *Foreign investors' shareholding or capital contribution ratio* means the total ratio of voting capital held by all foreign investors in a Vietnamese enterprise.

28. *Voting capital* means the contributed capital amount or share entitling the holder to vote on matters which fall under the deciding competence of the Members' Council or the General Meeting of Shareholders.

29. *Charter capital* means the total value of assets paid in or committed to be paid in by the members upon establishment of a limited liability company or partnership; means the total par value of shares sold or registered to be purchased at the time of establishment of a joint stock company.

Articles 5. State guarantee for enterprises and enterprise owners

1. The State shall recognize the long-term existence and development of the types of enterprise defined in this Law; ensure equality before law among enterprises, regardless of their form of ownership and economic sector; and recognize the lawful profit-making nature of business operations.

2. The State shall recognize and protect the property ownership, investment capital, income and other lawful rights and interests of enterprises and enterprise owners.

3. Lawful assets and investment capital of enterprises and enterprise owners may be neither nationalized nor confiscated by administrative measures.

In case an enterprise's assets are compulsorily purchased or requisitioned by the State for the extreme necessity of national defense, security or the national interest, a state of emergency, or prevention and control of a natural disaster, the enterprise shall be paid or compensated for at the market price determined at the time of the compulsory purchase or requisition. The payment or compensation must ensure the interests of the enterprise with no discrimination among different types of enterprise.

Article 6. Political organizations and socio-political organizations in enterprises

1. Political organizations and socio-political organizations in enterprises shall operate in accordance with the Constitution, laws and their statutes.

2. Enterprises are obliged to respect and not to obstruct and cause difficulties to the establishment of political organizations and socio-political organizations in enterprises, and not to obstruct and cause difficulties to employees in participating in their operations.

Article 7. Rights of enterprises

1. To enjoy freedom of enterprise in the sectors and trades that are not banned by law.

2. To enjoy business autonomy and select forms of business organization; to take the initiative in selecting sectors and trades, locations and forms of business; to take the initiative in adjusting the scope and sectors and trades of business.

3. To select forms and methods of capital raising, distribution and use.

4. To take the initiative in seeking markets and customers and entering into contracts.

5. To conduct import and export business.

6. To recruit, hire and employ employees according to business requirements.

7. To take the initiative in applying science and technology to raise business effectiveness and competitiveness.

8. To possess, use and dispose of their assets.

9. To reject requests for supply of resources made not in accordance with law.

10. To lodge complaints and denunciations in accordance with the laws on complaints and denunciations.

11. To participate in legal proceedings in accordance with law.

12. Other rights as prescribed by relevant laws.

Article 8. Obligations of enterprises

1. To fully meet all business conditions when conducting business in sectors and trades subject to business investment conditions prescribed by the Law on Investment and to fully maintain such business investment conditions throughout the course of business operation.

2. To organize accounting work, prepare and timely submit truthful and accurate financial statements in accordance with the laws on accounting and statistics.

3. To declare and pay taxes and perform other financial obligations as prescribed by law.

4. To ensure lawful and legitimate rights and interests of employees in accordance with the labor law; not to discriminate and offend the honor and human dignity of employees in enterprises; not to use forced and child labor; to assist and create favorable conditions for employees to participate in training to improve their professional qualifications and job skills; to pay social insurance, unemployment insurance, health insurance and other insurance premiums for employees in accordance with law.

5. To ensure and be responsible for the quality of goods or services in accordance with legally established standards or registered or announced standards.

6. To fully and timely perform the obligations related to enterprise registration, registration for changes in enterprise registration contents, publicization of information on establishment and operations, reporting and other obligations in accordance with this Law and relevant laws.

7. To be responsible for the truthfulness and accuracy of information declared in enterprise registration dossiers and reports; to correct and add in a

timely manner the information upon detecting any declared or reported inaccurate or incomplete information.

8. To comply with the laws on national defense, security, social order and safety, gender equality, protection of natural resources and the environment, and protection of historical and cultural relics and scenic places.

9. To perform the business ethic duty to ensure lawful rights and interests of customers and consumers.

Article 9. Rights and obligations of enterprises engaged in provision of public products or services

1. The rights and obligations specified in Articles 7 and 8 and other relevant provisions of this Law.

2. To account and offset costs at prices prescribed by the law on bidding, or collect charges for provision of services in accordance with regulations of competent state agencies.

3. To be guaranteed an appropriate period for supply of products or provision of services in order to recover its investment capital and gain reasonable profits.

4. To supply products or provide services in sufficient quantity and proper quality and on time as committed at prices or charge rates stipulated by competent state agencies.

5. To ensure the same equitable and favorable conditions for every customer.

6. To be held responsible before law and customers for quantity, quality, terms of supply and prices or charges for supplied products or provided services.

Article 10. Criteria for and rights and obligations of social enterprises

1. A social enterprise must meet the following criteria:

a/ Being registered for establishment in accordance with this Law;

b/ Operating for the purpose of solving social and environmental issues in the interest of the community;

c/ Using at least 51 percent of its annual total profit for reinvestment to achieve the registered social and environmental objectives.

2. In addition to the rights and obligations of enterprises prescribed in this Law, social enterprises have the following rights and obligations:

a/ To maintain their objectives and conditions prescribed at Points b and c, Clause 1 of this Article throughout the course of operation; an operating enterprise that wishes to transform into a social enterprise or a social enterprise that wishes to abandon its social and environmental objectives and not to use profits for reinvestment shall notify a competent state agency in order to carry out the procedures in accordance with law;

b/ Owners and managers of social enterprises shall be considered, provided with favorable conditions and supported in the grant of related licenses and certificates in accordance with law;

c/ To mobilize and receive financial assistance in various forms from Vietnamese and foreign individuals, enterprises, non-governmental organizations and other organizations to cover their management expenses and operation expenses;

d/ Not to use mobilized funds for objectives other than covering management and operation expenses to solve social and environmental issues already registered by themselves;

dd/ Social enterprises that receive incentives and supports shall annually report on their operations to competent agencies.

3. The State shall adopt policies to encourage, support and promote the development of social enterprises.

4. The Government shall detail this Article.

Article 11. Document preservation regime of enterprises

1. Depending on its form, an enterprise shall preserve the following documents:

a/ Company charter; internal management regulation of the company; and register of members or register of shareholders;

b/ Industrial property rights protection titles; product quality registration certificates; licenses and other certificates;

c/ Documents and papers certifying ownership of company assets;

d/ Minutes of meetings of the Members' Council, the General Meeting of Shareholders and the Board of Directors; decisions of the enterprise;

dd/ Prospectus for securities issuance;

e/ Reports of the Supervisory Board, conclusions of inspection agencies, conclusions of audit organizations;

g/ Accounting books, accounting documents and annual financial statements.

2. An enterprise shall preserve the documents specified in Clause 1 of this Article at its head office or other locations indicated in the company charter for a time limit prescribed by relevant laws.

Article 12. Report on change of information about enterprise managers

An enterprise shall report to the business registration agency of the place where the enterprise is headquartered within 5 days after the date of change of information of full name, contact address, citizenship, serial number of citizen or people's identity card, passport or another lawful personal identification paper of the following persons:

1. Member of the Board of Directors, for joint stock companies;
2. Member of the Supervisory Board or supervisor;
3. Director or director general.

Article 13. At-law representatives of enterprises

1. The at-law representative of an enterprise means an individual who represents the enterprise to exercise the rights and perform the obligations arising from transactions of the enterprise, and represents the enterprise in the capacity as plaintiff, respondent or person with related interests and obligations before the arbitration or court, and other rights and obligations as prescribed by law.

2. Limited liability companies and joint stock companies may have one or more than one at-law representative. The company charter must specify the number and managerial titles and rights and obligations of at-law representatives of the enterprise.

3. An enterprise shall ensure that at least one at-law representative resides in Vietnam. In case an enterprise has only one at-law representative, such person must reside in Vietnam and shall, upon leaving Vietnam, authorize in writing another person to exercise the rights and perform the obligations of the at-law representative. In this case, the at-law representative shall remain responsible for the exercise and performance of the authorized rights and obligations.

4. In case the term of authorization under Clause 3 of this Article expires but the at-law representative of an enterprise has not returned to Vietnam and no other authorization is made, the following provisions shall be complied with:

a/ The authorized person shall continue to exercise the rights and perform the obligations of the at-law representative of a private enterprise within the scope of authorization until its at-law representative returns to work in the enterprise;

b/ The authorized person shall continue to exercise the rights and perform the obligations of the at-law representative of a limited liability company, joint stock company or partnership within the scope of authorization until its at-law representative returns to work in the company or until the company owner, Members' Council or Board of Directors decides to appoint another person to act as the at-law representative of the enterprise.

5. In case the enterprise has only one at-law representative who is absent from Vietnam for more than 30 days without authorizing any other person to exercise the rights and perform the obligations for the enterprise's at-law representative or is dead, missing, held in custody, put in temporary detention, imprisoned, or has his/her civil act capacity restricted or lost, the company owner, Members' Council or Board of Directors shall appoint another person to act as the at-law representative of the company.

6. For a limited liability company with two members, if an individual member acting as the company's at-law representative is held in custody, put in temporary detention, imprisoned, absconds from his/her place of residence, has his/her civil act capacity restricted or lost or is deprived by a court of the right to practice his/her profession for having committed the crime of smuggling, producing counterfeit goods, conducting illegal business, tax evasion, deceiving customers or other crimes prescribed in the Penal Code, the other member shall naturally act as the company's at-law representative until a new decision on the company's at-law representative is issued by the Members' Council.

7. In some special cases, a competent court may appoint an at-law representative in legal proceedings at court.

Article 14. Responsibilities of at-law representatives of enterprises

1. The at-law representative of an enterprise has the following responsibilities:

a/ To exercise vested rights and perform assigned obligations in an honest, prudent and best manner in order to protect the lawful interests of the enterprise;

b/ To be faithful to the interests of the enterprise; not to use the business information, know-how and opportunities of the enterprise; not to abuse his/her title, position and assets of the enterprise for personal purposes or for the interests of other organizations or individuals;

c/ To notify the enterprise in a timely, sufficient and accurate manner about him/her and his/her affiliated persons owning or having controlling shares or contributed capital amounts in, other enterprises.

2. The at-law representative of an enterprise must be personally liable for damage caused to the enterprise by breaches of the obligations specified in Clause 1 of this Article.

Article 15. Authorized representatives of institutional owners, members or shareholders

1. The authorized representative of an institutional owner, member or shareholder must be an individual authorized in writing by such owner, member or shareholder to exercise or perform in the latter's name the rights or obligations prescribed by this Law.

2. Unless otherwise provided by the company charter, the appointment of an authorized representative must comply with the following provisions:

a/ An organization that is a member of a limited liability company with two or more members holding at least 35 percent of its charter capital may authorize a maximum of three representatives;

b/ An organization that is a shareholder of a joint stock company holding at least 10 percent of the total number of ordinary shares may authorize a maximum of three representatives.

3. In case an institutional owner, member or shareholder appoints more than one authorized representative, the specific contributed capital amount or number of shares represented by each representative shall be specified. In case an owner or a member or shareholder does not specify the contributed capital amount or number of shares represented by each authorized representative, the contributed capital amount or number of shares shall be evenly distributed to the number of appointed authorized representatives.

4. The appointment of an authorized representative shall be made in writing, notified to the company and only be effective to the company from the date the company receives the notice. The authorization document must have the following principal contents:

a/ Name, enterprise identification number and head office address of the owner, member or shareholder;

b/ Number of authorized representatives and ratio of shares or contributed capital amount represented by each authorized representative;

c/ Full name, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper of each authorized representative;

d/ Term of authorization of each authorized representative, specifying the starting date of authorization;

dd/ Full names and signatures of the at-law representative of the owner, member or shareholder and of the authorized representatives.

5. An authorized representative must meet the following qualifications and conditions:

a/ Having full civil act capacity;

b/ Not being prohibited from establishing and managing enterprises;

c/ A member or shareholder that is a company where the state-contributed capital amount or state-owned shares account(s) for over 50 percent of the charter capital may not appoint a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child or sibling of a manager of the company and or of a person with competence to appoint managers of the company to act as the authorized representative of another company;

d/ Other qualifications and conditions provided by the company charter.

Article 16. Responsibilities of authorized representatives of institutional owners, members and shareholders

1. An authorized representative shall, in the name of the owner, member or shareholder, exercise the rights and perform the obligations of the owner, member or shareholder at the Members' Council or General Meeting of Shareholders in accordance with this Law. All restrictions of the owner, member or shareholder with regard to his/her authorized representative in exercising the rights and performing the obligations of the respective owner, member or shareholder at the Members' Council or General Meeting of Shareholders are not valid to a third party.

2. An authorized representative shall attend all the meetings of the Members' Council or General Meeting of Shareholders; exercise the authorized rights and perform the authorized obligations in an honest, prudent and best manner and protect the lawful interests of the authorizer.

3. An authorized representative must be responsible to the authorizer for any breaches of the obligations provided in this Article. The authorizer must be responsible to third parties for the arising liabilities related to the rights and obligations exercised or performed by the authorized representative.

Article 17. Prohibited acts

1. Granting or refusing to grant enterprise registration certificates against the provisions of this Law; requesting enterprise founders to provide additional papers that are not required in this Law; causing any delay to, troubling, obstructing or hassling enterprise founders and enterprises' business operations.

2. Obstructing owners, members or shareholders of enterprises in exercising the rights and performing the obligations provided by this Law and the company charter.

3. Conducting business in the form of an enterprise without registration, or continuing to conduct business after having the enterprise registration certificate revoked.

4. Declaring untruthfully or inaccurately the contents of the enterprise registration dossiers and dossiers to register changes in the enterprise registration contents.

5. Wrongly declaring charter capital, failing to sufficiently pay in the charter capital as registered; intentionally valuing the assets used for capital contribution not at their real value.

6. Conducting business in banned sectors or trades; conducting conditional businesses without satisfying all the business conditions prescribed by the Law on Investment or failing to maintain all business conditions in the course of operation.

7. Laundering money or committing fraud.

Chapter II

ENTERPRISE ESTABLISHMENT

Article 18. Right to establish, contribute capital, purchase shares and contributed capital amounts and manage enterprises

1. Organizations and individuals have the right to establish and manage enterprises in Vietnam in accordance with this Law, except the cases specified in Clause 2 of this Article.

2. The following organizations and individuals may not establish and manage enterprises in Vietnam:

a/ State agencies, units of people's armed forces using state assets to establish business enterprises to make profits for their own organizations or units;

b/ Cadres, civil servants and public employees as prescribed by the laws on cadres, civil servants and public employees;

c/ Officers, non-commissioned officers, career army men, national defense workers and public employees in agencies and units of the People's Army; officers, career non-commissioned officers in agencies and units of the People's Public Security, except those who are appointed to act as authorized representatives to manage the State-contributed capital amounts in the enterprises;

d/ Managers and professional managers in state enterprises, except those appointed to be authorized representatives to manage the state-contributed capital amounts in other enterprises;

dd/ Minors; persons whose civil act capacity is restricted or lost; organizations without legal person status;

e/ Persons being examined for penal liability, serving prison sentences or administrative handling decisions at compulsory detoxification establishments or compulsory educational institutions or persons banned from conducting business, holding certain posts or performing certain jobs related to business under court decisions; other cases prescribed by the laws on bankruptcy and corruption prevention and combat.

If requested by the business registration agency, enterprise founding registrants shall submit their judicial record cards to the business registration agency.

3. Organizations and individuals have the right to contribute capital to, purchase shares or contributed capital amounts of, joint stock companies, limited liability companies and partnerships in accordance with this Law, except:

a/ State agencies, units of people's armed forces using state assets to contribute capital to enterprises to make profits for their own organizations and units;

b/ Those who may not contribute capital to enterprises in accordance with the law on cadres and civil servants.

4. Making profits for their own organizations or units referred to at Point a, Clause 2, and Point a, Clause 3, of this Article means the use of any income gained from business operations, from capital contribution or purchase of shares or contributed capital amounts for one of the following purposes:

a/ Distributing in any forms among a number of or all persons specified at Points b and c, Clause 2 of this Article;

b/ Supplementing the operational budget of the organization or unit against the law on the state budget;

c/ Setting up a fund or supplementing a fund to serve the organization's or unit's own interests.

Article 19. Contracts prior to enterprise registration

1. Founders of an enterprise may sign contracts to serve the establishment and operation of the enterprise prior to and during the course of enterprise registration.

2. If a new enterprise is established, the enterprise shall continue exercising the rights and performing the obligations arising from the signed contracts referred to in Clause 1 of this Article, unless otherwise agreed between the parties to the contracts.

3. If the enterprise is not registered for establishment, the person who signed the contract under Clause 1 of this Article must be liable for or the enterprise founder must be jointly liable for performing such contract.

Article 20. Enterprise registration dossiers for private enterprises

1. Enterprise registration application.
2. Copy of citizen or people's identity card, passport or another valid personal identification paper of the private enterprise owner.

Article 21. Enterprise registration dossiers for partnerships

1. Enterprise registration application.
2. Partnership charter.
3. List of partners.
4. Copies of citizen or people's identity cards, passports or other valid personal identification papers of the partners.
5. Copy of the investment registration certificate, for foreign investors as prescribed by the Law on Investment.

Article 22. Enterprise registration dossiers for limited liability companies

1. Enterprise registration application.
2. Company charter.
3. List of members.
4. Copies of the following documents:
 - a/ Citizen or people's identity card, passport or other valid personal identification papers, for individual members;
 - b/ Establishment decision, enterprise registration certificate or other equivalent documents of the organizations; and power of attorney, citizen or people's identity card, passport or another valid personal identification paper of the authorized representative, for an institutional member.

For a member being a foreign organization, the copy of the enterprise registration certificate or other equivalent documents shall be consularly legalized;

c/ Investment registration certificate, for foreign investors as prescribed by the Law on Investment.

Article 23. Enterprise registration dossiers for joint stock companies

1. Enterprise registration application
2. Company charter.
3. List of founding shareholders and foreign shareholders.
4. Copies of the following documents:

a/ Citizen or people's identity card, passport or another valid personal identification paper, for an individual founding shareholder and a foreign individual shareholder;

b/ Establishment decision, enterprise registration certificate or other equivalent papers of the organizations and power of attorney; citizen or people's identity card, passport or another valid personal identification paper of the authorized representative, for an institutional founding shareholder or institutional foreign shareholder.

For an institutional foreign shareholder, the copy of the enterprise registration certificate or another equivalent paper shall be consularly legalized;

c/ Investment registration certificate, for foreign investors as prescribed by the Law on Investment.

Article 24. Contents of an enterprise registration application

1. Name of the enterprise.
2. Address of the head office of the enterprise; telephone number, facsimile number, email address (if any).
3. Business line.
4. Charter capital; investment capital of the private enterprise owner.
5. Types of shares, par value of each type of shares and total number of shares of each type which may be offered, for a joint stock company.
6. Tax registration information.
7. Number of employees.
8. Full name, signature, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper, for private enterprise owners or general partners.

9. Full name, signature, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper of the at-law representative of the enterprise, for limited liability companies and joint stock companies.

Article 25. Company charter

1. The company charter includes the charter upon enterprise registration and the charter that is amended and supplemented in the course of operation.

A company charter must include the following principal content:

a/ Name and head office address of the company; name(s) and address(es) of branch(es) and representative office(s), if any;

b/ Business line;

c/ Charter capital; total number of shares, types of shares and par value of shares of each type, for joint stock companies;

d/ Full names, addresses, citizenships and other basic characteristics of all general partners, for partnerships; of the company owner or members, for limited liability companies; of founding shareholders, for joint stock companies; contributed capital amount and its value of each member, for limited liability companies or partnerships; number of shares, types of shares, par value of shares of each type of founding shareholders;

dd/ Rights and obligations of members, for limited liability companies and partnerships; of shareholders, for joint stock companies;

e/ Management and organizational structure;

g/ At-law representative, for limited liability companies or joint stock companies;

h/ Procedures for adoption of company decisions; principles for settlement of internal disputes;

i/ Bases and method of determining remuneration, wages and bonuses for managers and supervisors;

k/ Circumstances in which a member may request the company to redeem his/her/its contributed capital amount, for limited liability companies, or his/her/its shares, for joint stock companies;

l/ Principles of distribution of after-tax profits and handling of losses in business;

m/ Cases of dissolution, procedures for dissolution and procedures for liquidation of company assets;

n/ Procedures for revision of the company charter.

2. The charter upon enterprise registration must bear full names and signatures of:

a/ General partners, for partnerships;

b/ Individual company owner or at-law representative of the institutional company owner, for single-member limited liability companies;

c/ Individual members and at-law representatives or authorized representatives of institutional members, for limited liability companies with two or more members;

d/ Individual founding shareholders and at-law representatives or authorized representatives of institutional founding shareholders, for joint stock companies.

3. The amended and supplemented charter must bear full names and signatures of:

a/ Chairperson of the Members' Council, for partnerships;

b/ Owner, at-law representative of the owner or at-law representative for single-member limited liability companies;

c/ At-law representatives, for member limited liability companies with two or more members and joint stock companies.

Article 26. List of members of a limited liability company or partnership, list of founding shareholders of a joint stock company

The list of members of a limited liability company or partnership or the list of founding shareholders and foreign shareholders of a joint stock company must contain the following principal details:

1. Full names, signatures, addresses, citizenships, permanent residence addresses and other basic characteristics of individual members, for limited liability companies and partnerships; or of individual founding shareholders and foreign shareholders, for joint stock companies;

2. Names and enterprise identification numbers and head office addresses of institutional members, for limited liability companies and partnerships; of institutional founding shareholders and foreign shareholders, for joint stock companies;

3. Full names, signatures, addresses, citizenships, permanent residence addresses of the authorized representatives or at-law representatives of institutional members, for limited liability companies; of institutional founding shareholders and foreign shareholders, for joint stock companies;

4. Contributed capital amount and its value, type of assets, quantity, value of each type of asset contributed as capital, schedule for capital

contribution by each member, for limited liability companies and partnerships; number of shares, types of shares, types of assets, quantity of assets, value of each asset contributed by each founding shareholder and foreign shareholder, for joint stock companies.

Article 27. Order and procedures for enterprise registration

1. The enterprise founder or authorized person shall submit an enterprise registration dossier as prescribed in this Law to the business registration agency.

2. The business registration agency shall examine the validity of the enterprise registration dossier and grant an enterprise registration certificate within 3 working days after receiving such dossier. If refusing to grant the enterprise registration certificate, it shall notify in writing such to the enterprise founder, clearly stating the reason and requirements for dossier modification and supplementation.

3. The Government shall stipulate in detail the order and procedures, enterprise registration dossier, inter-agency coordination in the grant of enterprise registration certificates, labor registration, social insurance and online enterprise registration.

Article 28. Grant of enterprise registration certificates

1. An enterprise shall be granted an enterprise registration certificate when fully meeting the following conditions:

a/ Its business line to be registered is not banned;

b/ Its name complies with Articles 38, 39, 40 and 42 of this Law;

c/ It has a valid enterprise registration dossier;

d/ It has paid in full the enterprise registration fee in accordance with the law on charges and fees.

2. In case its enterprise registration certificate is lost, damaged or otherwise destroyed, an enterprise shall be re-granted the enterprise registration certificate and shall pay a fee therefor in accordance with the law on charges and fees.

Article 29. Contents of an enterprise registration certificate

1. Enterprise name and identification number.

2. Head office address of the enterprise.

3. Full name, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper of the at-law representative of the enterprise, for limited liability companies and joint stock companies; of the general partners, for

partnerships; of the enterprise owner, for private enterprises; full name, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper of each individual member and name and enterprise identification number and its head office address of each institutional member, for limited liability companies.

4. Charter capital.

Article 30. Identification number of an enterprise

1. Identification number of an enterprise is a sequence of numbers created by the national enterprise registration information system, granted to the enterprise upon establishment and recorded on its enterprise registration certificate. A single identification number shall be granted to an enterprise and may not be re-used for another enterprise.

2. Identification numbers of enterprises shall be used for the fulfillment of tax obligations, administrative procedures and other rights and obligations.

Article 31. Registration of changes in contents of enterprise registration certificates

1. An enterprise that wishes to change the contents of its enterprise registration certificate specified in Article 29 of this Law shall register with the business registration agency.

2. The at-law representative of an enterprise shall register the changes in the contents of the enterprise registration certificate within 10 working days after making the changes.

3. The business registration agency shall examine the validity of the dossier and grant a new enterprise registration certificate within 3 working days after receiving the dossier. In case of refusal, it shall notify in writing the enterprise, clearly stating the reason and requirements for modification and supplementation (if any).

4. Registration of changes in the contents of an enterprise registration certificate according to a court decision or an arbitration award must comply with the following order and procedures:

a/ The requester for registration of a change in the contents of an enterprise registration certificate shall send the request for change registration to a competent business registration agency within 15 working days after the date the judgment or decision takes effect. The registration request shall be enclosed with a copy of the effective judgment or decision;

b/ The business registration agency shall consider and grant a new enterprise registration certificate according to the contents of the effective

judgment or decision within 3 working days after receiving the registration request. In case of refusal, it shall notify in writing the registration requester, clearly stating the reason and requirements for dossier modification and supplementation (if any).

Article 32. Notification of changes in contents of enterprise registration

1. An enterprise shall notify the business registration agency when changing one of the following contents:

a/ Change of the business line;

b/ Change of a founding shareholder, for joint stock companies, or change of a shareholder being a foreign investor, except for listed companies;

c/ Change in other contents in the enterprise registration dossier.

2. The at-law representative of the enterprise shall notify the changes in the contents of enterprise registration within 10 working days after the change is made.

3. Within 10 working days after there is a change in shareholders being foreign investors registered in the register of shareholders of the company, the company shall notify such change in writing to the business registration agency of the place where its head office is located. The notification must contain the following details:

a/ Name, enterprise identification number and head office address;

b/ With regard to foreign shareholders transferring their shares: name and head office address of the institutional foreign shareholder; full name, citizenship and address of the individual shareholder; number of shares, type of shares, his/her current ratio of share ownership in the company; number of shares and type of the transferred shares;

c/ With regard to foreign shareholders receiving transferred shares: name and head office address of the institutional foreign shareholder; full name, citizenship and address of the individual shareholder; number of shares and types of shares transferred; number of shares, type of shares, and his/her ratio of share ownership in the company;

d/ Full name and signature of the at-law representative of the company.

4. Within 3 working days after receiving the notification, the business registration agency shall examine the validity of the dossier and change the contents of enterprise registration. If refusing to supplement the enterprise registration dossier, it shall notify such in writing to the enterprise, clearly stating the reason and requirements for modification and supplementation (if any).

5. Registration of changes in the contents of enterprise registration according to a court decision or an arbitration award must comply with the following order and procedures:

a/ The requester for the registration of a change in the contents of enterprise registration shall send a notification of change registration to a competent business registration agency within 10 working days after the date the judgment or decision takes effect. The notification shall be enclosed with a copy of the effective judgment or decision;

b/ Within 3 working days after receiving the notification, the business registration agency shall consider and change the contents of enterprise registration according to the contents of the effective judgment or decision. In case of refusal to modify and supplement information according to the contents of the notification, it shall notify such in writing to the registration requester, clearly stating the reason and requirements for dossier modification and supplementation (if any).

Article 33. Announcement of contents of enterprise registration

1. After being granted an enterprise registration certificate, an enterprise shall publicly announce the enterprise registration on the National Enterprise Registration Portal according to the order and procedures and pay a charge as prescribed. The contents to be announced include the contents of the enterprise registration certificate and the following information:

a/ Business line;

b/ List of founding shareholders and shareholders being foreign investors, for joint stock companies.

2. In case of a change in the contents of enterprise registration, such change shall be publicly announced on the National Enterprise Registration Portal within the time limit prescribed in Clause 3 of this Article.

3. The time limit for public announcement of enterprises' information prescribed in Clauses 2 and 3 of this Article is 30 days from the starting date of announcement.

Article 34. Provision of information on contents of enterprise registration

1. Within 5 working days after granting an enterprise registration certificate or changing the contents of enterprise registration, the business registration agency shall send enterprise registration information and changes in the contents of enterprise registration to the tax agency, statistics office, labor management agency and social insurance agency; periodically send enterprise registration information and changes in the contents of enterprise

registration to other competent state agencies of the same level and the People's Committee of the rural district, urban district, town or provincial city (below collectively referred to as district level) where the enterprise's head office is located.

2. Organizations and individuals may request the business registration agency to provide information that enterprises are required to disclose in accordance with law.

3. The business registration agency is obliged to timely provide sufficient information prescribed in Clause 2 of this Article.

4. The Government shall detail this Article.

Article 35. Assets contributed as capital

1. Assets contributed as capital may be in the form of Vietnam dong, freely convertible foreign currencies, gold, value of land use rights, value of intellectual property rights, technologies, technical know-how and other assets that can be valued in Vietnam dong.

2. Intellectual property rights used for capital contribution include copyright, copyright-related rights, industrial property rights, rights to plant varieties and other intellectual property rights as prescribed by the law on intellectual property. Only individuals and organizations that are lawful holders of the above-mentioned rights may use such assets for capital contribution.

Article 36. Transfer of ownership of assets contributed as capital

1. Members of a limited liability company or partnership and shareholders of a joint stock company shall transfer ownership of assets contributed as capital to the company according to the following provisions:

a/ For assets with registered ownership or value of land use rights, the capital contributor shall carry out the procedures at a competent state agency to transfer the ownership of such assets or the value of land use rights to the company.

The transfer of ownership of assets contributed as capital is not subject to registration fee;

b/ For assets the ownership of which is not subject to registration, capital contribution shall be made by handing over assets contributed as capital, certified with a minutes.

The minutes of such handover must specify the name and head office address of the company; full name, permanent residence address, serial number of citizen or people's identity card or passport or another valid personal identification paper, serial number of the establishment or

registration decision of the capital contributor; type of assets and number of units of assets contributed as capital; total value of assets contributed as capital and percentage of the total value of such assets in the charter capital of the company; date of handover; signatures of the capital contributor or his/her authorized representative and the at-law representative of the company;

c/ Shares or contributed capital amount in assets other than Vietnam dong, freely convertible foreign currencies or gold shall be considered having been contributed only when the lawful ownership of the assets contributed as capital has been transferred to the company.

2. In case an asset is used for business operations of the owner of a private enterprise, it is not required to carry out the procedures for the transfer of its ownership to the enterprise.

3. Payments for the purchase, sale and transfer of shares and contributed capital amounts and receipt of dividends by foreign investors shall be made through the capital accounts of such investors opened at Vietnam-based banks, except for payment in assets.

Article 37. Valuation of assets contributed as capital

1. Assets contributed as capital which are not Vietnam dong, a freely convertible currency or gold shall be valued by the members, founding shareholders or a professional valuation organization and denominated in Vietnam dong.

2. Assets contributed to an enterprise upon its establishment shall be valued by its members or founding shareholders on the principle of consensus or by a professional valuation organization. If these assets are valued by a professional valuation organization, the value of the assets contributed as capital shall be accepted by a majority of members or founding shareholders.

If assets contributed as capital are overvalued compared with their actual value at the time of capital contribution, the members or founding shareholders shall jointly make additional capital contribution equal to the difference between the assessed value and the actual value of the assets contributed as capital at the time of completion of the valuation; and at the same time must be jointly responsible for the damage caused by their intentional overvaluation of assets.

3. Assets contributed as capital in the course of operation shall be valued on the basis of agreement between the owner or Members' Council, for limited liability companies and partnerships, the Board of Directors, for joint stock companies, and the capital contributor or by a professional valuation

organization. If a professional valuation organization conducts the valuation, the value of the assets contributed as capital shall be agreed by the capital contributor and the enterprise.

In case the assets contributed as capital are overvalued compared with their actual value at the time of capital contribution, the capital contributor, owner or Members' Council, for limited liability companies or partnerships, the Board of Directors, for joint stock companies, shall jointly make additional capital contribution equal to the difference between the assessed value and the actual value of the assets contributed as capital at the time of completion of the valuation; and at the same time must be jointly responsible for the damage caused by their intentional overvaluation of assets.

Article 38. Names of enterprises

1. The name in Vietnamese of an enterprise must include two components in the following order:

a/ Type of enterprise. The name of the type of enterprise shall be written as “cong ty trach nhiem huu han” (limited liability company) or “cong ty TNHH”, for a limited liability company; as “cong ty co phan” (joint stock company) or “cong ty CP,” for a joint stock company; as “cong ty hop danh” (partnership) or “cong ty HD,” for a partnership; as “doanh nghiep tu nhan” (private enterprise), “DNTN” or “doanh nghiep TN,” for a private enterprise;

b/ Proper name. The proper name must be written in letters in the Vietnamese alphabet, the letters F, J, Z, W, numerals and symbols.

2. The name of an enterprise shall be attached at the head office, branches, representative offices and business locations of the enterprise. The name of an enterprise shall be printed or written on transaction papers, documents, materials and printed matters issued by the enterprise.

3. Pursuant to this Article and Articles 39, 40 and 42 of this Law, the business registration agency may reject the proposed names for registration of enterprises.

Article 39. Prohibited acts in naming enterprises

1. Using names which are identical or confusingly similar to the name of a registered enterprise as prescribed in Article 42 of this Law.

2. Using the name of a state agency, people's armed forces unit, political organization, socio-political organization, socio-politico-professional organization, social organization or socio-professional organization as the whole or part of the proper name of an enterprise, unless it is consented to by such agency, unit or organization.

3. Using words, phrases and symbols which contravene national historical traditions, culture, ethics and fine customs.

Article 40. Names of enterprises written in foreign languages and abbreviated names of enterprises

1. The name of an enterprise written in a foreign language is the name which is translated from Vietnamese into a foreign language of the Latin script system. When translated into a foreign language, the proper name of an enterprise may be kept unchanged or translated according to its meaning.

2. In case an enterprise has its name in a foreign language, its name in foreign language shall be printed or written in a font size smaller than that of its Vietnamese name at the head office, branches, representative offices and business locations of the enterprise or on transaction papers, documents, materials and printed matters issued by the enterprise.

3. The abbreviated name of an enterprise may be an abbreviation of its Vietnamese name or its name in a foreign language.

Article 41. Names of branches, representative offices and business locations

1. Names of branches, representative offices and business locations must be in letters in the Vietnamese alphabet, the letters F, J, Z, W, numerals and symbols.

2. Name of a branch or representative office must start with “Chi nhanh” (branch), or “Van phong dai dien” (representative office).

3. Names of branches, representative offices and business locations shall be written or attached at head offices of these branches, representative offices and business locations. The name of a branch or representative office shall be printed or written in a font size smaller than that of the enterprise’s Vietnamese name on transaction papers, documents, materials and printed matters issued by the branch or representative office.

Article 42. Identical names and confusingly similar names

1. Identical name means a Vietnamese name of an enterprise requesting registration that is written and pronounced completely identical to a Vietnamese name of a registered enterprise.

2. The following cases shall be regarded names which are confusingly similar to the name of a registered enterprise:

a/ The Vietnamese name of an enterprise requesting registration is pronounced the same as the name of a registered enterprise;

b/ The abbreviated name of an enterprise requesting registration is identical to the abbreviated name of a registered enterprise;

c/ The foreign-language name of an enterprise requesting registration is identical to the foreign-language name of a registered enterprise;

d/ The proper name of an enterprise requesting registration is different from the name of a same-type registered enterprise only by a cardinal number, ordinal number, or letters in Vietnamese alphabet and the letters F, J, Z, W immediately following the proper name of such enterprise;

dd/ The proper name of an enterprise requesting registration is different from the proper name of a same-type registered enterprise only by the symbols “&”, “.”, “+”, “-“, “_”;

e/ The proper name of an enterprise requesting registration is different from the proper name of a same-type registered enterprise only by the word “tan” (new) immediately preceding or the word “moi” (new) immediately following the proper name of registered enterprise;

g/ The proper name of an enterprise requesting registration is different from the proper name of a same-type registered enterprise only by the words “the North,” “the South,” “the Central,” “the West,” “the East” or words of similar meanings.

The cases prescribed at Points d, dd, e and g of this Clause do not apply to subsidiaries of a registered enterprise.

Article 43. Head offices of enterprises

The head office of an enterprise is the place for contact of the enterprise in the territory of Vietnam, has a definite address, including house number, alley, street name, names of hamlet or village, commune, ward or township, district, town or provincial city, province or centrally run city; telephone and facsimile numbers and email address (if any).

Article 44. Seals of enterprises

1. An enterprise may decide on the appearance, quantity and content of its seal. A seal must display the following information:

a/ Name of the enterprise;

b/ Enterprise identification number.

2. Before using a seal, an enterprise shall notify the seal specimen to the business registration agency for publicly posting on the national enterprise registration portal.

3. The management, use and preservation of the seal must comply with the company charter.

4. The seal shall be used in cases prescribed by law or as agreed by transaction parties.

5. The Government shall detail this Article.

Article 45. Branches, representative offices and business locations of an enterprise

1. A branch is a dependent unit of the enterprise, having the task of performing all or a number of the functions of the enterprise, including the function of authorized representation. The business lines of the branch must be those of the enterprise.

2. A representative office is a dependent unit of the enterprise, having the task of representing under authorization the interests of the enterprise and protecting such interests.

3. A business location is the location where the enterprise carries out specific business operations.

Article 46. Establishment of branches and representative offices of an enterprise

1. An enterprise may establish branches and representative offices in Vietnam and overseas. An enterprise may establish one or more than one branch and representative office in one locality by administrative boundary.

2. An enterprise that wishes to establish a branch or representative office in the country shall send a dossier for registration of operation of the branch or representative office to the competent business registration agency of the locality where its branch or representative office is located. A dossier must comprise:

a/ Notification of branch or representative office establishment;

b/ Copies of the establishment decision of the branch or representative office of the enterprise and the minutes of the meeting on the establishment; copy of citizen or people's identity card or passport or another valid personal identification paper of the head of the branch or representative office.

3. The business registration agency shall consider the validity of the dossier and grant the operation registration certificate of the branch or representative office within 3 working days after receiving the dossier; if refusing to grant the operation registration certificate to the branch or representative office, it shall notify its refusal in writing to the enterprise, clearly stating the reason and requirements for modification and supplementation (if any).

4. Within 5 working days after granting the operation registration certificate to the branch or representative office, the business registration

agency shall send information to the business registration agency of the locality where the enterprise's head office is located; and send the operation registration information of the branch or representative office to the tax agency and statistics office; and periodically send the operation registration information of branches and representative offices to other state agencies at the same level and the district-level People's Committees of the localities where the branches or representative offices are located.

5. The at-law representative of an enterprise shall register changes in the contents of operation registration certificates of branches and representative offices within 10 days after such changes are made.

6. The Government shall detail this Article.

Chapter III

LIMITED LIABILITY COMPANIES

Section 1

LIMITED LIABILITY COMPANIES WITH TWO OR MORE MEMBERS

Article 47. Limited liability companies with two or more members

1. A limited liability company with two or more members is an enterprise in which:

a/ Members may be organizations or individuals; the number of members must not exceed 50;

b/ Members must be liable for the debts and other property obligations of the enterprise within the amount of capital contributed to the enterprise, except the case specified in Clause 4, Article 48 of this Law;

c/ The contributed capital amount of each member may only be transferred in accordance with Articles 52, 53 and 54 of this Law.

2. A limited liability company with two or more members has the legal person status from the date it is granted an enterprise registration certificate.

3. A limited liability company with two or more members may not issue its shares.

Article 48. Capital contribution for company establishment and grant of capital contribution certificates

1. Charter capital of a limited liability company with two or more members at the time of enterprise registration is the total amount of capital the members commit to contributing to the company.

2. Members shall make capital contribution to the company sufficiently and with the right types of assets as committed at the time of registering the enterprise establishment within 90 days after the enterprise registration certificate is granted. Company members may only make capital contribution to the company with assets other than the types of assets committed if it is agreed by a majority of remaining members. Within this time limit, the members have the rights and obligations in proportion to their respective committed capital contribution ratios.

3. If a member fails to contribute or fails to contribute in full the committed amount of capital after the time limit prescribed in Clause 2 of this Article expires, this case shall be handled as follows:

a/ The member who fails to contribute capital as committed naturally ceases to be a member of the company;

b/ The member who fails to contribute in full the capital amount as committed has the rights in proportion to the paid-in capital amount;

c/ The unpaid capital amount of the member shall be offered for sale under a decision of the Members' Council.

4. In case a member fails to contribute or fails to contribute in full the committed capital amount, the company shall register for the adjustment of the charter capital and capital contribution ratios of the members according to the paid-in capital amount within 60 days from the last date for sufficient capital contribution under Clause 2 of this Article. The members who fail to contribute capital or fail to contribute in full capital amounts as committed must be liable with their committed capital amounts for the financial obligations of the company arising before the date the company registers for the changes in charter capital and members' contributed capital amounts.

5. At the time a member contributes in full the capital amount, the company shall issue a capital contribution certificate to the member specifying the value of the contributed capital amount. A capital contribution certificate must contain the following principal details:

a/ Name, identification number and head office address of the company;

b/ Charter capital of the company;

c/ Full names, permanent residence addresses, citizenships, serial numbers of citizen or people's identity cards or passports or other valid personal identification papers of individual members; names, serial numbers of establishment decisions or enterprise identification numbers and head office addresses of institutional members;

d/ Contributed capital amounts, value of contributed capital of members;

dd/ Serial numbers and dates of grant of the capital contribution certificates;

e/ Full name and signature of the at-law representative of the company.

6. In case a capital contribution certificate is lost, damaged, burnt or otherwise destroyed, the member shall be granted another capital contribution certificate by the company according to the order and procedures provided in the company charter.

Article 49. Register of members

1. A company shall make a register of members immediately after the enterprise registration certificate is granted. A register of members must contain the following principal details:

a/ Name, identification number and head office address of the company;

b/ Full names, permanent residence addresses, citizenships, serial numbers of citizen or people's identity cards or passports or other valid personal identification papers of individual members; names, serial numbers of establishment decisions or enterprise identification numbers and head office addresses of institutional members;

c/ Contributed capital amount, value of capital contribution, time of contribution; types of asset contributed as capital, quantity and value of each type of asset contributed as capital of each member;

d/ Signatures of individual members or at-law representatives of institutional members;

dd/ Serial number and date of the capital contribution certificate of each member.

2. The register of members shall be kept at the head office of the company.

Article 50. Rights of members

1. To attend meetings of the Members' Council, to discuss, make recommendations and vote on matters falling within the competence of the Members' Council.

2. To have the number of votes in proportion to their contributed capital amounts, except the case specified in Clause 2, Article 48 of this Law.

3. To be distributed with profits in proportion to their contributed capital amounts after the company has fully paid all taxes and fulfilled all other financial obligations in accordance with law.

4. To be distributed with the remaining value of assets of the company in proportion to their contributed capital amounts upon dissolution or bankruptcy of the company.

5. To be given priority in making additional capital contributions to the company upon increase of charter capital of the company.

6. To dispose of their contributed capital amounts by transferring, donating or otherwise giving away part or the whole of such amounts in accordance with law and the company charter.

7. To sue in its name or in the name of the company for civil liability of the chairperson of the Members' Council, director or director general, at-law representative and other managers in accordance with Article 72 of this Law.

8. Except the case specified in Clause 9 of this Article, a member or a group of members holding 10 or more percent of the charter capital or a smaller percentage as provided in the company charter have the following additional rights:

a/ To request convening of a meeting of the Members' Council to deal with issues within its competence;

b/ To check, examine and look up the recording books and monitor the transactions, accounting books and annual financial statements;

c/ To check, examine, look up and copy the register of members, meeting minutes and resolutions of the Members' Council, and other records of the company;

d/ To request a court to revoke a resolution of the Members' Council within 90 days after the conclusion of the meeting of the Members' Council, if the order, procedures and conditions of the meeting or the contents of such resolution are incompliant or inconsistent with this Law and the company charter.

9. If a member of the company holds more than 90 percent of the charter capital and the company charter does not stipulate a smaller percentage as provided in Clause 8 of this Article, the group of remaining members naturally has the right as provided in Clause 8 of this Article.

10. Other rights as provided by this Law and the company charter.

Article 51. Obligations of members

1. To contribute in full and on time the capital amounts as committed and to be liable for the debts and other property obligations of the company within the amount of contributed capital, except the cases specified in Clauses 2 and 4, Article 48 of this Law.

2. Not to withdraw their contributed capital amounts from the company in any form, except the cases provided in Articles 52, 53, 54 and 68 of this Law.

3. To comply with the company charter.

4. To observe resolutions and decisions of the Members' Council.

5. To bear personal responsibility when performing the following acts in the name of the company:

a/ Illegal acts;

b/ Conducting business or other transactions not for the interest of the company and causing damage to other persons;

c/ Paying premature debts when the company is likely to be in financial danger.

6. To perform other obligations provided in this Law.

Article 52. Redemption of contributed capital amounts

1. A member may request the company to redeem its contributed capital amount if such member votes against a resolution of the Members' Council on the following issues:

a/ Amendments and supplementations to the company charter relating to the rights and obligations of members and of the Members' Council;

b/ Reorganization of the company;

c/ Other cases provided in the company charter.

A request for redemption of contributed capital amount shall be made in writing and sent to the company within 15 days after a resolution specified in this Clause is adopted.

2. When a member makes a request under Clause 1 of this Article and a price cannot be agreed, the company shall redeem the contributed capital amount of such member at the market price or at the price calculated under the provisions of the company charter within 15 days after receiving such request. Payment may only be made if, after the full payment for such redeemed contributed capital amount is made, the company is still able to pay all debts and other property obligations.

3. In case the company does not redeem the contributed capital amount under Clause 2 of this Article, such member has the right to freely transfer its contributed capital amount to another member or a non-member.

Article 53. Transfer of contributed capital amounts

1. Except the cases specified in Clause 3, Article 52, and Clauses 5 and 6, Article 54, of this Law, a member of a limited liability company with two or more members has the right to transfer part or the whole of his/her/its contributed capital amount to other persons in accordance with the following provisions:

a/ Having to offer to sell such contributed capital amount to other members in proportion to their contributed capital amounts in the company on the same terms;

b/ Transferring to non-members under the same offering conditions applicable to remaining members provided at Point a of this Clause only when the remaining members of the company do not purchase or do not purchase in full the contributed capital amounts within 30 days from the offering date.

2. The transferring member still has the rights and obligations toward the company in proportion to his/her/its contributed capital amount until the purchaser's information specified at Points b, c, and d, Clause 1, Article 49 of this Law is fully recorded in the register of members.

3. In case the transfer of or change in the contributed capital amounts of the members results in the fact that there remains only one member in the company, the company shall organize its operations in the form of a single-member limited liability company and at the same time register the change in the contents of enterprise registration within 15 days after completing the transfer.

Article 54. Handling of contributed capital amounts in some special cases

1. In case an individual member dies, his/her heir by testament or by law shall become a member of the company. In case an individual member is declared missing by a court, the manager of such member's property as prescribed by the civil law shall become a member of the company.

2. In case the civil act capacity of a member is restricted or lost, his/her rights and obligations in the company shall be exercised and performed by his/her guardian.

3. The contributed capital amount of a member shall be redeemed by the company or transferred in accordance with Articles 52 and 53 of this Law in the following cases:

a/ His/her heir does not wish to become a member;

b/ The recipient as prescribed in Clause 5 of this Article is not approved by the Members' Council to become a member;

c/ The member being an organization is dissolved or goes bankrupt.

4. In case an individual member dies without any heir or his/her heir disclaims the inheritance or his/her right to inherit is deprived, such contributed capital amount shall be handled in accordance with the civil law.

5. A member may donate part or the whole of its contributed capital amount in the company to other persons.

If the recipient is the spouse, parent, child or a relative up to the third rank of inheritance, the recipient shall naturally become a member of the company. If the recipient is another person, the recipient shall only become a member of the company upon approval of the Members' Council.

6. In case a member uses its contributed capital amount to pay a debt, the payee may use such contributed capital amount in either of the two following forms:

a/ To become a member of the company upon approval of the Members' Council;

b/ To offer for sale and transfer such contributed capital amount under Article 53 of this Law.

Article 55. The organizational and management structure of companies

A limited liability company with two or more members must have a Members' Council, a chairperson of the Members' Council and a director or director general. A limited liability company with 11 or more members shall form a Supervisory Board; if having fewer than 11 members, it may form a Supervisory Board to meet its management requirements. The rights, obligations, criteria, conditions and working regulations of the Supervisory Board and the head of the Supervisory Board shall be provided in the company charter.

Article 56. The Members' Council

1. The Members' Council shall be composed of all members and is the highest decision-making body of the company. The company charter must make specific provisions on the frequency of meetings of the Members' Council, but the Members' Council shall meet at least once a year.

2. The Members' Council has the following rights and obligations:

a/ To decide on development strategies and annual business plans of the company;

b/ To decide on the increase or reduction of the charter capital and on the timing and method of raising additional capital;

c/ To decide on development investment projects of the company;

d/ To decide on solutions for market development, marketing and technology transfer; to approve loan agreements and contracts for sale of assets valued at 50 or more percent of the total value of assets recorded in the most recently publicized financial statement of the company, or a smaller percentage or value as provided in the company charter;

dd/ To elect, relieve of duty or remove from office the chairperson of the Members' Council; to decide on the appointment, relief of duty, removal from office, signing and termination of contracts with the director or director general, chief accountant and other managers provided in the company charter;

e/ To decide on wages, bonus and other benefits for the chairperson of the Members' Council, the director or director general, chief accountant and other managers provided in the company charter;

g/ To approve annual financial statements, plans for use and distribution of profits or plans for dealing with losses of the company;

h/ To decide on the organizational and management structure of the company;

i/ To decide on the establishment of subsidiaries, branches and representative offices;

k/ To make amendments and supplements to the company charter;

l/ To decide on reorganization of the company;

m/ To decide on dissolution or to request bankruptcy of the company;

n/ Other rights and obligations provided in this Law and in the company charter.

3. In case an individual member of a limited liability company is held in temporary detention, imprisoned or deprived by a court of the practicing right in accordance with the Penal Code, such member shall authorize another person to join the Members' Council of the company.

Article 57. Chairperson of the Members' Council

1. The Members' Council shall elect a member to be its chairperson. The chairperson of the Members' Council may concurrently work as the director or director general of the company.

2. The chairperson of the Members' Council has the following rights and obligations:

a/ To prepare working programs and plans of the Members' Council;

b/ To prepare programs, agenda and documents for meetings of the Members' Council or for collecting opinions of members;

c/ To convene and preside over meetings of the Members' Council or to organize the collection of opinions of members;

d/ To supervise, or to organize the supervision of, the implementation of resolutions of the Members' Council;

dd/ To sign resolutions of the Members' Council on behalf of the Members' Council;

e/ Other rights and obligations provided in this Law and the company charter.

3. The term of office of the chairperson of the Members' Council must not exceed 5 years. The chairperson of the Members' Council may be re-elected for an unlimited number of terms.

4. In his/her absence or incapacity to perform his/her rights and obligations, the chairperson of the Members' Council shall authorize in writing a member to exercise the rights and perform the obligations of the chairperson of the Members' Council on the principles provided in the company charter. If no member is authorized, one of the members of the Members' Council shall convene a meeting of the remaining members to elect by simple majority one person from the members to temporarily exercise the rights and perform the obligations of the chairperson of the Members' Council.

Article 58. Convening of meetings of the Members' Council

1. A meeting of the Members' Council may be convened at the request of the chairperson of the Members' Council or of a member or a group of members as provided in Clauses 8 and 9, Article 50 of this Law. A meeting of the Members' Council shall be held at the head office of the company, unless otherwise provided in the company charter.

The chairperson of the Members' Council shall prepare programs, agenda and documents and convene meetings of the Members' Council. A member has the right to recommend in writing additions to the agenda. A recommendation must contain the following principal details:

a/ Full name, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper of the individual member; name, enterprise identification number or serial number of the establishment decision and head office address of the institutional member; full name and signature of the member or the authorized representative;

b/ The capital contribution ratio, serial number and date of grant of the capital contribution certificate;

c/ Recommendations to be included in the agenda;

d/ Reason for the recommendation.

The chairperson of the Members' Council shall approve a recommendation and make additions to the agenda of a meeting of the Members' Council if such recommendation contains all the details as required and is sent to the head office of the company at least 1 working day before the date of the meeting of the Members' Council; in case a recommendation is submitted immediately prior to a meeting, it shall be approved if a majority of the members attending the meeting so agree.

2. The invitation to a meeting of the Members' Council may be in the form of letter of invitation, telephone call, fax, telex or other electronic means provided in the company charter and shall be sent directly to each member of the Members' Council. The invitation must specify the time, venue and agenda of the meeting.

The agenda and documents for a meeting shall be sent to members of the company prior to the meeting. Documents to be used in a meeting relating to decisions on amendments and supplementations to the company charter, approval of the development direction of the company, approval of annual financial statements, reorganization or dissolution of the company shall be sent to members at least 7 working days prior to the date of the meeting. The deadlines for sending other documents shall be provided in the company charter.

3. If the chairperson of the Members' Council does not convene a meeting of the Members' Council at the request of a member or group of members as provided in Clauses 8 and 9, Article 50 of this Law within 15 days after receiving such request, such member or group of members shall convene a meeting of the Members' Council.

4. If it is not provided in the company charter, the request to convene a meeting of the Members' Council under Clause 3 of this Article must be in writing and contain the following principal details:

a/ Full name, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper, for an individual member; name, enterprise identification number or serial number of the establishment decision and head office address, for an institutional member; capital contribution ratio, serial number and date of the capital contribution certificate of each requesting member;

b/ Reason for the request to convene a meeting of the Members' Council and issues to be resolved;

c/ Tentative agenda of the meeting;

d/ Full name and signature of each requesting member or his/her/its authorized representative.

5. In case a request to convene a meeting of the Members' Council does not contain all the details specified in Clause 4 of this Article, the chairperson of the Members' Council shall notify in writing the member or group of members concerned within 7 working days after receiving the request.

In other cases, the chairperson of the Members' Council shall convene a meeting of the Members' Council within 15 working days after receiving the request.

In case the chairperson of the Members' Council does not convene a meeting of the Members' Council as provided, he/she shall bear personal responsibility before the law for any damage to the company and the related members of the company. In this case, the requesting member or group of members has the right to convene a meeting of the Members' Council. Reasonable expenses for convening and conducting a meeting of the Members' Council shall be reimbursed by the company.

Article 59. Conditions and procedures for conducting meetings of the Members' Council

1. A meeting of the Members' Council shall be conducted when the attending members own at least 65 percent of the charter capital; the specific percentage shall be provided in the company charter.

2. If it is not provided or otherwise provided in the company charter, the convening of a meeting of the Members' Council after the first meeting does not take place because the conditions provided in Clause 1 of this Article are not satisfied shall be carried out as follows:

a/ The convening of a meeting for the second time must be within 15 days after the intended date of the first meeting. A meeting of the Members' Council which is convened for a second time shall be conducted if the attending members own at least 50 percent of the charter capital;

b/ If a meeting which has been convened for a second time does not take place because the conditions provided at Point a, Clause 2 of this Article are not satisfied, the meeting may be convened for the third time within 10 working days after the intended date of the second meeting. In this case, the meeting of the Members' Council shall be conducted irrespective of the number of attending members and of the amount of charter capital represented by attending members.

3. A member or an authorized representative of a member shall attend and vote at meetings of the Members' Council. The procedures for

conducting meetings of the Members' Council and the voting method shall be provided in the company charter.

4. In case the agenda of a meeting satisfying the relevant conditions provided in this Article cannot be completed within the projected time, the meeting time may be extended but must not exceed 30 working days, counting from the opening date of such meeting.

Article 60. Resolutions of the Members' Council

1. The Members' Council shall adopt resolutions within its competence by voting at meetings, collecting written opinions or other forms as provided in the company charter.

2. Unless otherwise provided in the company charter, decisions on the following issues shall be passed by voting at meetings of the Members' Council:

a/ Amendments and supplementations to the company charter provided in Article 25 of this Law;

b/ Decisions on the development orientation of the company;

c/ Election, relief of duty and removal from office of the chairperson of the Members' Council; appointment, relief of duty and removal from office of the director or director general;

d/ Adoption of annual financial statements;

dd/ Reorganization or dissolution of the company

3. Unless otherwise provided by the company charter, a resolution of the Members' Council shall be adopted in a meeting in the following cases:

a/ It is approved by the number of votes representing at least 65 percent of the aggregate contributed capital amount of the attending members, except the case provided at Point b of this Clause;

b/ For a decision relating to the sale of assets valued at 50 or more percent of the total value of assets recorded in the latest financial statement of the company, or a smaller percentage or value as provided in the company charter, the amendment and supplementation to the company charter, the reorganization or dissolution of the company, it is approved by a number of votes representing at least 75 percent of the total contributed capital amount of the attending members.

4. A member is considered attending and voting at a meeting of the Members' Council in the following cases:

a/ Attending and directly voting at the meeting;

b/ Authorizing another to attend and vote at the meeting;

c/ Attending and voting by video conferencing, electronic voting or another electronic form;

d/ Sending the vote to the meeting by mail, fax or e-mail.

4. A resolution of the Members' Council shall be adopted by collection of written opinions if it is approved by members owning at least 65 percent of the charter capital; the specific percentage shall be provided in the company charter.

Article 61. Minutes of meetings of the Members' Council

1. All meetings of the Members' Council shall be recorded in minutes and may be voice-recorded or recorded and stored in other electronic forms.

2. The minutes of each meeting of the Members' Council shall be completed and approved immediately before the closing of the meeting. A minutes must contain the following principal details:

a/ Time and venue of the meeting; purposes and agenda of the meeting;

b/ Full name, capital contribution ratio, serial number and date of the capital contribution certificate of each member and authorized representative attending the meeting; full name, capital contribution ratio, serial number and date of the capital contribution certificate of each member or authorized representative not attending the meeting;

c/ Matters discussed and voted upon; summary of opinions of members on each of the matter discussed;

d/ Total numbers of valid and invalid votes; votes for and against on each matter voted upon;

dd/ The decisions passed;

e/ Full names and signatures of the minutes recorder and chairperson of the meeting.

3. The minutes recorder and chairperson of the meeting must be jointly liable for the accuracy and truthfulness of the meeting minutes of the Members' Council.

Article 62. Procedures for approval of resolutions of the Members' Council by collection of written opinions

If it is not provided or otherwise provided in the company charter, the competence and procedures for collection of written opinions from members to adopt a resolution shall be carried out as follows:

1. The chairperson of the Members' Council shall decide on collection of written opinions from members of the Members' Council to pass decisions within competence;

2. The chairperson of the Members' Council shall organize the preparation and sending of reports and submission papers on the issues to be decided upon, draft resolution and opinion collection form to members of the Members' Council.

3. An opinion collection form must contain the following principal details:

a/ Name, enterprise identification number and head office address;

b/ Full name, address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper and capital contribution ratio of the member of the Members' Council;

c/ Issues on which opinions are collected and corresponding responses in the order of for, against and abstention;

d/ Deadline for sending the opinion collection form to the company;

dd/ Full name and signature of the chairperson of the Members' Council.

An opinion collection form that contains full details and the signature of a company member and is sent to the company within the provided time limit shall be considered valid.

4. The chairperson of the Members' Council shall organize the counting of opinions, prepare a report thereon and notify the results thereof and the passed decision to members within 7 working days after the deadline for members to send their opinions to the company. The report on voting results is as valid as the meeting minutes of the Members' Council and must contain the following principal details:

a/ Purposes and contents of opinion collection;

b/ Full name, capital contribution ratio, serial number and date of the capital contribution certificate of each member or authorized representative who has submitted a valid opinion collection form; full name, capital contribution ratio, serial number and date of the capital contribution certificate of each member or each member's authorized representative who has not submitted the opinion collection form or has submitted an invalid one;

c/ The matters on which opinions are sought and voted upon; summary of the opinions of members on each of such matters (if any);

d/ Total numbers of valid and invalid opinion collection forms and forms not received; numbers of valid votes for and against on each matter voted upon;

dd/ The decisions passed and their respective percentages of votes;

e/ Full names and signatures of the vote counters and chairperson of the Members' Council. The vote counters and chairperson of the Members' Council must be jointly liable for the completeness, accuracy and truthfulness of the report on voting results.

Article 63. Effect of resolutions of the Members' Council

Unless otherwise provided by the company charter, a resolution of the Members' Council shall become effective on the date of its adoption or the date stated in such resolution.

In case a member or a group of members requests the court or arbitration to cancel a resolution which has been adopted, such resolution must still be effective until the court decision or arbitral award takes effect.

Article 64. Director or director general

1. The director or director general of a company is the person who manages day-to-day business operations of the company and is responsible to the Members' Council for the exercise of his/her rights and performance of his/her obligations.

2. The director or director general has the following rights and obligations:

a/ To organize the implementation of the resolutions of the Members' Council;

b/ To decide on matters related to day-to-day business operations of the company;

c/ To organize the implementation of business plans and investment plans of the company;

d/ To issue the internal management regulation of the company, unless otherwise provided in the company charter;

dd/ To appoint, relieve of duty and remove from office managers in the company, except those falling within the competence of the Members' Council;

e/ To sign contracts in the name of the company, except cases falling within the competence of the chairperson of the Members' Council;

g/ To make recommendations on the company's organizational structure;

h/ To submit annual financial statements to the Members' Council;

i/ To make recommendations on the plan for use of profits or for handling of losses in business;

k/ To recruit employees;

l/ Other rights and obligations provided in the company charter and in the labor contract which the director or director general has entered into with the company in accordance with the resolution of the Members' Council.

Article 65. Criteria and conditions for acting as director or director general

1. Having full civil act capacity and not being prohibited from managing enterprises under Clause 2, Article 18 of this Law.

2. Having professional qualifications and experience in business administration of the company, unless otherwise provided in the company charter.

3. For a subsidiary company where the state-contributed capital or state-owned shares account(s) for over 50 percent of the charter capital, in addition to the criteria and conditions provided in Clauses 1 and 2 of this Article, the director or director general may not be the spouse, father, adoptive father, mother, adoptive mother, child, adopted child, sibling, brother-in-law or sister-in-law of either the manager of the parent company and or the person representing the state capital in such company.

Article 66. Remuneration, wages and bonus of the chairperson of the Member' Council, director or director general and other managers

1. The company shall pay remuneration, wages and bonus to the chairperson of the Members' Council, director or director general, and other managers according to its business results and effectiveness.

2. Remuneration and wages of the chairperson of the Members' Council, director or director general and other managers shall be included in business expenses in accordance with the law on enterprise income tax and other relevant laws, and shall be recorded as a separate item in the company's annual financial statements.

Article 67. Contracts and transactions subject to approval by the Members' Council

1. A contract or transaction between the company and the following parties shall be approved by the Members' Council:

a/ A member, the authorized representative of a member, the director or director general or the at-law representative of the company;

b/ An affiliated person of the persons specified at Point a of this Clause;

c/ A manager of the parent company, the person with competence to appoint managers of the parent company;

d/ An affiliated person of the persons specified at Point c of this Clause.

2. The person entering into a contract or transaction shall notify members of the Members' Council and supervisors of the parties related to such contract or transaction; accompanied by the draft of such contract or the main contents of the transaction intended to conduct. Unless otherwise provided in the company chapter, the Members' Council shall decide on approval of the contract or transaction within 15 days after receiving the notice; in this case, the contract or transaction shall be approved if it is agreed by the members representing at least 65 percent of the total number of shares with voting rights. The members related to such contract or transaction shall not be included in the voting.

3. A contract or transaction that is entered into at variance with Clauses 1 and 2 of this Article and causes damage to the company shall be invalidated and handled in accordance with law. The person entering into such contract or transaction, concerned member and the affiliated persons of such member shall compensate for any damage arising and return to the company any benefits gained from the performance of the contract or transaction entered into at variance with Clauses 1 and 2 of this Article or causing damage to the company.

Article 68. Changes in charter capital

1. A company may increase its charter capital in the following cases:

- a/ Increasing the contributed capital of members;
- b/ Raising contributed capital from new members.

2. In case of increasing contributed capital of members, the to-be-additionally contributed capital shall be allocated to each member in proportion to his/her/its contributed capital amount in the charter capital of the company. Members may transfer their rights of capital contribution to others in accordance with Article 53 of this Law. A member who objects to the decision to increase the charter capital may not make additional capital contribution. In this case, the to-be-additionally contributed capital amount of such member shall be divided among other members in proportion to their respective contributed capital amounts in the charter capital of the company unless otherwise agreed by the members.

3. A company may reduce its charter capital in the following forms:

a/ Returning part of the contributed capital to members in proportion to their respective capital contribution ratios in the charter capital of the company if the company's business operation has been carried out continuously for more than two years from the date of enterprise registration and at the same time ensuring that all debts and other property obligations shall be fully paid after returning part of the contributed capital to members;

b/ The company redeems the members' contributed capital amounts as provided in Article 52 of this Law;

c/ The charter capital has not been paid in sufficiently and timely in accordance with Article 48 of this Law.

4. Within 10 working days after completing the increase or decrease of charter capital, the company shall notify such in writing to the business registration agency. The notice must contain the following principal details:

a/ Name, head office address and enterprise identification number;

b/ Charter capital; the capital amount intended to be increased or reduced;

c/ Time, reason for, and form of increase or decrease of capital;

d/ Full name and signature of the at-law representative of the enterprise.

In case of increasing charter capital, the notification shall be accompanied by the resolution and minutes of the meeting of the Members' Council. In case of decreasing the charter capital, the notification shall be accompanied by the resolution and minutes of the meeting of the Members' Council and the latest financial statement. Within 3 working days after receiving the notification, the business registration agency shall update information on the increase or decrease in the charter capital.

Article 69. Conditions for distribution of profits

A company may only distribute profits to its members when it generates profits from its business and has fulfilled its tax obligations and other financial obligations in accordance with law and ensures that all debts and other property obligations may be fully paid after distribution of profits.

Article 70. Recovery of returned contributed capital amounts or distributed profits

In case part of contributed capital is returned because the reduction of charter capital is made not in accordance with Clause 3, Article 68 of this Law or profits are distributed to members not in accordance with Article 69 of this Law, all members shall return to the company the amount of money or other assets they received or must be jointly liable for all the debts and other property obligations of the company until they all return the amount of money or other assets they received which are equal to the reduced capital or distributed profits.

Article 71. Responsibilities of the chairperson of the Members' Council, director or director general, at-law representative, supervisors and other managers

1. The chairperson of the Members' Council, director or director general, at-law representative, supervisors and other managers of the company have the following responsibilities:

a/ To exercise the assigned rights and perform the assigned obligations in an honest, prudent and best manner in order to best protect the lawful interests of the company;

b/ To be faithful to the interests of the company; not to use business information, know-how and opportunities of the company; not to abuse their positions and titles, and assets of the company for personal benefits or for the benefits of other organizations or individuals;

c/ To notify the company in a timely, sufficient and accurate manner of the enterprises of which they and their affiliated persons are owners or in which they have controlling shares or contributed capital amounts;

d/ To exercise other rights and perform other obligations in accordance with law and the company charter.

2. The director or director general are not entitled to wage raise and bonuses when the company is no longer capable of fully repaying due debts.

3. A written notification of affiliated persons under Point c, Clause 1 of this Article must contain the following details:

a/ Name, identification number and head office address of the enterprise in which they own a contributed capital amount or shares, percentage and time of owning such contributed capital amount or shares;

b/ Name, identification number and head office address of the enterprise in which their affiliated persons jointly own or individually own shares or contributed capital amount representing over 10 percent of charter capital.

4. The notification provided in Clauses 1 and 3 of this Article shall be carried out within 5 working days, after arising or change of related interests. The company shall compile and update the list of affiliated persons of the company and their transactions with the company. This list shall be kept at the head office of the company. All the members, managers and supervisors of the company and their authorized representatives have the right to look up, extract and copy part or the whole information provided in Clauses 1 and 3 of this Article during working hours according to the order and procedures provided in the company charter.

Article 72. Initiation of lawsuits against managers

1. A company member may act on his/her own or in the name of the company to initiate a civil lawsuit against the chairperson of the Members'

Council, director or director general, at-law representative and other managers violating the obligations of the managers in the following cases:

a/ Violating the provisions of Article 71 of this Law;

b/ Failing to properly and sufficiently exercise the assigned rights and perform the assigned obligations; exercising the assigned rights or performing the assigned obligations against the law or the company charter; failing to perform or properly and sufficiently perform the resolutions of the Members' Council;

c/ Other cases provided by law and the company charter.

2. The order and procedures for initiation of lawsuits must comply with the civil procedure law.

3. Legal costs in the case of initiating lawsuits in the name of the company shall be included in the company expenses, except when the lawsuits are rejected.

Section 2

SINGLE-MEMBER LIMITED LIABILITY COMPANIES

Article 73. Single-member limited liability companies

1. A single-member limited liability company is an enterprise owned by one organization or individual (below referred to as company owner); the company owner must be liable for all debts and other property obligations of the company within the amount of the charter capital of the company.

2. A single-member limited liability company has legal entity status from the date it is granted an enterprise registration certificate.

3. Single-member limited liability companies may not issue shares.

Article 74. Capital contribution for company establishment

1. Charter capital of a single-member limited liability company at the time of enterprise registration is the total value of assets committed to be contributed by the owner and recorded in the company charter.

2. Within 90 days after being granted an enterprise registration certificate, the owner shall make sufficient capital contribution to the company with the right types of assets as committed upon enterprise establishment registration.

3. In case of failing to contribute sufficient charter capital within the time limit specified in Clause 2 of this Article, within 30 days from the last day the charter capital was due to be contributed in full, the owner of the company shall register for adjustment of charter capital to equal the actually contributed capital amount. In this case, the owner must be liable in

proportion to the committed contributed capital amount for financial obligations of the company arisen before the company registers for a change in charter capital.

4. The owner shall be held liable with all of his/her/its assets for financial obligations of the company and any damage caused by failure to contribute charter capital or to contribute sufficient charter capital amount on time.

Article 75. Rights of the company owner

1. The institutional owner of a company has the following rights:

a/ To decide on the contents of the company charter and amendments and supplementations thereto;

b/ To decide on development strategies and annual business plans of the company;

c/ To decide on the organizational and managerial structure of the company, to appoint, relieve of duty and remove from office managers of the company;

d/ To decide on development investment projects;

dd/ To decide on market development, marketing and technology solutions;

e/ To approve loan agreements and other contracts as provided in the company charter which are valued at 50 or more percent of the total value of assets recorded in the latest financial statement of the company or a smaller percentage or value as provided in the company charter;

g/ To decide on sale of assets valued at 50 or more percent of the total value of assets recorded in the latest financial statement of the company or a smaller percentage or value as provided in the company charter;

h/ To decide on the increase of the charter capital of the company; on the transfer of part of the whole of the charter capital of the company to other organizations or individuals;

i/ To decide on the establishment of subsidiaries or on capital contribution to other companies;

k/ To organize supervision and assessment of the company's business operations;

l/ To decide on the use of profits after fulfilling tax obligations and other financial obligations of the company;

m/ To decide on reorganization, dissolution and request for bankruptcy of the company;

n/ To recover all of the value of assets of the company after the company completes the dissolution or bankruptcy process;

o/ Other rights provided in this Law and the company charter.

2. The individual owner of a company has the following rights:

a/ To decide on the contents of the company charter and amendments and supplementations thereto;

b/ To decide on investment, business and internal management of the enterprise, unless otherwise provided by the company charter;

c/ To decide on the increase of charter capital, on the transfer of part or the whole of the charter capital to other organizations or individuals;

d/ To decide on the use of profits after fulfilling tax obligations and other financial obligations of the company;

dd/ To decide on reorganization or dissolution and request for bankruptcy of the company;

e/ To recover all of the value of assets of the company after the company completes dissolution or bankruptcy process;

g/ Other rights provided in this Law and the company charter.

Article 76. Obligations of the company owner

1. To contribute the company's charter capital in full and on time.

2. To comply with the company charter.

3. To identify and separate assets of the company owner from those of the company. An individual owner shall separate his/her personal expenditures and expenditures for his/her family from expenditures for him or her as the president and director or director general of the company.

4. To comply with the law on contracts and relevant laws in the purchase, sale, borrowing, lending, lease or rent and other transactions between the company and the company owner.

5. A company owner may only withdraw capital by transfer of part or the whole of the charter capital to other organizations and individuals; in the case of withdrawal of part or the whole of his/her/its contributed charter capital from the company in another form, the company owner and related individuals and organizations must be jointly liable for the debts and other property obligations of the company.

6. A company owner may not withdraw profits of the company in case the company has not paid in full all debts and other property obligations which become due.

7. To perform other obligations provided by this Law and the company charter.

Article 77. Exercise of the rights of the company owner in some special cases

1. In case a company owner transfers or donates part of charter capital to another organization or individual or the company admits a new member, the company shall organize its operations in the form of a limited liability company with two or more members or a joint stock company and at the same time register for the change in the enterprise registration contents with the business registration agency within 10 days after completing the transfer or donation or admission of the new member.

2. In case the individual owner of a company is put in temporary detention, imprisoned or deprived by a court of the right to professional practice in accordance with law, such member shall authorize another person to exercise the rights and perform the obligations of the company owner.

3. In case the individual owner of a company dies, his/her heir by testament or by law shall become the owner or a member of the company. The company shall organize its operations in the corresponding form of enterprise and register for the change in the contents of enterprise registration within 10 days after since the inheritance settlement is completed.

In case the individual owner of a company dies without any heir or his/her heir disclaims the inheritance or is deprived of the right to inherit, the owner's contributed capital amount shall be handled in accordance with the civil law.

4. In case the civil act capacity of the individual owner of a company is restricted or lost, the rights and obligations of the company owner shall be exercised and performed by a guardian.

5. In case the institutional owner of a company is dissolved or goes bankrupt, the transferee of the contributed capital amount of the owner shall become the owner or a member of the company. The company shall organize its operations in the corresponding form of enterprise and register for the change in the enterprise registration contents within 10 days after the transfer is completed.

Article 78. The organizational and managerial structure of single-member limited liability companies of institutional owners

1. A single-member limited liability company of an institutional owner shall be organized and operate after either of the following two models:

a/ Company president, director or director general and supervisor;

b/ Members' Council, director or director general and supervisor.

2. If it is not provided in the company charter, the chairperson of the Members' Council or the company president, director or director general shall act as the at-law representative of the company.

3. Unless otherwise provided in the company charter, the functions, rights and obligations of the Members' Council, the company president, the director or director general and supervisors must comply with this Law.

Article 79. The Members' Council

1. Members of the Members' Council shall be appointed or relieved of duty by the company owner, comprising 3 to 7 members with terms not exceeding 5 years. The Members' Council shall exercise the rights and perform the obligations of the company owner in the name of the company owner; exercise the rights and perform the obligations of the company in the name of the company, except the rights and obligations of the director or director general; be responsible before law and the company owner for the exercise of the assigned rights and performance of the assigned obligations in accordance with this Law and other relevant laws.

2. The rights and obligations of the Members' Council and its working relationship with the company owner shall be provided in the company charter and comply with relevant laws.

3. The chairperson of the Members' Council shall be appointed by the company owner or elected by members of the Members' Council on the majority principle and according to the order and procedures provided in the company charter. Unless otherwise provided by the company charter, the term of office, rights and obligations of the chairperson of the Members' Council must comply with Article 57 and other relevant provisions of this Law.

4. The competence and methods to convene meetings of the Members' Council must comply with Article 58 of this Law.

5. A meeting of the Members' Council shall be conducted when there are at least two-thirds of total members attending. Unless otherwise provided in the company charter, each member has an equal vote. The Members' Council may pass a decision by collection of written opinions.

6. A resolution of the Members' Council shall be adopted when approved by over half of the attending members. Any amendment or supplementation to the company charter, reorganization of the company, transfer of part or the whole of the charter capital of the company shall be approved by at least three-quarters of the attending members.

A resolution of the Members' Council takes effect on the date of adoption or the date indicated in the resolution, unless otherwise provided by the company charter.

7. All meetings of the Members' Council shall be recorded in minutes, sound-recorded or recorded and stored in other electronic forms. The contents of minutes of meetings of the Members' Council must comply with Article 61 of this Law.

Article 80. The company president

1. The company president shall be appointed by the owner. The company president shall exercise the rights and perform the obligations of the company owner; exercise the rights and perform the obligations of the company in the name of the company; except the rights and obligations of the director or director general; be responsible before law and the company owner for the exercise of the assigned rights and performance of the assigned obligations in accordance with this Law, other relevant laws and the company charter.

2. The rights and obligations of the company president and his/her working regime with the company owner must comply with the company charter, this Law and relevant laws.

3. A decision of the company president concerning the exercise of the rights and performance of the obligations of the company owner must take effect on the date of approval by the company owner, unless otherwise provided in the company charter.

Article 81. Director or director general

1. The Members' Council or the company president may appoint or hire a director or director general for terms not exceeding 5 years each to manage day-to-day business operations of the company. The director or director general must be responsible before law and the Members' Council or the company president for the exercise of his/her rights and performance of his/her obligations. The chairperson of the Members' Council, another member of the Members' Council or the company president may concurrently act as the director or director general, unless otherwise provided by law or the company charter.

2. The director or director general has the following rights and obligations:

a/ To organize the implementation of decisions of the Members' Council or the company president;

b/ To decide on all matters related to day-to-day business operations of the company;

c/ To organize the implementation of business plans and investment plans of the company;

d/ To issue the internal management regulation of the company;

dd/ To appoint, relieve of duty and remove from office managers in the company, except those falling within the competence of the Members' Council or the company president;

e/ To sign contracts in the name of the company, except cases falling within the competence of the chairperson of the Members' Council or the company president;

g/ To make recommendations on the organizational structure of the company;

h/ To submit annual financial statements to the Members' Council or the company president;

i/ To make recommendations on the plan for use of profits or handling of losses in business;

k/ To recruit employees;

l/ Other rights and obligations provided in the company charter and in the labor contract which the director or director general has entered into with the chairperson of the Members' Council or the company president.

3. A director or director general must meet the following criteria and conditions:

a/ Having full civil act capacity and not being a person specified in Clause 2, Article 18 of this Law;

b/ Possessing professional qualifications and experience in business administration of the company, unless otherwise provided in the company charter.

Article 82. Supervisors

1. The company owner shall decide on the number of supervisors and appoint supervisors for terms not exceeding 5 years each and decide on the establishment of the Supervisory Board. Supervisors must be responsible before the law and the company owner for the exercise of their rights and performance of their obligations.

2. A supervisor has the following rights and obligations:

a/ To check the lawfulness, honesty and prudence of the Members' Council, the company president and the director or director general in organizing the implementation of ownership rights and in managing and running the business of the company;

b/ To evaluate financial statements, reports on business situations, reports on assessment of management work and other reports before submitting them to the company owner or relevant state agencies; to submit evaluation reports to the company owner;

c/ To propose to the company owner solutions for modifying and supplementing the organizational and managerial structure and business administration of the company;

d/ To examine any documents or papers of the company at the head office or a branch or representative office of the company. Members of the Members' Council, the company president and the director or director general and other managers are obliged to provide in full and on time information on the exercise of ownership rights and on the management and administration and the business operations of the company at the request of the supervisor;

dd/ To attend and discuss in meetings of the Members' Council and other meetings in the company;

e/ Other rights and obligations provided in the company charter or as requested or decided by the company owner.

3. Supervisors must meet the following criteria and conditions:

a/ Having full civil act capacity and not being a person specified in Clause 2, Article 18 of this Law;

b/ Not being an affiliated person of any member of the Members' Council, the company president and the director or director general or the person with competence to directly appoint supervisors;

c/ Having professional qualifications or work experience in accounting and auditing or professional qualifications and experience in the business lines of the company or other criteria and conditions as provided in the company charter.

5. The contents of and methods of coordinating the work of supervisors shall be provided in detail in the company charter.

Article 83. Responsibilities of members of the Members' Council, the company president, director or director general and supervisors

1. To comply with the law, the company charter and decisions of the company owner in the exercise of assigned rights and performance of assigned obligations.

2. To exercise assigned rights and perform assigned obligations in an honest, prudent and best manner to ensure the maximum lawful interests of the company and the company owner.

3. To be loyal to the interests of the company and the company owner; not to use business information, know-how and opportunities of the company; not to abuse their positions and titles, and assets of the company for their personal benefits or for the benefits of other organizations or individuals.

4. To notify the company in a timely, sufficient and accurate manner of the enterprises of which they or their affiliated persons are owners or in which they hold controlling shares or contributed capital amounts. Such notification shall be posted up at the head office and branches of the company.

5. Other rights and obligations provided by this Law and the company charter.

Article 84. Remuneration, wages and other benefits of managers of the company and supervisors

1. Managers of the company and supervisors are entitled to remuneration or wages and other benefits according to the business results and efficiency of the company.

2. The company owner shall decide on the levels of remuneration, wages and other benefits of members of the Members' Council, the company president and supervisors. Remuneration, wages and other benefits of managers of the company and supervisors shall be included in business expenses in accordance with the law on tax and other relevant laws, and be recorded as a separate item in annual financial statements of the company.

3. Remuneration, wages and other benefits of supervisors may be directly paid by the company owner as provided in the company charter.

Article 85. Organizational and managerial structure of single-member limited liability companies of individual owners

1. A single-member limited liability company of an individual owner must have a company president and director or director general.

2. The company president may work concurrently or hire another person to work as the director or director general.

3. The rights and obligations of the director or director general shall be provided in the company charter and the labor contract which the director or director general has entered into with the company president.

Article 86. Contracts and transactions of the company with affiliated persons

1. Unless otherwise provided in the company charter, contracts and transactions between a single-member limited liability company of an institutional owner with the following parties shall be considered and decided by the Members' Council or the company president, director or director general and supervisors:

a/ The company owner and affiliated persons of the company owner;

b/ A member of the Members' Council, director or director general or supervisor;

c/ An affiliated person of a person specified at Point b of this Clause;

d/ A manager of the company owner, the person with competence to appoint such manager;

dd/ An affiliated person of a person specified at Point d of this Clause.

The person who enters into a contract shall notify the Members' Council or the company president, director or director general and supervisors of the persons related to such contract or transaction, accompanied by the draft contract or main contents of such transaction.

2. Unless otherwise provided by the company charter, the Members' Council, the company president and supervisors shall decide on the approval of the contract or transaction within 10 days after receiving the notification on the principle of majority with one vote for each person; persons with related interests are not entitled to vote.

3. The contract or transaction provided in Clause 1 of this Article may only be approved if satisfying the following conditions:

a/ The parties to the contract or transaction are independent legal entities with separate rights, obligations, assets and interests;

b/ The price used in the contract or transaction is the market price at the time the contract is entered into or the transaction is performed;

c/ The company owner complies with the obligations provided in Clause 4, Article 76 of this Law.

4. A contract or transaction shall be invalidated and handled in accordance with law if it is entered into not in accordance with Clauses 1, 2 and 3 of this Article and causes damage to the company. The person signing the contract and the parties to the contract must be jointly liable for any damage arising and return to the company any benefits gained from the performance of such contract or transaction.

5. A contract or transaction between a single-member limited liability company of an individual owner with the company owner or an affiliated person of the company owner shall be recorded and preserved as a separate dossier of the company.

Article 87. Changes in charter capital

1. A single-member limited liability company may change its charter capital in the following cases:

a/ Returning part of the contributed capital in the charter capital of the company if the company's business operation has been carried out continuously for more than 2 years from the date of enterprise registration; while ensuring that all debts and other property obligations may be paid in full after returning part of the contributed capital to its owner;

b/ The charter capital has not been paid in sufficiently and on time by the owner in accordance with Article 74 of this Law.

2. A single-member limited liability company may increase its charter capital by the company owner making additional investment or raising additional capital contributed by other people. The company owner may decide on the form and level of increase of the charter capital.

2. In case the charter capital is increased by raising additional capital contributed by other people, the company may organize its management in either of the two following forms:

a/ Limited liability company with two or more members; the company shall notify the change in the enterprise registration contents within 10 working days after completing the change in charter capital;

b/ Joint stock company in accordance with Article 196 of this Law.

Chapter IV

STATE ENTERPRISES

Article 88. Application of provisions to state enterprises

1. State enterprises shall be organized and managed in accordance with this Chapter, relevant provisions in Section 2, Chapter III and other relevant provisions of this Law. In case there are any differences between the provisions of Chapter IV and Chapter III of this Law and other relevant provisions of this Law, the provisions of this Chapter IV shall apply.

2. The organization and management of enterprises in which the State holds less than 100 percent of charter capital must comply with relevant provisions in Section 1, Chapter III, and Chapter V, of this Law.

Article 89. Organizational and managerial structure of the enterprise

The agency representing the owner may decide on the organization and management for a state enterprise in the form of limited liability company after either of the two models provided in Clause 1, Article 78 of this Law.

Article 90. The Members' Council

1. The Members' Council shall, in the name of the company, exercise the rights and perform the obligations of the company in accordance with this Law and other relevant laws.

2. The Members' Council must comprise the chairperson and other members with the total number not exceeding 7. Members of the Members' Council shall work on a full-time basis and be appointed, relieved of duty and removed from office, rewarded and disciplined by the agency representing the owner.

3. The term of office of the chairperson and other members of the Members' Council must not exceed 5 years. A member of the Members' Council may be re-appointed but the total number of terms must not exceed 2 at a company.

Article 91. Rights and obligations of the Members' Council

1. The Members' Council shall, in the name of the company, exercise the rights and perform the obligations of the owner, shareholder or member toward companies in which its company acts as the owner or owns shares or contributed capital amount.

2. The Member's Council has the following rights and obligations:

a/ To decide on contents as prescribed by the law on management and use of state capital invested in production and business in enterprises;

b/ To decide on the establishment, reorganization or dissolution of branches and representative offices and other dependent cost-accounting units;

c/ To decide on annual production and business plans and orientations for the market development, marketing and technologies of the company;

d/ To organize the internal audit and decide on the establishment of the internal audit unit of the company;

dd/ Other rights and obligations provided by this Law, other relevant laws and the company charter.

Article 92. Criteria and conditions of members of the Members' Council

1. Possessing professional qualifications and practical experience in business administration or in the business line of the enterprise.

2. Not being spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling, brother-in-law or sister-in-law of the head or a deputy head of the agency representing the owner; of a member of the Members' Council; of the director or director general, deputy director or deputy director general or the chief accountant of the company; of a supervisor of the company.

3. Not concurrently working as a cadre or civil servant in a state management agency, a political organization or socio-political organization or as a manager or an executive in a member enterprise.

4. Having never been dismissed from the post of chairperson of the Members' Council, member of the Members' Council, or company president, director or director general deputy director or deputy director general in a state enterprise.

5. Other criteria and conditions provided in the company charter.

Article 93. Relief of duty, dismissal of members of the Members' Council

1. The chairperson or other members of the Members' Council shall be relieved of duty in the following cases:

a/ No longer satisfying the criteria and conditions prescribed in Article 92 of this Law;

b/ Submitting a resignation letter which is approved in writing by the agency representing the owner;

c/ Having a decision on transfer, assignment to another job or retirement;

d/ Possessing insufficient qualifications and capability to assume the assigned position, having his/her civil act capacity lost or restricted;

dd/ Being no longer physically fit or prestigious to hold the position of member of the Members' Council.

2. The chairperson or other members of the Members' Council shall be dismissed in the following cases

a/ The company fails to fulfill the annual planned objectives and targets, not being able to preserve and develop the investment capital as required by the agency representing the owner without any objective causes or the explanation of the causes is not accepted by the agency representing the owner;

b/ Being prosecuted and pronounced guilty by a court;

c/ Not being truthful in exercising his/her rights and performing his/her obligations or abusing his/her position and title, using assets of the company to gain their own personal benefits or for the benefits of other organizations and individuals; to untruthfully report on the financial conditions and production and business results of the company.

3. Within 60 days after the relief of duty or dismissal decision is issued, the agency representing the owner shall consider and decide on the recruitment and appointment of a replacement.

Article 94. Chairperson of the Members' Council

1. The chairperson of the Members' Council shall be appointed by the agency representing the owner. The chairperson of the Members' Council may not concurrently act as the director or director general of the company and other enterprises.

2. The chairperson of the Members' Council has the following rights and obligations:

a/ To make quarterly and annual working plans of the Members' Council;

b/ To prepare the agendas and documents for meetings of or soliciting opinions of the Members' Council;

c/ To convene and chair meetings of the Members' Council or soliciting opinions of the members of the Members' Council;

d/ To organize the implementation of resolutions of the agency representing the owner and resolutions of the Members' Council;

dd/ To organize the supervision, to directly supervise and assess the implementation of the strategic objectives, results of operation of the company and management and administration of the director or director general of the company;

e/ To organize the public disclosure of information on the company in accordance with law; to be responsible for the completeness, timeliness, accuracy, truthfulness and systematicity of the disclosed information;

g/ To exercise other rights and perform other obligations provided by this Law, other relevant laws and the company charter;

3. In addition to the cases prescribed in Article 93 of this Law, the chairperson of the Members' Council may be relieved of duty or dismissed if he/she fails to fulfill the duties specified in Clause 2 of this Article.

Article 95. Rights and obligations of other members of the Members' Council

1. To attend meetings of the Members' Council and to discuss, propose, and vote on matters within the competence of the Members' Council.

2. To check, examine, look up, copy or extract the transaction-recording and -monitoring book, accounting books, annual financial statements and meeting minutes book of the Members' Council, and other papers and documents of the company.

3. To exercise other rights and perform other obligations provided by this Law, other relevant laws and the company charter.

Article 96. Responsibilities of the chairperson and other members of the Members' Council

1. To comply with law, the company charter, and decisions of the company owner.

2. To exercise their rights and perform their obligations in an honest, prudent and best manner in order to best protect the lawful interests of the company and the State.

3. To be faithful to the interests of the company and the State; not to use business information, know-how and opportunities, their positions and titles, and assets of the company for their own personal benefits or for the benefits of other organizations or individuals.

4. To notify in a timely, full and accurate manner to the company of the enterprises in which they and their affiliated persons own, hold shares, or have contributed capital. This notification shall be publicly posted at the head office and branches of the company.

5. To abide by resolutions of the Members' Council.

6.

To be personally liable when committing, in the name of the company, illegal acts; conducting business or other transactions not for the interests of the company and causing damages to others; paying undue debts when the company faces possible financial risks.

7. If it is detected that a member of the Members' Council violates an obligation during the exercise of his/her assigned rights and performance of his/her assigned obligations, other members of the Members' Council are obliged to report it in writing to the agency representing the owner; request the violator to cease the violation and take measures to remedy any consequences.

Article 97. Working regime, conditions and procedures for conducting meetings of the Members' Council

1. The Members' Council shall work on a collegial basis; meet at least once every quarter to consider and decide on matters within the scope of its rights and obligations. For matters that require no discussion, the Members' Council may solicit members' written opinions in accordance with the company charter.

The Members' Council may hold extraordinary meetings to solve urgent matters at the request of the company owner or at the proposal of the chairperson of the Members' Council, or of more than 50 percent of total members of the Members' Council, or of the director or director general.

2. The chairperson of the Members' Council or the member authorized by the chairperson of the Members' Council shall prepare the agenda, document contents, convene and chair a meeting of the Members' Council. The members of the Members' Council have the right to make written proposals on the agenda. The meeting agenda and documents shall be sent to the members of the Members' Council and the invited participants, if any, at least 3 working days before the date of the meeting. Meeting documents relating to the proposals to the agency representing the owner to amend and supplement the company charter, approval of the company's development orientation, approval of annual financial statements, reorganization or dissolution of the company shall be sent to the members at least 5 working days before the date of the meeting.

3. The meeting invitation may be in the form of letter of invitation, telephone call, fax or via other electronic means and shall be sent directly to each member of the Members' Council and other invited participants. The meeting invitation must specify the time, venue and agenda of the meeting. Video conferencing may be used when necessary.

4. A meeting to solicit opinions of members of the Members' Council is valid when at it is attended by least two-thirds of total members of the Members' Council. Resolutions of the Members' Council shall be approved when they are voted for by more than half of the number of attending members; when the number of votes for and against are equal, the content gaining the vote for of the chairperson of the Members' Council or the person authorized by the chairperson of the Members' Council to chair the meeting is the approved content. Members of the Members' Council have the right to reserve their opinions and send their proposals to the agency representing the company owner.

5. In case written opinions of members of the Members' Council are solicited, resolutions of the Members' Council shall be approved when they are approved by more than half of the total members.

Resolutions may be approved by using copies of the same document if each copy contains at least a signature of a member of the Members' Council.

6. Depending on the meeting contents and agenda, if finding it necessary, the Members' Council has the right or is responsible to invite competent representatives of related agencies and organizations to attend and discuss specific matters in the agenda. Representatives of the agencies and organizations invited to the meeting may express their opinions but not vote. Opinions expressed by the invited representatives shall be fully recorded in the meeting minutes.

7. Contents of the matters discussed, the opinions expressed, voting results, decisions approved by the Members' Council and conclusions of the meetings of the Members' Council shall be recorded in minutes. The chairperson and secretary of the meeting must be jointly liable for the accuracy and truthfulness of the meeting minutes of the Members' Council. The minutes of a Members' Council meeting shall be completed and approved prior to the closing of the meeting. The minutes must include the following principal details:

a/ Time and venue of the meeting; purposes and agenda of the meeting; list of attending members; matters discussed and voted upon; summary of opinions of members on each matter discussed;

b/ The numbers of votes for and against in case abstentions are not accepted or the numbers of votes for, against, or abstentions in case abstentions are accepted;

c/ The decisions passed; full names and signatures of the attending members.

8. Members of the Members' Council have the right to request the director or director general, deputy directors or deputy directors general; chief accountant and managers and executives in the company, subsidiaries in which the company hold 100 percent of charter capital, and representatives of the contributed capital of the company in other enterprises to provide information and documents on the financial situation and operations of the enterprises under the information regulations issued by the Members' Council or in accordance with a resolution of the Members' Council. The person requested to provide information shall provide information and documents in a timely, full and accurate manner as requested by the members of the Members' Council, unless otherwise decided by the Members' Council.

9. The Members' Council shall use the executive apparatus and supporting unit (if any) and the seal of the company to perform its duties.

10. Operating expenses of the Members' Council, including wages, allowances and other remuneration, shall be included in the management expenses of the company.

11. If necessary, the Members' Council may organize the solicitation of opinions of domestic and foreign consultants before making decisions on important matters falling within the competence of the Members' Council. Expenses for consultant opinions shall be provided in the company's financial management regulations

12. Resolutions of the Members' Council must take effect on the date of approval or the date written in the resolutions, unless approval by the agency representing the owner is required.

Article 98. The company president

1. The company president shall be appointed by the agency representing the owner in accordance with law. The term of the company president must not exceed 5 years. The company president may be re-appointed for no more than 2 terms. The criteria and conditions and cases of relief of duty and dismissal of the company president must comply with Articles 92 and 93 of this Law.

2. The company president shall exercise the rights and perform the obligations of the representative of the owner directly in the company in accordance with the Law on Management and Use of State Capital Invested in Production and Business at Enterprises; and other rights and obligations provided in Articles 91 and 96 of this Law.

3. Wages, bonuses and other benefits of the company president shall be decided by the agency representing the owner and included in the management expenses of the company.

4. The company president shall use the managerial and executive apparatus, a supporting unit (if any) and the seal of the company to exercise his/her rights and perform his/her obligations. If necessary, the company president may organize the solicitation of opinions of domestic and foreign consultants before making decisions on important matters falling within the competence of the company president. Expenses for consultant opinions shall be provided in the company's financial management regulations.

5. The decisions falling within the competence specified in Clause 2 of this Article shall be made in writing, signed with the title of company president even in the case the company president concurrently acts as the director or director general.

6. Decisions of the company president must take effect on the date of signing or the date indicated in these decisions, unless approval by the agency representing the owner is required.

7. In case the company president is absent in Vietnam for more than 30 days, a number of rights and obligations of the company president shall be authorized in writing to another person; the authorization shall be timely notified to the agency representing the owner. Other cases of authorization shall be carried out in accordance with the company's internal management regulations.

Article 99. Director, director general of the company

1. The director or director general of the company shall be appointed or hired by the Members' Council or company president under the personnel plan approved by the agency representing the owner. The company must have one or a number of deputy directors or deputy directors general. The specific number of, and competence to appoint, deputy directors or deputy directors general shall be provided in the company charter. The rights and obligations of deputy directors or deputy directors general shall be provided in the company charter or labor contracts.

2. The director or director general must be in charge of running day-to-day operations of the company, and has the follow rights and obligations:

a/ To organize and assess the implementation of business plans and investment plans of the company;

b/ To organize and assess the implementation of resolutions of the Members' Council, of the company president and of the agency representing the owner of the company;

c/ To decide on day-to-day matters of the company;

d/ To issue the internal management regulations of the company which have been approved by the Members' Council or the company president;

dd/ To sign contracts or agreements in the name of the company, except cases falling within the competence of the chairperson of the Members' Council or of the company president;

e/ To appoint, hire, relieve of duty, dismiss or terminate contracts with, managers in the company, except for those falling within the competence of the Members' Council or the company president;

g/ To recruit employees;

h/ To prepare and submit to the Members' Council or company president quarterly or annual reports on results of implementation of business plan objectives and annual financial statements;

i/ To make recommendations on the reorganization of the company, when finding it necessary;

k/ To make recommendations on the distribution and use of after-tax profits or other financial obligations of the company;

m/ Other rights and obligations provided by law and the company charter.

Article 100. Criteria and conditions of directors, director general

1. Possessing professional qualifications and practical experience in business administration in the business lines of the company.

2. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child or sibling of the head or deputy head of the agency representing the owner.

3. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling, brother-in-law or sister-in-law of a member of the Members' Council.

4. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child or sibling of the deputy director or deputy director general or chief accountant of the company.

5. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling, brother-in-law or sister-in-law of a supervisor in the company.

6. Not concurrently acting as a cadre or civil servant in a state agency or a political or socio-political organization.

7. Having never been dismissed from the post of chairperson of the Members' Council, member of the Members' Council, company president, director or director general, deputy director or deputy director general of another company or state enterprise.

8. Not concurrently acting as the director or director general of another enterprise.

9. Other criteria and conditions provided in the company charter.

Article 101. Relief of duty, dismissal of the director or director general and other managers of the company

1. The director or director general shall be relieved of duty in the following cases:

a/ No longer satisfying the criteria and conditions provided in Article 100 of this Law;

- b/ Having submitted an application for work cessation.
- 2. The director or director general shall be dismissed in the following cases:
 - a/ The enterprise fails to preserve its capital as prescribed by law;
 - b/ The enterprise fails to achieve annual planned business objectives;
 - c/ Having insufficient qualifications and capability to meet the requirements of the new development strategy and business plan of the enterprise;
 - d/ The enterprise violates the law or conducts business operations against the law;
 - dd/ Violating one of the obligations of managers provided in Article 96 of this Law;
 - e/ Other cases provided in the company charter.
- 3. The cases of relief of duty or dismissal of deputy directors or deputy directors general, the chief accountant and other managers of the company shall be provided in the company charter.

Article 102. The Supervisory Board

1. Based on the size of the company, the agency representing the owner shall decide to appoint one supervisor or establish a Supervisory Board consisting of between 3 and 5 supervisors. The term of office of supervisors must not exceed 5 years and each supervisor may be re-appointed for not more than 2 terms at a single company.

2. The Supervisory Board has the following rights and obligations:

a/ To supervise the organization of implementation of the development strategies, business plans, implementation of the strategic objectives and planned objectives of the company;

b/ To supervise and assess the exercise of the rights and performance of the obligations of members of the Members' Council and the Members' Council, the director or director general of the company;

c/ To supervise and assess the effectiveness and degree of compliance with the internal auditing regulations, risk management and prevention regulations, reporting regulations and other internal management regulations of the company;

d/ To supervise the legality, systematicity and truthfulness in accounting, accounting books, financial statements, appendices and relevant documents;

dd/ To supervise the transactions of the company with related parties;

e/ To supervise the implementation of big investment projects, purchase and sale transactions and other business transactions with large scale or abnormal business transactions of the company;

g/ To prepare and send reports and recommendations on the issues specified at Points a, b, c, d, dd and e of this Clause to the agency representing the owner and the Members' Council;

h/ To exercise other rights and perform other obligations requested by the agency representing the owner or provided in the company charter.

3. Wages and bonuses of supervisors shall be decided and paid by the agency representing the owner.

4. The Government shall detail this Article.

Article 103. Criteria and conditions of supervisors

1. Having been trained in finance, accounting, auditing, law or business administration and having at least 3 years of working experience; the head of the Supervisory Board must have at least 5 years of working experience related to his/her major of finance, accounting, auditing, law or business administration.

2. Not being an employee of the company.

3. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling, brother-in-law or sister-in-law of any of the following persons:

a/ Head or a deputy head or the agency representing the owner of the company;

b/ A member of the Members' Council of the company;

c/ A deputy director or deputy director general and chief accountant of the company;

d/ A supervisory of the company.

4. Not concurrently acting as the director or director general of another enterprise.

5. Not concurrently acting as a supervisor, a member of the Members' Council or a member of the Board of Directors of an enterprise which is not a state enterprise.

6. Meeting other criteria and conditions provided in the company charter.

Article 104. Rights of the Supervisory Board and supervisors

1. To attend meetings of the Members' Council, formal and informal consultations and discussions between the agency representing the owner and the Members' Council; to have the right to question the Members' Council, members of the Members' Council and the director or director general of the company on development investment plans, projects or programs and other decisions in the management and running of the company.

2. To examine accounting books, reports, contracts, transactions and other documents of the company; to examine the management and direction of the Members' Council, members of the Members' Council, and the director or director general when finding it necessary or requested by the agency representing the owner.

3. To examine and assess the real situation of business operations and financial situation of the company, the practical application and effectiveness of the company's internal management regulations.

4. To request the members of the Members' Council, the director or director general, deputy directors or deputy directors general, chief accountant and other managers to report or provide information on any matters falling within the scope of management and investment or business operations of the company.

5. To request the managers of the company to report on the real financial situation, real situation and results of business of subsidiaries when finding it necessary to perform the duties provided by law and the company charter.

6. If detecting that a member of the Members' Council, director or director general or another manager breaches the provisions on his/her rights, obligations and responsibilities, or is likely to act against such provisions; or if detecting illegal acts, acts against the regulations on economic management, against the company charter or the company's internal management regulations, to immediately report them to the agency representing the owner of the company, other members of the Supervisory Board and related persons.

7. To request the agency representing the owner to set up a unit in charge of auditing to advise and directly assist the Supervisory Board in exercising its assigned rights and performing its obligations.

8. To exercise other rights provided in the company charter.

Article 105. Working regime of the Supervisory Board and supervisors

1. The head of the Supervisory Board shall work on a full-time basis at the company; other members may participate in the Supervisory Boards of not more than 4 state enterprises upon written approval of the agency representing the owner.

