

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 11175-11176 (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 nhien 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 nhánh” (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;

1/ 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 granting 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.

2. The head of the Supervisory Board shall make monthly, quarterly and annual work plans of the Supervisory Board; and assign specific tasks and jobs to each member.

3. Members of the Supervisory Board shall independently and proactively carry out the assigned tasks and jobs; when finding it necessary to propose and recommend on the implementation of supervisory tasks and jobs other than those included in the plan or beyond the scope of their assigned work.

4. The Supervisory Board shall meet at least once a month to review, assess and approve the report on supervision results in the month for submission to the agency representing the owner; to discuss and approve the subsequent work plan of the Supervisory Board.

5. A decision of the Supervisory Board shall be passed when it is approved by a majority of the attending members. Opinions different from the contents of the passed decision shall be fully and accurately recorded and reported to the agency representing the owner.

Article 106. Responsibilities of supervisors

1. To comply with law, the company charter, decisions of the agency representing the owner and professional ethics in exercising the rights and performing the obligations provided in this Law and the company charter.

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

3. To be loyal to the interests of the State and 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 their own personal benefits or for the benefits of other organizations or individuals.

4. Other obligations provided by this Law and the company charter.

5. In the case of violating the obligations specified in Clauses 1, 2, 3 and 4 of this Article and causing damage to the company, supervisors shall bear personal or joint responsibility for compensating for such damage; depending on the nature and seriousness of violations and damages, they may be disciplined, administratively sanctioned or examined for penal liability.

6. All incomes and other benefits which a supervisor gains directly or indirectly from a violation of the obligations specified in Clauses 1, 2, 3 and 4 of this Article shall be returned to the company.

7. If detecting a supervisor violates an obligation during the exercise of his/her assigned rights and performance of his/her assigned obligations, other

members of the Supervisory Board are obliged to notify in writing such violation to the agency representing the owner and request the violator to cease the violation and take measures to remedy any consequences.

Article 107. Relief of duty, dismissal of supervisors

1. A member of the Supervisory Board shall be relieved of duty in the following cases:

a/ No longer meeting the criteria and conditions to be a member of the Supervisory Board as provided in Article 104 of this Law;

b/ Having submitted an application for resignation approved by the agency representing the owner;

c/ Being seconded or assigned to perform another task by the agency representing the owner or another competent agency;

d/ Other cases provided by the company charter.

2. A member of the Supervisory Board shall be dismissed in the following cases:

a/ Failing to fulfill the assigned tasks or jobs;

b/ Failing to exercise his/her rights and perform his/her obligations for 3 consecutive months, except in *force majeure* circumstances;

c/ Committing serious or multiple violations of the obligations of supervisors provided in this Law and the company charter;

d/ Other cases provided by the company charter.

Article 108. Periodical information disclosure

1. The company shall periodically disclose the following information on the websites of the company and of the agency representing the owner:

a/ Basic information of the company and its charter;

b/ Overall objective, specific objectives and targets of the annual business plans;

c/ Full and summarized annual financial statements audited by an independent audit organization within 150 days since the end of the financial year;

d/ Full and summarized semi-annual financial statements audited by an independent audit organization; the deadline for disclosure is July 31 annually;

The information to be disclosed under Points c and d of this Clause includes financial statements of the parent company and consolidated financial statements;

dd/ Evaluation report on the results of implementation of the annual production and business plans and of the last 3 years up to the reporting year;

e/ Report on the results of performance of public tasks assigned according to plans or bidding (if any) and other social responsibilities;

g/ Report on the situation of the company's governance and organizational structure.

2. Report on the situation of company governance must contain the following information:

a/ Information on the agency representing the owner and its head and deputy heads;

b/ Information on the company's managers, including professional qualifications, working experience, managerial positions held, methods of being appointed, assigned management work, salary, bonuses, methods of paying wages and other benefits; affiliated persons and their interests related to the company; their annual self-evaluations as managers of the company;

c/ Related decisions of the agency representing the owner; decisions and resolutions of the Members' Council or company president;

d/ Information on the Supervisory Board, supervisors and their activities;

dd/ Information on employees' meetings; number of annual average employees and at the time of reporting, annual average wages and other benefits per employee;

e/ Conclusion reports of inspection agencies (if any) and reports of the Supervisory Board and supervisors;

g/ Information on related parties of the company, transactions of the company with related parties;

h/ Other information as provided in the company charter.

3. The information to be reported and disclosed must be complete, accurate and timely in accordance with law.

4. The at-law representative or the person authorized to disclose information shall perform the information disclosure. The at-law representative must be liable for the completeness, timeliness, truthfulness and accuracy of the disclosed information.

5. The Government shall detail this Article.

Article 109. Disclosure of irregular information

1. The company shall disclose on its website and publications (if any) and publicly disclose at its head office and business locations any irregular information within 36 hours after any of the following events occurs:

a/ The company's bank account is frozen or unfrozen;

b/ Some or all of its business operations have been suspended; its enterprise registration certificate, establishment license or establishment and operation license or operation license or another license concerning the company's business has been revoked;

c/ Its enterprise registration certificate, establishment and operation license, operation license or another license or certificate concerning its operation has been modified and supplemented;

d/ There has been a change in the company's managers, including members of the Members' Council, company president, director or director general, deputy director or deputy director general, head of the Supervisory Board or supervisors, chief accountant, and head of the finance and accounting section;

dd/ There has been a decision on the disciplining, initiation of a criminal case against or a judgment or decision of the court against one of the company's managers;

e/ There has been a conclusion of an inspection agency or of a tax administration agency on the enterprise's violation of law;

g/ There has been a decision on the change of the independent auditing organization, or a refusal to audit the financial statements;

h/ There has been a decision on establishment, dissolution, consolidation, merger or transformation of a subsidiary; a decision on investment, reduction or withdrawal of investment capital in other companies.

[2. The Government shall detail this Article.](#)

Chapter V

JOINT STOCK COMPANIES

Article 110. Joint stock companies

1. A joint stock company is an enterprise in which:

a/ The charter capital is divided into equal portions called shares;

b/ Shareholders may be organizations or individuals; the minimum number of shareholders is three and there is no restriction on the maximum number;

c/ Shareholders are liable for debts and other property obligations of the enterprise only within their amounts of capital contributed to the enterprise;

d/ Shareholders may freely assign their shares to other persons, except the cases specified in Clause 3, Article 119, and Clause 1, Article 126, of this Law.

2. A joint stock company has legal entity status from the date of grant of the enterprise registration certificate.

3. A joint stock company may issue all types of shares to raise funds.

Article 111. Equity of joint stock companies

1. Charter capital of a joint stock company is the total par value of sold shares of different types. Charter capital of a joint stock company at the time of registration for enterprise establishment is the total par value of the shares of different types already registered for purchase and recorded in the company charter.

2. Sold shares mean the number of shares allowed to be offered for which shareholders have fully paid up to the company. At the time of registration for enterprise establishment, sold shares means the aggregate number of shares of different types that have been registered for purchase.

3. Shares allowed to be offered of a joint stock company means the aggregate number of shares of different types that the General Meeting of Shareholders has decided to offer for capital raising. The number of shares allowed to be offered of a joint stock company at the time of enterprise registration is the aggregate number of shares of different types that the company will offer to raise capital, including shares already registered and shares not yet registered for purchase.

4. Unsold shares means shares allowed to be offered and not yet paid for. At the time of registration for enterprise establishment, unsold shares means the aggregate number of shares that have not been registered for purchase by shareholders.

5. A company may adjust its charter capital in one of the following cases:

a/ Under a decision of the General Meeting of Shareholders, the company returns part of the contributed capital to shareholders in proportion to their share ownership in the company if the company has been continuously operating for more than 2 years counting from the time of enterprise registration while ensuring payment of all debts and other property obligations after returning part of the contributed capital to shareholders;

b/ The company redeems its issued shares provided in Articles 129 and 130 of this Law;

c/ Its charter capital has not yet been paid up fully and on time in accordance with Article 112 of this Law.

Article 112. Payment for shares already registered for purchase upon enterprise registration

1. Shareholders shall make full payment for the shares they have registered to purchase within 90 days since the date the enterprise registration certificate is granted, unless a shorter period is provided in the company charter or the share purchase registration contract. The Board of Directors shall supervise and urge the full and timely payment for the shares registered for purchase by shareholders.

2. During the period from the date the company is granted the enterprise registration certificate to the deadline for full payment for the shares already registered for purchase provided in Clause 1 of this Article, the number of votes of a shareholder shall be determined based on the number of ordinary shares already registered for purchase, unless otherwise provided in the company charter.

3. If after the deadline specified in Clause 1 of this Article, any shareholder who has not paid for or only partially paid for the shares registered for purchase, the following provisions shall apply:

a/ A shareholder who has not paid for the registered shares must naturally no longer be a shareholder of the company and may not transfer such share purchase right to another;

b/ A shareholder who has only partially paid for the registered shares may have the voting right, receive profits and have other rights in proportion to the number of paid-up shares; and may not transfer the purchase right regarding the unpaid shares to another;

c/ The unpaid shares shall be considered unsold shares and the Board of Directors has the right to sell such shares;

d/ The company shall register for adjustment of charter capital to be the total par value of shares which have been fully paid for and change of founding shareholders within 30 days from the deadline for making full payment for the shares registered for purchase provided in Clause 1 of this Article.

4. Shareholders who have not paid for or have only partially paid for the registered shares must be liable in proportion to the total par value of the registered shares for the financial obligations of the company arising during

the period provided in Clause 1 of this Article. Members of the Board of Directors and the at-law representative must be jointly liable for the damages incurred due to the non-compliance with or improper implementation of Clause 1 and Point d, Clause 3 of this Article.

Article 113. Types of shares

1. A joint stock company must have ordinary shares. Owners of ordinary shares are ordinary shareholders.

2. In addition to ordinary shares, a joint stock company may have preference shares. Owners of preference shares are called preference shareholders. Preference shares must be of the following types:

- a/ Voting preference shares;
- b/ Dividend preference shares;
- c/ Redeemable preference shares;
- d/ Other preference shares provided in the company charter.

3. Only organizations authorized by the Government and founding shareholders have the right to hold voting preference shares. The voting preference of founding shareholders must be valid for only 3 years from the date of grant of the enterprise registration certificate of the company. After that period, voting preference shares of founding shareholders shall be converted into ordinary shares.

4. Persons entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be provided in the company charter or decided by the General Meeting of Shareholders.

5. Each share of the same type must entitle its holder to the same rights, obligations and interests.

6. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

Article 114. Rights of ordinary shareholders

1. An ordinary shareholder has the following rights:

a/ To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms provided by law or the company charter. Each ordinary share must carry one vote;

b/ To receive dividends at the rate decided by the General Meeting of Shareholders;

c/ To be given priority in purchasing new shares offered for sale in proportion to the number of ordinary shares the shareholder holds in the company;

d/ To freely transfer his/her/its shares to other persons, except in the cases specified in Clause 3, Article 119, and Clause 1, Article 126, of this Law;

dd/ To examine, look up and extract information in the list of shareholders with voting rights and to request modification of incorrect information;

e/ To examine, look up, extract or copy the company charter, the minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g/ Upon dissolution or bankruptcy of the company, to receive part of the residual assets in proportion to his/her/its number of shares in the company.

2. A shareholder or a group of shareholders holding 10 percent of the total ordinary shares for a consecutive period of at least 6 months or more, or holding a smaller percentage provided in the company charter has the following rights:

a/ To nominate candidates to the Board of Directors and the Supervisory Board;

b/ To examine and extract the book of minutes and resolutions of the Board of Directors, mid-year and annual financial statements made according to the forms of the Vietnamese accounting system, and reports of the Supervisory Board;

c/ To request convening of a General Meeting of Shareholders in the case specified in Clause 3 of this Article;

d/ To request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company when finding it necessary. The request shall be made in writing, containing 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 shareholder; name, permanent residence address, citizenship, serial number of the establishment decision or number of enterprise registration, for an institutional shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; issues to be inspected and purposes of the inspection;

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

3. A shareholder or a group of shareholders provided in Clause 2 of this Article has the right to request convening of a General Meeting of Shareholders in the following cases:

a/ The Board of Directors commits a serious breach of the rights of shareholders or obligations of managers or issues a decision which falls outside its assigned competence;

b/ The term of the Board of Directors has expired for more than 6 months and no new Board of Directors has been elected to replace it;

c/ Other cases as provided in the company charter.

The request shall be made in writing, containing 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 shareholder; name, enterprise identification number or serial number of establishment decision and head office address, for an institutional shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; and grounds and reasons for the request. The request shall be accompanied by documents and evidence on the violation of the Board of Directors and its seriousness, or on the decision which falls outside its competence.

4. Unless otherwise provided in the company charter, the nomination of candidates to the Board of Directors and the Supervisory Board provided at Point a, Clause 2 of this Article shall be carried out as follows:

a/ Ordinary shareholders who form a group to nominate candidates to the Board of Directors and the Supervisory Board shall notify the group formation to attending shareholders before the opening of the General Meeting of Shareholders;

b/ Based on the number of members of the Board of Directors and the Supervisory Board, the shareholders or group of shareholders provided in Clause 2 of this Article have the right to nominate one or more candidates to the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

5. Other rights provided in this Law and the company charter.

Article 115. Obligations of ordinary shareholders

1. To pay in full for the shares registered to purchase.

Not to withdraw the capital contributed by ordinary shares from the company in any form, unless their shares are redeemed by the company or other persons. A shareholder who withdraws part or the whole of the contributed share capital not in accordance with this Clause must, together with stakeholders in the company, be jointly liable for the debts and other property obligations of the company within the value of withdrawn shares and the damages incurred.

2. To comply with the charter and the internal management regulations of the company.

3. To observe resolutions of the General Meeting of Shareholders and the Board of Directors.

4. To perform other obligations as provided in this Law and the company charter.

Article 116. Voting preference shares and rights of voting preference shareholders

1. A voting preference share is a share which carries more votes than an ordinary share. The number of votes per voting preference share shall be provided in the company charter.

2. Voting preference shareholders have the following rights:

a/ To vote on matters which fall within the competence of the General Meeting of Shareholders with the number of votes provided in Clause 1 of this Article;

b/ Other rights as ordinary shareholders, except the case provided in Clause 3 of this Article.

3. Voting preference shareholders may not transfer their shares to other persons.

Article 117. Dividend preference shares and rights of dividend preference shareholders

1. A dividend preference share is a share for which dividend shall be paid at a rate higher than that paid for an ordinary share or at an annual fixed rate. Annually paid dividends include fixed dividends and bonus dividends. Fixed dividends must not depend on the business results of the company. The specific rate of fixed dividend and method for determining bonus dividends shall be stated on dividend preference share certificates.

2. Dividend preference shareholders have the following rights:

- a/ To receive dividends specified in Clause 1 of this Article;
- b/ Upon dissolution or bankruptcy of the company, to receive part of the residual assets in proportion to their number of shares in the company after the company has fully paid its debts and redeemable preference shares;
- c/ Other rights as ordinary shareholders, except the case specified in Clause 3 of this Article.

3. Dividend preference shareholders do not have the right to vote, the right to attend General Meetings of Shareholders and the right to nominate candidates to the Board of Directors and the Supervisory Board.

Article 118. Redeemable preference shares and rights of redeemable preference shareholders

- 1. A redeemable preference share is a share which shall be redeemed by the company upon demand of its owner or under the conditions stated in the redeemable preference share certificate.
- 2. Redeemable preference shareholders have other rights as ordinary shareholders, except the case specified in Clause 3 of this Article.
- 3. Redeemable preference shareholders do not have the right to vote, the right to attend General Meetings of Shareholders and the right to nominate candidates to the Board Directors and the Supervisory Board.

Article 119. Ordinary shares of founding shareholders

1. A newly established joint stock company must have at least three founding shareholders; a joint stock company that has been converted from a state enterprise or a limited liability company or divided or separated from or consolidated or merged with another joint stock company are not required to have founding shareholders.

If having no founding shareholders, the charter of the joint stock company included in the enterprise registration application dossier must bear the signature of the at-law representative or ordinary shareholders of such company.

2. Founding shareholders shall together register to purchase at least 20 percent of the total number of ordinary shares allowed to be offered at the time of enterprise registration.

3. Within 3 years from the date the enterprise registration certificate is granted to the company, its founding shareholders have the right to freely transfer their shares to other founding shareholders and may transfer their ordinary shares to persons other than founding shareholders if approved by the General Meeting of Shareholders. In this case, shareholders intending to transfer shares may not vote on the transfer of such shares.

4. After 3 years from the date of grant of the enterprise registration certificate to the company, all restrictions on ordinary shares of founding shareholders shall be lifted. The restrictions under this provision must not apply to shares additionally owned by the founding shareholders after the enterprise establishment registration and to shares transferred by the founding shareholders to persons other than founding shareholders of the company.

Article 120. Share certificates

1. Share certificate means a certificate issued by a joint stock company, a book entry or electronic data certifying the ownership of one or more shares of such company. A share certificate must contain the following principal details:

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

b/ Number of shares and types of shares;

c/ Par value of each share and total par value of shares indicated on the share certificate;

d/ Full name, permanent residence address, citizenship, serial number of citizen or people's identity card or passport or another valid personal identification paper of an individual shareholder; name, enterprise identification number or serial number of establishment decision and head office address of an institutional shareholder;

dd/ Summary of procedures for the transfer of shares;

e/ Signature of the at-law representative and seal (if any) of the company;

g/ Registration number in the register of shareholders of the company and the date of grant of the share certificate;

h/ A preference share certificate must also include other details as provided in Articles 116, 117 and 118 of this Law.

2. Errors in the content and form of a share certificate issued by the company must not affect the rights and interests of its owner. The at-law representative of the company must be liable for any damage caused by such errors.

3. If a share certificate is lost, torn, burnt or otherwise destroyed, the shareholder shall be re-issued another share certificate at the request of such shareholder.

A request of a shareholder must contain the following details:

a/ How the share certificate has been lost, torn, burnt or otherwise destroyed; in case of loss, the shareholder shall undertake that every effort has been made to look for the share certificate and, if found, such share certificate shall be returned to the company for destruction;

b/ The shareholder must be responsible for any disputes arising from the re-issue of a new share certificate.

For a share certificate that has a total par value of over ten million Vietnam dong, before accepting a request for issue of a new share certificate, the at-law representative of the company may request the owner of the share certificate to post a notice of the fact that the share certificate has been lost, torn, burnt or otherwise destroyed and make a request to the company to issue a new share certificate after 15 days from the date of posting the notice.

Article 121. Register of shareholders

1. A joint stock company shall make and maintain a register of shareholders from the date it is granted the enterprise registration certificate. The register of shareholders may be in the form of a document or an electronic file, or both.

2. A register of shareholder must contain the following principal details:

a/ Name and head office address of the company;

b/ Total number of shares allowed to be offered for sale, types of shares allowed to be offered for sale and number of shares of each type allowed to be offered for sale;

c/ Total number of shares of each type already sold and value of share capital already contributed;

d/ 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 establishment decision, head office address of the institutional member;

dd/ Number of shares of each type of each shareholder and date of share registration.

3. The register of shareholders shall be kept at the head office of the company or at the Securities Depository. Shareholders have the right to examine, look up, extract or copy the register of shareholders during working hours of the company or of the Securities Depository.

4. If a shareholder changes his/her/its permanent residence address, he/she/it shall promptly notify it to the company for updating in the register of shareholders. The company must not be responsible for its failure to

contact the shareholder because it is not notified of the change in the shareholder's address.

Article 122. Share offering

1. Share offering means the increase of the number of shares allowed to be offered by the company and the sale of such shares in the course of its operation to increase its charter capital.

2. Shares may be offered in one of the following forms:

a/ Offering to existing shareholders;

b/ Public offering;

c/ Private offering.

3. Public share offering and share offering by a listed and public joint stock company must comply with the law on securities.

4. Within 10 days after completing the sale of shares, the company shall register for the change in charter capital.

Article 123. Private offering

The private offering by a non-public joint stock company must comply with the following provisions:

1. Within 5 working days after the company issues a decision on the private offering, the company shall notify the private offering to the business registration agency, enclosing the following documents:

a/ The resolution of the General Meeting of Shareholders on private offering;

b/ The private offering plan approved by the General Meeting of Shareholders (if any).

2. A notice of private offering must contain the following details:

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

b/ Total number of shares intended to be offered; types of shares to be offered and number of offered shares of each type;

c/ Time and form of share offering;

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

3. The company has the right to proceed with the sale of shares after 5 working days from the date of sending the notice without any objections from the business registration agency.

4. Within 10 days after completing the sale of shares, the company shall register for the change in charter capital with the business registration agency.

Article 124. Share offering to existing shareholders

1. Share offering to existing shareholders is the case the company increases its number of shares allowed to be offered and sell such shares to all shareholders in proportion to their respective percentages of shares in the company.

2. The share offering to existing shareholders by a non-public joint stock company shall be carried out as follows:

a/ The company shall send a written notice to shareholders by a method that guarantees the notice reaches their permanent or contact addresses recorded in the register of shareholders at least 15 days before the deadline for registration to purchase shares;

b/ The notice must contain 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 shareholder; or name, enterprise identification number or serial number of establishment decision and head office address of the institutional shareholder; total number of shares intended to be offered and number of shares which the shareholder is entitled to purchase; offering price of shares; time limit for registration to purchase; full name and signature of the at-law representative of the company. The notice shall be enclosed with a share purchase registration form issued by the company. If a share purchase registration form is not sent to the company within the notified time limit, the shareholder concerned shall be regarded as having rejected the pre-emptive purchase right;

c/ Shareholders have the right to transfer their pre-emptive purchase right to others.

3. If the number of shares intended to be offered is not fully registered to purchase by shareholders and transferees of the pre-emptive purchase right, the Board of Directors may sell the remaining number of shares to shareholders of the company or to other persons in a reasonable manner under conditions not more favorable than the conditions offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or shares are sold through a securities exchange.

4. Shares shall be regarded to have been sold upon full payment and full entry of the information of the purchasers provided in Clause 2, Article 121 of this Law in the register of shareholders; from such point of time, the purchaser of shares shall become a shareholder of the company.

5. After shares are fully paid for, the company shall issue and deliver share certificates to the purchasers. A company may sell shares without delivering share certificates. In this case, the information of shareholders

provided in Clause 2, Article 121 of this Law shall be recorded in the register of shareholders to certify the ownership of shares of such shareholders in the company.

Article 125. Sale of shares

The Board of Directors shall determine the timing and method of sale and the selling price of shares. The selling price of shares must not be lower than the market price at the time of offering or the latest recorded book value of shares, except the following cases:

1. Shares initially offered to persons other than founding shareholders;
2. Shares offered to all shareholders in proportion to their respective numbers of shares in the company;
3. Shares offered to brokers or underwriters. In this case, the specific amount of discount or rate of discount shall be approved by the General Meeting of Shareholders, unless otherwise provided in the company charter;
4. Other cases and the rates of discount in such cases shall be provided in the company charter.

Article 126. Transfer of shares

1. Shares may be freely transferred, except the cases specified in Clause 3, Article 119 of this Law and cases of transfer restriction provided in the company charter. If the transfer restriction is provided in the company charter, such provision must only be effective if it is clearly mentioned in the share certificates of the relevant shares.

2. The transfer shall be carried out under contracts by normal methods or through the securities market. If the transfer is carried out under a contract, transfer papers shall be signed by the transferor and transferee or their authorized representatives. If the transfer is carried out through the securities market, the order and procedures for such transfer and ownership recognition must comply with the law on securities.

3. If an individual shareholder dies, his/her heir by testament or by law shall become a shareholder of the company.

4. If an individual dies without any heir or his/her heir disclaims the inheritance or his/her right to inherit is deprived, such shares shall be dealt with in accordance with the civil law.

5. Shareholders have the right to donate some or all of their shares in the company to others; and the right to use shares for debt repayment. In this case, the donee or recipient of the debt repayment with shares shall become a shareholder of the company.

6. If only some of the shares are transferred, the old share certificate shall be cancelled and the company shall issue a new share certificate recording the number of shares transferred and the remaining number of shares.

7. Recipients of shares in the cases provided in this Article may become shareholders of the company only since the time their information provided in Clause 2, Article 121 of this Law is fully entered into the register of shareholders.

Article 127. Issue of bonds

1. A joint stock company has the right to issue bonds, convertible bonds and others types of bonds in accordance with law and the company charter.

2. A company that has not fully paid for the principal and interest of issued bonds or has not repaid or not fully repaid its due debts during three previous consecutive years may not issue bonds, unless otherwise prescribed by the law on securities;

3. The issue of bonds to creditors being selected financial institutions shall not be restricted by Clause 2 of this Article.

4. Unless otherwise provided in the company charter, the Board of Directors has the right to decide on the type of bonds, total value of bonds and timing of issue, but shall report them to the General Meeting of Shareholders at its nearest meeting. The report shall be accompanied by documents and dossiers to explain the resolution of the Board of Directors on the issue of bonds.

5. In case a joint stock company issues convertible bonds, it shall follow the order and procedures for share offering provided in this Law and other relevant laws. Within 10 days after completing the conversion of bonds into shares, the company shall register for the change in charter capital.

Article 128. Purchase of shares and bonds

Shares and bonds of joint stock companies may be paid for in Vietnam dong, freely convertible foreign currency, gold, value of land use rights, value of intellectual property rights, technology, technical know-how, or other assets provided in the company charter, and shall be fully paid in a lump sum.

Article 129. Redemption of shares at the request of shareholders

1. A shareholder voting against the resolution on reorganization of the company or against a change in the rights and obligations of shareholders provided in the company charter may request the company to redeem its/his/her shares. Such request shall be made in writing and must specify the name and address of the shareholder, the number of shares of each type, the

intended selling price, and the reason for requesting redemption by the company. Such request shall be sent to the company within 10 days after the General Meeting of Shareholders passes a resolution on a matter referred to in this Clause.

2. The company shall redeem shares at the request of a shareholder as provided in Clause 1 of the Article at the market price or a price determined on the basis of the principle provided in the company charter within 90 days after receiving the request. If the parties fail to reach agreement on a price, they may request valuation by a professional valuation organization. The company shall recommend at least 3 professional valuation organizations for the shareholder to select from and such selection is the final decision.

Article 130. Redemption of shares pursuant to a decision of the company

A company may redeem no more than 30 percent of the total number of ordinary shares sold, and some or all of the dividend preference shares sold in accordance with the following provisions:

1. The Board of Directors has the right to decide on redemption of no more than 10 percent of the total number of shares of each type already sold within 12 months. In other cases, redemption of shares shall be decided by the General Meeting of Shareholders;

2. The Board of Directors shall decide on the price for redemption of shares. The price for redemption of ordinary shares must not be higher than the market price at the time of redemption, except the case specified in Clause 3 of this Article. For shares of other types, unless otherwise provided in the company charter or agreed between the company and the relevant shareholders, the price for redemption must not be lower than the market price;

3. The company may redeem shares of each shareholder in proportion to the number of shares each holds in the company. In this case, the decision to redeem shares of the company shall be notified by a method that guarantees the decision to reach all shareholders within 30 days after such decision is passed. The notice must specify the name and head office address of the company, total number of shares and type of shares to be redeemed, price for redemption or principle for determination of the price for redemption, procedures and time limit for payment, and procedures and time limit for shareholders to offer to sell their shares to the company.

A shareholder who agrees to have his/her/its share redeemed shall send an offer to sell his/her/its shares by a method that guarantees the offer to reach the company within 30 days from the date of notification. The offer must specify full name, permanent residence address, serial number of citizen

or people's identity card or passport or another valid personal identification paper of the individual shareholder; or name, enterprise identification number or serial number of establishment decision and head office address of the institutional shareholder; number of shares owned and number of shares offered; payment method; signature of the shareholder or the at-law representative of the shareholder. The company shall only redeem offered shares within the above-mentioned time limit.

Article 131. Conditions for payment and handling of redeemed shares

1. A company may only pay shareholders for redeemed shares in accordance with Articles 129 and 130 of this Law if, after such redeemed shares are paid for, the company is still able to ensure full payment of its debts and other property obligations.

2. All shares redeemed in accordance with Articles 129 and 130 of this Law shall be considered unsold shares in accordance with Clause 4, Article 111 of this Law. The company shall carry out procedures for a decrease in charter capital equivalent to the total par value of shares redeemed by the company within 10 days after completing the payment for the redeemed shares, unless otherwise prescribed by the law on securities.

3. Share certificates certifying the ownership of redeemed shares shall be destroyed immediately after the corresponding shares are fully paid for. The chairperson of the Board of Directors and the director or director general must be jointly liable for any damage caused to the company by failure to destroy or delayed destruction of shares.

4. After the redeemed shares are fully paid for, if the total value of assets recorded in the accounting books of the company is reduced by more than 10 percent, the company shall notify all creditors thereof within 15 days after the redeemed shares are fully paid for.

Article 132. Payment of dividends

1. Dividends paid for preference shares must comply with the conditions applied separately to each type of preference shares.

2. Dividends paid for ordinary shares shall be determined on the basis of the net profit realized and the payment for dividends shall be sourced from profits retained by the company. A joint stock company may only pay dividends of ordinary shares upon fully satisfying all the following conditions:

a/ The company has fulfilled its tax obligations and other financial obligations in accordance with law;

b/ It has set up all funds of the company and fully offset previous losses in accordance with law and the company charter;

c/ Immediately upon full payment of all intended dividends, the company still ensures the full payment of its debts and other property obligations which become due.

3. Dividends may be paid in cash or by shares of the company or other assets as provided in the company charter. In case payment is made in cash, it shall be made in Vietnam dong or check, remittance or money order sent by mail to the permanent residence address or contact address of shareholders.

4. Dividends shall be fully paid within 6 months after concluding the annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders to be paid dividends and determine the rate of the dividend paid for each share and the time limit and the method of payment no later than 30 days prior to each payment of dividends. The notice of payment of dividends shall be sent by a method guaranteed to reach the shareholders at their address registered in the register of shareholders no later than 15 days prior to the actual payment of dividends. The notice must at least include:

a/ Name and head office address of the company;

b/ 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 shareholder;

c/ Name, enterprise identification number or serial number of establishment decision and head office address of the institutional shareholder;

d/ The number of shares of each type held by such shareholder, the dividend rate for each type of share and the total dividends to be paid to such shareholder;

dd/ The time and method for payment of dividends;

e/ Full names and signatures of the chairperson of the Board of Directors and the at-law representative of the company.

5. In case shares are transferred between the time of completion of the list of shareholders and the time of payment of dividends, the transferor shall receive dividends from the company.

6. In case of payment of dividends by shares, the company are not required to carry out the procedures for share offering provided in Articles 122, 123 and 124 of this Law. The company shall register for an increase in

charter capital equivalent to the total par value of shares used to pay dividends within 10 days after completing the payment of the dividends.

Article 133. Recovery of payments for redeemed shares or dividends

In case a payment for redeemed shares is made in violation of Clause 1, Article 131 of this Law or dividends are paid in violation of Article 132 of this Law, all shareholders shall return to the company the money or other assets they have received; if they cannot return to the company, all members of the Board of Directors must be jointly liable for the debts and other property obligations of the company within the scope of the money or assets which have been paid to shareholders but have not been returned.

Article 134. Organizational and managerial structure of joint stock companies

1. Joint stock companies are entitled to choose to organize their management and operations after one of the two following models, unless otherwise prescribed by the law on securities:

a/ General Meeting of Shareholders, Board of Directors, Supervisory Board and director or director general. If a joint stock company has fewer than 11 shareholders and the institutional shareholders own less than 50 percent of the total number of shares of the company, a Supervisory Board is not compulsory;

b/ General Meeting of Shareholders, Board of Directors and director or director general. In this case at least 20 percent of the members of the Board of Directors must be independent members and an Independent Auditing Board shall be required in the Board of Directors. The independent members shall supervise and control over the management and administration of the company.

2. In case there is only one at-law representative, the chairperson of the Board of Directors or director or director general may be the company's at-law representative as provided in the company charter; unless otherwise provided in the company charter, the chairperson of the Board of Directors must be the company's at-law representative. If there is more than one at-law representative, the chairperson of the Board of Directors and director or director general must naturally be the company's at-law representatives.

Article 135. The General Meeting of Shareholders

1. The General Meeting of Shareholders must include all shareholders that have the right to vote and is the highest decision-making body of a joint stock company.

2. The General Meeting of Shareholders has the following rights and obligations:

- a/ To pass the development orientations of the company;
- b/ To decide on the types of shares and total number of shares of each type which may be offered for sale; to decide on the rate of annual dividends for each type of shares;
- c/ To elect, remove from office or dismiss members of the Board of Directors and supervisors;
- d/ To make investment decisions or decisions on sale of assets valued at 35 or more percent of the total value of assets recorded in the latest financial statements of the company unless another percentage or value is provided in the company charter;
- dd/ To decide on amendments and supplements to the company charter;
- e/ To approve annual financial statements;
- g/ To decide on redemption of more than 10 percent of the total number of shares of each type already sold;
- h/ To consider and handle violations committed by the Board of Directors and the Supervisory Board which cause damage to the company and its shareholders;
- i/ To decide on reorganization and dissolution of the company;
- k/ Other rights and obligations provided in this Law and the company charter.

Article 136. Competence to convene the General Meeting of Shareholders

1. The annual General Meeting of Shareholders must take place at least once a year. In addition to the annual meeting, the General Meeting of Shareholders may meet on an extraordinary basis. The venue of a meeting of the General Meeting of Shareholders must be within the territory of Vietnam. If a meeting of the General Meeting of Shareholders is organized at various locations at the same time, the venue of the meeting of the General Meeting of Shareholders shall be determined as the venue where the chairperson attends.

2. The General Meeting of Shareholders shall hold an annual meeting within 4 months from the end of the financial year. At the request of the Board of Directors, the business registration agency may extend that time limit, but not beyond 6 months from the end of the financial year.

An annual meeting of the General Meeting of Shareholders must debate and pass the following issues:

- a/ Annual business plans of the company;
- b/ Annual financial statements;
- c/ Report of the Board of Directors on the governance and results of operation of the Board of Directors and performance of each member of the Board of Directors;
- d/ Report of the Supervisory Board on business results of the company, results of performance of the Board of Directors and director or director general;
- dd/ Self-evaluation reports on the operation of the Supervisory Board and performance of each member of the Supervisory Board;
- e/ Rate of dividend payable on each type of share;
- g/ Other matters falling within its competence.

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

- a/ The Board of Directors considers it necessary to do so in the interests of the company;
- b/ The number of the remaining members of the Board of Directors or Supervisory Board is fewer than the number of members required by law;
- c/ Upon request of a shareholder or a group of shareholders as provided in Clause 2, Article 114 of this Law;
- d/ At the request of the Supervisory Board;
- dd/ In other cases provided by law and the company charter.

4. Unless otherwise provided in the company charter, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors is as provided at Point b, or from the date of the receipt of the request provided at Point c or d, Clause 3 of this Article.

If the Board of Directors fails to convene a General Meeting of Shareholders as provided, the chairperson of the Board of Directors and members of the Board of Directors must be responsible before law and shall compensate for any damage arising to the company.

5. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as provided in Clause 4 of this Article, within the following 30 days, the Supervisory Board shall replace the Board of

Directors in convening the General Meeting of Shareholders in accordance with this Law.

If the Supervisory Board fails to convene a meeting as prescribed, the head of the Supervisory Board must be responsible before law and shall pay compensation for any damage arising to the company.

6. If the Supervisory Board fails to convene a meeting as provided in Clause 5 of this Article, the requesting shareholder or group of shareholders provided in Clause 2, Article 114 of this Law has the right to represent the company to convene the General Meeting of Shareholders in accordance with this Law.

7. The convener shall perform the following activities to organize a meeting of the General Meeting of Shareholders:

- a/ To prepare a list of shareholders entitled to attend;
- b/ To provide information and settle complaints relating to the list of shareholders;
- c/ To prepare the program and agenda of the meeting;
- d/ To prepare documents for the meeting;
- dd/ To draft the resolution of the General Meeting of Shareholders; the list and detailed information of candidates in the case of election of members of the Board of Directors or supervisors;
- e/ To determine the time and venue of the meeting;
- g/ To send the meeting invitation to each shareholder entitled to attend the meeting in accordance with this Law;
- h/ Other activities to serve the meeting.

8. The expenses for convening and conducting a meeting of the General Meeting of Shareholders as provided in Clauses 4, 5 and 6 of this Article shall be reimbursed by the company.

Article 137. List of shareholders entitled to attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the register of shareholders of the company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than 5 days prior to the sending of the meeting invitation to the General Meeting of Shareholders, unless a longer period is provided in the company charter.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name and permanent residence address,

citizenship and serial number of citizen or people's identity card or passport or another valid personal identification paper, of each individual shareholder, and the name, enterprise identification number or serial number of establishment decision and head office address of each institutional shareholder; and the number of shares of each type, and the number and date of registration of each shareholder.

3. Shareholders have the right to inspect, look up, extract and copy the list of shareholders entitled to attend the General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in this list. The managers of the company shall provide timely information on the register of shareholders, amend and supplement the erroneous information at the request of the shareholders; at the same time shall compensate for the damages incurred due to the failure to provide or to provide untimely or inaccurate information on the register of shareholders as requested. The order and procedures for requesting provision of information on the register of shareholders must comply with the provisions in the company charter.

Article 138. Program and agenda of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders shall prepare the agenda and contents of the meeting.

2. The shareholder or group of shareholders provided in Clause 2, Article 114 of this Law may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation shall be made in writing and sent to the company no later than 3 working days prior to the date of opening, unless the company charter stipulates another time limit. The recommendation must specify the name of shareholder(s), the number of shares of each type of shareholder, or similar information, and the items recommended to be included in the agenda.

3. The convener of the General Meeting of Shareholders may only refuse the recommendation provided in Clause 2 of this Article in any of the following cases:

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

b/ The item recommended does not fall within the decision-making competence of the General Meeting of Shareholders;

c/ Other cases provided in the company charter.

4. The convener of the General Meeting of Shareholders shall accept and include the recommendations provided in Clause 2 of this Article into the

tentative program and agenda for the meeting, except in the cases provided in Clause 3 of this Article; the recommendation shall be officially added to the program and agenda for the meeting if the General Meeting of Shareholders so agrees.

Article 139. Invitation to the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders shall send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than 10 days prior to the date of opening, unless a longer time limit is provided in the company charter. The meeting invitation must include name, head office address, enterprise identification number; name, permanent residence address of shareholder, time and venue of the meeting, and other requirements of participants.

2. The invitation shall be sent by a method guaranteeing it to reach the contact address of shareholders; and at the same time posted on the website of the company and published on a central or local daily, if it is deemed necessary as provided in the company charter.

3. The invitation shall be enclosed with the following documents:

a/ Meeting agenda, documents used in the meeting and draft resolutions on each of the items on the agenda;

b/ Voting slip;

c/ Form of appointment of an authorized representative to attend the meeting.

4. If the company has its website, the sending of meeting documents in accordance with Clause 3 of this Article may be substituted by posting on its website. In such case, the meeting invitation must clearly indicate where and how to download the documents and the company shall send the meeting documents to shareholders if so requested.

Article 140. Exercise of the right to attend the General Meeting of Shareholders

1. A shareholders may attend in person or authorize in writing another person to attend the General Meeting of Shareholders by one of the methods provided in Clause 2 of this Article. An institutional shareholder which has not yet had an authorized representative pursuant to Clause 4, Article 15 of this Law shall authorize another person to attend the General Meeting of Shareholders.

The authorization for a representative to attend the General Meeting of Shareholders shall be made in writing according to the form issued by the company. Any person authorized to attend a General Meeting of Shareholders

shall submit his/her authorization letter when making registration before entering the meeting room.

2. Shareholders shall be considered attending and voting at a meeting of the General Meeting of Shareholders 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 or another form of meeting;
- d/ Sending the vote to the meeting by mail, fax or e-mail.

Article 141. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted if the number of attending shareholders represents at least 51 percent of the total votes; the specific percentage shall be provided in the company charter.

2. If the first meeting cannot take place because the condition provided in Clause 1 of this Article is not satisfied, the meeting may be convened for the second time within 30 days of the intended opening of the first meeting, unless otherwise provided in the company charter. The General Meeting of Shareholders which is convened for the second time shall be conducted if the number of attending shareholders represents at least 33 percent of the total votes; the specific percentage shall be provided in the company charter.

3. If a meeting convened for the second time cannot take place because the condition provided in Clause 2 of this Article is not satisfied, it may be convened for the third time within 20 days from the date of the intended opening of the second meeting, unless otherwise provided in the company charter. In this case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders and the percentage of votes of attending shareholders

4. Only the General Meeting of Shareholders may decide on the changes to the agenda accompanying the meeting invitation as provided in Article 139 of this Law.

Article 142. Procedures for conducting and voting at the General Meeting of Shareholders

Unless otherwise provided by the company charter, the procedures for conducting and voting at the General Meeting of Shareholders shall be as follows:

1. Prior to the opening of a meeting, registration of shareholders attending the General Meeting of Shareholders shall be made;

2. The election of the meeting chairperson, secretary and vote counting committee is prescribed as follows:

a/ The chairperson of the Board of Directors shall act as chairperson of all meetings which are convened by the Board of Directors; if the chairperson is absent or is temporarily unable to work, the remaining members of the Board of Directors shall elect, with the majority principle, one of them to act as the chairperson of the meeting; if they fail to elect one who is able to act as chairperson, the head of the Supervisory Board shall arrange for the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes shall act as chairperson of the meeting;

b/ In other cases, the person who signed the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect the meeting chairperson and the person with the highest number of the votes shall act as chairperson of the meeting;

c/ The meeting chairperson shall nominate one or a number of persons to act as the secretary(ies) of the meeting;

d/ The General Meeting of Shareholders shall elect one or a number of persons to the vote counting committee at the proposal of the meeting chairperson;

3. The agenda and contents of the meeting shall be passed by the General Meeting of Shareholders in the opening session. The agenda must clearly specify the time applicable to each issue in the agenda of the meeting;

4. The meeting chairperson has the right to take necessary and reasonable measures to direct the conduct of the meeting in an orderly manner, complying with the approved agenda and reflecting the wishes of the majority of attendees;

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda of the meeting. Voting shall be conducted by collecting voting cards which agree with the resolution, then collecting voting cards which disagree, and finally counting the numbers of votes which agree, which disagree, and abstentions. The meeting chairperson shall announce the voting results immediately prior to the closing of the meeting, unless otherwise provided by the company charter;

6. A shareholder or person authorized to attend the meeting who arrives after the opening of the meeting has the right to register and participate in the

voting immediately after registration; in such a case, the effect of the previously voted items must not change;

7. The convener of the General Meeting of Shareholders has the following rights;

a/ To require all people attending the meeting to be checked or subject to other lawful and reasonable security measures;

b/ To request a competent body to maintain order during the meeting; to expel from the General Meeting of Shareholders anyone who fails to comply with the chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.

8. The meeting chairperson may adjourn to another time the General Meeting of Shareholders for which sufficient attendees have registered under regulations or to change the venue of the meeting in the following cases:

a/ The venue of the meeting does not have sufficient comfortable seating for all the attendees;

b/ Means of communication at the venue fail to ensure the participation, discussion, and voting by all attending shareholders;

c/ An attendee obstructs the meeting or disrupts order, with a risk that the meeting might not be conducted fairly and legally.

The maximum time for any adjournment of a meeting is 3 days from the date of the intended opening of the meeting;

9. If the chairperson adjourns or postpones a General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairperson in conducting the meeting until its completion; all the resolutions adopted in such meeting must be effective.

Article 143. Forms of passing resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions which fall within its power by voting in the meeting or collecting written opinions.

2. Unless otherwise provided by the company charter, a resolution of the General Meeting of Shareholders on the following matters shall be adopted by voting at the General Meeting of Shareholders:

a/ Amendment and supplement to the company charter;

b/ The development orientation of the company;

c/ Types of shares and the total number of shares of each type;

d/ Appointment, discharge or removal from office of members of the Board of Directors and Supervisory Board;

dd/ Decisions on investments or sale of assets valued at equal to or more than 35 percent of the total value of assets recorded in the latest financial statement of the company, unless a smaller percentage or value is provided in the company charter;

e/ Approval of annual financial statements;

g/ Reorganization or dissolution of the company.

Article 144. Conditions for the approval of resolutions

1. A resolution on the following contents shall be adopted when approved by a number of shareholders representing at least 65 percent of the total votes of all attending shareholders; the specific percentage shall be provided in the company charter:

a/ Types of shares and total number of shares of each type;

b/ Change in business sectors, trades and fields;

c/ Change in organizational and management structure of the company;

d/ Investment projects or sale of assets equal to or more than 35 percent of the total value of assets recorded in the latest financial statements of the company, or a smaller percentage or value provided by the company charter.

dd/ Reorganization or dissolution of the company;

e/ Other issues provided by the company charter.

2. Other resolutions shall be adopted when approved by a number of shareholders representing at least 51 percent of the total votes of all attending shareholders, except the cases specified in Clauses 1 and 3 of this Article; the specific percentage shall be provided in the company charter.

3. Unless otherwise provided in the company charter, the voting to elect members of the Board of Directors and of the Supervisory Board shall be implemented by the method of cumulative voting, whereby each shareholder has his/her total number of the votes equal to the total number of shares he/she/it owns multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and each shareholder may accumulate all or part of his/her/its votes for one or more candidates. The elected members of the Board of Directors or members of the Supervisory Board shall be determined according to the number of votes for from high to low, starting from the candidate with the highest number of votes for until sufficient members as provided in the company charter are elected. If two or more candidates gain the same number of votes for the last member of the

Board of Directors or Supervisory Board, re-election shall be carried out among the candidates with the same number of votes or the selection shall be carried out according to the election rules or the company charter.

4. If adopted by collecting written opinions, a resolution of the General Meeting of Shareholders shall be adopted when it is approved by the number of shareholders representing at least 51 percent of the total number of votes. The specific percentage shall be provided in the company charter.

5. Resolutions of the General Meeting of Shareholders shall be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption thereof; for a company that has a website, the sending of resolutions may be replaced by posting them on the website of the company.

Article 145. Competence and procedures for collecting written opinions in order to pass resolutions of the General Meeting of Shareholders

Unless otherwise provided by the company charter, the competence and procedures for collecting written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors may collect written opinions in order to pass a resolution of the General Meeting of Shareholders at any time if considered necessary in the interests of the company;

2. The Board of Directors shall prepare the written opinion form, a draft of the resolution of the General Meeting of Shareholders, other documents explaining the draft resolution and send to all shareholders with voting rights at least 10 days before the deadline for submitting opinions, unless a longer period is required in the company charter. The preparation of the list of shareholders to whom written opinion forms shall be sent must comply with Clauses 1 and 2, Article 137 of this Law. The request and method of sending the written opinion form together with documents must comply with Article 139 of this Law;

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

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

b/ Purpose of collecting written opinions;

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

permanent residence address, citizenship, serial number of citizen or people's identity card, of passport or another valid personal identification paper of the authorized representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder;

d/ Issue on which it is necessary to solicit opinions in order to pass a resolution;

dd/ Voting options including agreement, disagreement and no opinion;

e/ Deadline for returning the completed written opinion form to the company;

g/ Full names and signatures of the chairperson of the Board of Directors and of the at-law representative of the company;

4. Shareholders may send completed written opinion forms to the company by one of the following methods:

a/ By post. The completed written opinion form must bear the signature of the individual shareholder, or of the authorized representative or the at-law representative of the institutional shareholder. The written opinion form returned to the company must be in a sealed envelope and nobody is permitted to open the envelope prior to counting of the votes;

b/ By fax or e-mail. The completed written opinion form sent to the company by fax or e-mail shall be kept confidential until the counting of the votes.

Any completed written form which is returned to the company after the deadline specified in the written opinion form or which has been opened in the case of sending by post or revealed in the case of sending by fax or e-mail must be invalid. A written opinion form which is not sent back shall be considered "not voting";

5. The Board of Directors shall organize the counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Supervisory Board or of a shareholder who does not hold a managerial in the company.

The minutes of counting of votes must contain the following principal details:

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

b/ Purpose of collection of written opinions and issues on which it is necessary to solicit written opinions in order to pass a resolution;

c/ Number of shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, and

method of vote sending, including an appendix being a list of the shareholders who participated in the vote;

d/ Total number of votes for, against and abstentions on each matter voted upon;

dd/ Issues which have been passed;

e/ Full names and signatures of the chairperson of the Board of Directors, the at-law representative of the company, the person supervising the counting of votes and the person counting the votes.

The members of the Board of Directors, person counting the votes and the person supervising the counting of votes must be jointly liable for the truthfulness and accuracy of the minutes of counting of votes, and must be jointly liable for any damage arising from a decision which is passed due to an untruthful or inaccurate counting of votes.

6. The minutes of results of counting of votes shall be sent to shareholders within 15 days from the date the counting of votes ends. For a company that has a website, the sending of minutes of results of vote counts may be replaced by posting them on the website of the company;

7. Written opinion forms which are returned, the minutes of counting of votes, the full text of the resolution which has been adopted and related documents sent with all of the written opinion forms shall be archived at the head office of the company;

8. A resolution which is adopted by the form of collecting written opinions of shareholders must have the same validity as a resolution adopted by the General Meeting of Shareholders.

Article 146. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be recorded in minutes and may be sound-recorded or stored in other electronic forms. The minutes shall be prepared in Vietnamese and may be in a foreign language, and contain the following principal details:

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

b/ Time and venue of the General Meeting of Shareholders;

c/ Agenda and contents of the meeting;

d/ Full names of the chairperson and secretary;

dd/ Summary of proceedings of the meeting and of opinions presented in the General Meeting of Shareholders on each matter set out in the meeting agenda;

e/ Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;

g/ Total number of votes for each issue voted on, specifying the voting method, numbers of valid, invalid votes, votes for and against, and abstention votes; and their respective percentages to the total number of votes of shareholders attending the meeting;

h/ Issues which have been passed and respective percentages of votes;

k/ Full names and signatures of the chairperson and secretary.

Minutes in Vietnamese and minutes in the foreign language must be of equal legal validity. If there are any discrepancies between the Vietnamese and the foreign language versions, the Vietnamese version must prevail.

2. The minutes of the General Meeting of Shareholders shall be completed and approved prior to the closing of the meeting.

3. The chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.

The minutes of the General Meeting of Shareholders shall be sent to all shareholders within 15 days from the date of the closing of the meeting. The sending of minutes of results of vote counts may be replaced by posting them on the website of the company (if any). The minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting, the full texts of resolutions adopted and other relevant documents sent together with the meeting invitation shall be archived at the head office of the company.

Article 147. Request for revocation of resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of voting results regarding the solicitation of opinions from the General Meeting of Shareholders, shareholders or groups of shareholders provided in Clause 2, Article 114 of this Law have the right to request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and passing the resolutions of the General Meeting of Shareholders fail to comply with this Law and the company charter, except the case prescribed in Clause 2, Article 148 of this Law;

2. The resolution content violates the law or the company charter.

Article 148. Effect of resolutions of General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders must be effective after their adoption or from the effective date stated in such resolutions.

2. Resolutions of the General Meeting of Shareholders adopted by shareholders owning 100 percent of the total number of voting shares must be valid and become effective even when the order and procedures for passing such resolutions fail to comply with the regulations.

3. If a shareholder or a group of shareholders requests a court or an arbitration to revoke a resolution of the General Meeting of Shareholders in accordance with Article 147 of this Law, such resolution must continue to be effective until otherwise determined by the court or arbitration, except the case of application of a provisional urgent measure under a decision of a competent agency.

Article 149. The Board of Directors

1. The Board of Directors is the body managing the company and has full competence to make decisions in the name of the company and to exercise the rights and perform the obligations of the company which do not fall within the competence of the General Meeting of Shareholders.

2. The Board of Directors has the following rights and obligations:

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

b/ To recommend the types of shares and total number of shares of each type which may be offered;

c/ To decide on offering new shares within the number of shares of each type which may be offered for sale; to decide on raising additional funds in other forms;

d/ To decide on the selling prices of shares and bonds of the company;

dd/ To decide on redemption of shares in accordance with Clause 1, Article 130 of this Law;

e/ To decide on investment plans and investment projects within the competence and limits prescribed by law;

g/ To decide on solutions for market expansion, marketing and technology;

h/ To approve contracts for purchase, sale, borrowing and lending and other contracts valued at 35 or more percent of the total value of assets recorded in the latest financial statements of the company, unless another

percentage or value is provided in the company charter. This provision must not apply to contracts and transactions provided at Point d, Clause 2, Article 135, and in Clauses 1 and 3, Article 162, of this Law;

i/ To appoint, remove from office or dismiss the chairperson of the Board of Directors; to appoint, remove from office and sign contracts or terminate contracts with the director or director general and other key managers of the company as provided in the company charter; to decide on salaries and other benefits of such managers; to appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, and decide on the level of remuneration and other benefits of such persons;

k/ To supervise and direct the director or director general and other managers in their work of conducting the daily business of the company;

l/ To decide on the organizational structure and internal management regulations of the company, to decide on the establishment of subsidiaries, the establishment of branches and representative offices and the capital contribution to or purchase of shares from other enterprises;

m/ To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to solicit written opinions for the General Meeting of Shareholders to pass decisions;

n/ To submit annual final financial statements to the General Meeting of Shareholders;

o/ To recommend dividend rates to be paid; to decide on the time limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;

p/ To recommend reorganization or dissolution of the company or to request bankruptcy of the company;

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

3. The Board of Directors shall pass decisions by voting at meetings, soliciting written opinions or by other methods provided in the company charter. Each member of the Board of Directors must have one vote.

4. When implementing its functions, exercising its rights and performing its obligations, the Board of Directors shall strictly comply with the provisions of law, the company charter and resolutions of the General Meeting of Shareholders. If the Board of Directors passes a resolution which is contrary to law or to the company charter causing damage to the company,

the members who agreed to pass such resolution must be jointly liable for that resolution and shall compensate the company for the damage; any member who opposed the passage of such resolution shall be exempted from liability. In such a case, a shareholder owning shares in a company for a minimum consecutive period of 1 year has the right to request the Board of Directors to terminate the implementation of such resolution.

Article 150. Term of office and numbers of members of the Board of Directors

1. The Board of Directors must have between three and eleven members. The specific number of members of the Board of Directors shall be provided in the company charter.

2. The term of office of members of the Board of Directors and independent members of the Board of Directors must not exceed 5 years and the members may be re-elected for an unlimited number of terms. The specific number of terms and term of office and the number of members of the Board of Directors who shall reside permanently in Vietnam shall be provided in the company charter.

3. If all members of the Board of Directors terminate their term of office at the same time, they shall continue to act as members of the Board of Directors until new members are elected and take over their work, unless otherwise provided in the company charter.

4. If a joint stock company is organized and managed in accordance with Point b, Clause 1, Article 134 of this Law, the papers and transactions of the company must clearly indicate “independent member” before the full name of the concerned member of the Board of Directors.

5. The specific number, rights, obligations and method of organization and coordination of activities of independent members of the Board of Directors shall be provided in the company charter.

Article 151. Structure, criteria and conditions of members of the Board of Directors

1. Members of the Board of Directors must satisfy the following criteria and conditions:

a/ Having full civil act capacity and not being persons prohibited from managing enterprises under Clause 2, Article 18 of this Law;

b/ Possessing professional qualifications and experience in business administration of the company and not necessarily being a shareholder of the company, unless otherwise provided in the company charter;

c/ A member of the Board of Directors of the company may concurrently act as a member of the Board of Directors of another company;

d/ With regard to subsidiaries in which the State holds more than 50 percent of charter capital, members of the Board of Directors must not be a spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, sibling, brother-in-law, or sister-in-law of the director or director general or another manager of the company; and not be an affiliated person of a manager or person with competence to appoint managers of the parent company.

2. Independent members of the Board of Directors provided at Point b, Clause 1, Article 134 of this Law must meet the following criteria and conditions, unless otherwise prescribed by the law on securities:

a/ Not working for the same company or a subsidiary of the company; not used to work for the same company or a subsidiary of the company during three previous consecutive years;

b/ Not currently being entitled to salaries and remuneration from the company, except the allowance enjoyed by members of the Board of Directors under regulations;

c/ Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child or sibling is a large shareholder of the company; or is a manager of the company or of a subsidiary of the company;

d/ Not being a person directly or indirectly owning at least 1 percent of the total number of voting shares of the company;

dd/ Not being a person who used to be a member of the Board of Directors, or Supervisory Board of the company during at least 5 previous consecutive years.

3. Independent members of the Board of Directors shall notify the Board of Directors of the fact that they no longer meet the conditions provided in Clause 2 of this Article and must naturally no longer be independent members of the Board of Directors when no longer meeting the conditions. The Board of Directors shall notify the independent members of the Board of Directors no longer meeting the conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to additionally elect or replace the independent members of the Board of Directors within 6 months after receiving the notice of the concerned independent members of the Board of Directors.

Article 152. Chairperson of the Board of Directors

1. The Board of Directors shall elect a member of the Board of Directors to act as chairperson. The chairperson of the Board of Directors may concurrently be the director or director general of the company, unless otherwise provided in Clause 2 of this Article, the company charter and the law on securities.

2. A joint stock company in which the State owns 51 or more percent of the total number of voting shares, the chairperson of the Board of Directors may not concurrently be the director or director general.

3. The chairperson of the Board of Directors has the following rights and obligations:

- a/ To prepare working plans and programs of the Board of Directors;
- b/ To prepare agendas, contents and documents for meetings of the Board of Directors; to convene and chair meetings of the Board of Directors;
- c/ To organize the adoption of resolutions of the Board of Directors;
- d/ To monitor the implementation of resolutions of the Board of Directors;
- dd/ To chair the General Meetings of Shareholders and meetings of the Board of Directors;
- e/ Other rights and obligations provided in this Law and the company charter.

4. If the chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the obligations of the chairperson of the Board of Directors in accordance with the principles provided in the company charter. If no one is authorized, the remaining members shall select one of them on the majority principle to temporarily hold the position of the chairperson of the Board of Directors.

5. If finding it necessary, the chairperson of the Board of Directors shall employ a company secretary to assist the Board of Directors and chairperson of the Board of Directors in performing their obligations within their competence provided by law and the company charter. The company secretary has the following rights and obligations:

- a/ To assist in the convening of the General Meetings of Shareholders and meetings of the Board of Directors; to record the meeting minutes;
- b/ To assist members of the Board of Directors in exercising vested rights and performing assigned obligations;

c/ To assist the Board of Directors in applying and implementing the company governance principles;

d/ To assist the company in developing shareholder relations and protecting the lawful rights and interests of shareholders;

e/ To assist the company in complying with the obligations to provide information and publicly disclose information and in administrative procedures;

g/ Other rights and obligations provided in the company charter.

6. The chairperson of the Board of Directors may be dismissed under a decision of the Board of Directors.

Article 153. Meetings of the Board of Directors

1. The chairperson of the Board of Directors shall be elected in the first meeting of the term of the Board of Directors within 7 working days after the completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number or the highest percentage of votes. If two or more members gain the same highest number or the same highest percentage of votes, the members shall elect by a majority vote a person amongst them to convene the meeting.

2. Meetings of the Board of Directors may be held on a periodical or extraordinary basis. Meetings of the Board of Directors may be held at the head office of the company or elsewhere.

3. Meetings of Board of Directors may be convened by the chairperson when necessary, but shall be convened at least once every quarter.

4. The chairperson of the Board of Directors shall convene a meeting of the Board of Directors in one of the following cases:

a/ At the request of the Supervisory Board or an independent member;

b/ At the request of the director or director general or at least 5 other managers;

c/ At the request of at least two executive members of the Board of Directors;

d/ In other cases provided in the company charter.

The request shall be made in writing and must specify the purpose and issues to be discussed and decided within the competence of the Board of Directors.

5. The chairperson of the Board of Directors shall convene a meeting of the Board of Directors within 7 working days after receiving a request provided in Clause 4 of this Article. If the chairperson fails to convene a

meeting of the Board of Directors as requested, he/she must be liable for any damages caused to the company; the person making the request has the right to convene a meeting of the Board of Directors on behalf of the Board of Directors.

6. The chairperson of the Board of Directors or the convener of the meeting of the Board of Directors shall send a meeting invitation at least 3 working days prior to the date of meeting, unless otherwise provided by the company charter. The invitation must specify the time and venue of the meeting, the agenda and issues to be discussed and decided. The notice shall be enclosed with documents to be used at the meeting and voting slips for the members.

The invitation may be sent by post, fax, e-mail or other means but it must be guaranteed that it reaches the contact address of each member of the Board of Directors registered with the company.

7. The chairperson of the Board of Directors or the convener shall also send the meeting invitation together with the attached documents to all the members of the Supervisory Board and the director or director general in the same manner as to the members of the Board of Directors.

Supervisors have the right to attend meetings of the Board of Directors and to discuss issues but not to vote.

8. A meeting of the Board of Directors shall be conducted if it is attended by three quarters or more of the total members. If a meeting convened under this Clause does not include sufficient attending members as required, the second meeting shall be convened within 7 days of the intended opening of the first meeting, unless a shorter period is provided in the company charter. In this case, the meeting shall be conducted if it is attended by more than half of the members of the Board of Directors.

9. The members of the Board of Directors shall be considered attending and voting at a meeting in the following cases:

- a/ They attend and directly vote at the meeting;
- b/ They authorize another to attend and vote at the meeting under Clause 10 of this Article;
- c/ They attend and vote by video-conferencing or another form of meeting;
- d/ They send the votes to the meeting by mail, fax or e-mail.

If sent by mail to the meeting, the vote shall be enclosed in a sealed envelope and delivered to the chairperson of the Board of Directors at least

one hour prior to the opening of the meeting. Written votes shall only be opened in the presence of all the people attending the meeting.

Unless a higher ratio is provided in the company charter, a resolution of the Board of Directors may be adopted only when it is approved by the majority of the attending members; in the case of a tied vote, the final decision shall be made in favor of the vote of the chairperson of the Board of Directors.

10. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend a meeting if a majority of members of the Board of Directors agree.

Article 154. Minutes of meetings of the Board of Directors

1. All meetings of the Board of Directors shall be recorded in minutes and may be sound-recorded or stored in other electronic forms. Minutes shall be prepared in Vietnamese and may be in a foreign language and include the following principal contents:

- a/ Name, head office address and enterprise identification number;
- b/ Purpose, agenda and content of the meeting;
- c/ Time and venue of the meeting;
- d/ Full names of each member attending the meeting or the person authorized to attend meeting and method of attending; name of members not attending and reasons for not attending;
- dd/ Issues discussed and voted in the meeting;
- e/ Summary of opinions of each member attending the meeting during the process of the meeting;
- g/ Voting results indicating members who agree, who disagree and members who abstain from voting;
- h/ Approved issues;
- i/ Full names and signatures of the chairperson and minutes recorder.

The chairperson and the minutes recorder must be jointly liable for the accuracy and trustfulness of the minutes of meetings of the Board of Directors.

2. Minutes of meetings of the Board of Directors and documents used in the meetings shall be archived at the head office of the company.

3. Minutes in Vietnamese and minutes in a foreign language must be of equal validity. If there are any discrepancies between the Vietnamese and the foreign language versions, the Vietnamese version must prevail.

Article 155. Rights of members of the Board of Directors to be provided with information

1. Members of the Board of Directors may request the director or deputy director or the director general or deputy director general and managers of units in the company to provide information and documents on the financial situation and business operations of the company and of units in the company.

2. A manager shall promptly, adequately and accurately provide information and documents as requested by members of the Board of Directors. The order and procedures for requesting the provision of information and for providing information shall be provided in the company charter.

Article 156. Relief of duty, removal from office and addition of members of the Board of Directors

1. A member of the Board of Directors shall be relieved of duty in the following cases:

a/ Not fully satisfying the criteria and conditions provided in Article 151 of this Law;

b/ Having not participated in activities of the Board of Directors for 6 consecutive months, except *force majeure* cases;

c/ Having submitted a resignation letter;

d/ Other cases provided in the company charter.

2. A member of the Board of Directors may be removed from office under a resolution of the General Meeting of Shareholders.

3. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a/ The number of members of the Board of Directors is reduced by more than one-third of the number provided in the company charter. In this case, the Board of Directors shall convene the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b/ The number of independent members of the Board of Directors is reduced, not meeting the percentage provided in Clause 1, Article 134 of this Law.

In other cases, the next General Meeting of Shareholders shall elect new members of the Board of Directors to replace members of the Board of Directors who have been relieved of duty or removed from office.

Article 157. Director or director general of the company

1. The Board of Directors shall appoint one of its members or hire another person as the director or director general.

2. The director or director general shall manage day-to-day business operations of the company; submit to supervision by the Board of Directors; and be responsible to the Board of Directors and before law for the exercise of his/her vested powers and the performance of his/her assigned obligations.

The term of office of the director or director general must not exceed 5 years; the director or director general may be re-appointed for an unlimited number of terms.

The criteria and conditions for a director or director general must comply with Article 65 of this Law.

3. The director or director general has the following powers and obligations:

a/ To decide on issues relating to day-to-day business operations of the company independently from decisions of the Board of Directors;

b/ To organize the implementation of resolutions of the Board of Directors;

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

d/ To propose the organizational structure and internal management regulations of the company;

dd/ To appoint, relieve of duty and remove from office managers in the company, except those within the competence of the Board of Directors;

e/ To decide on wages and other benefits for employees of the company, including managers who may be appointed by the director or director general;

g/ To recruit employees;

h/ To propose methods of paying dividends and dealing with loss in business;

i/ Other powers and obligations provided by law, the company charter and resolutions of the Board of Directors.

4. The director or director general shall manage day-to-day business operations of the company in accordance with law, the company charter, labor

contracts signed with the company and resolutions of the Board of Directors. If his/her management is inconsistent with this provision, causing damage to the company, the director or director general shall be responsible before law and shall compensate the company for the damage.

Article 158. Remuneration, wages and other benefits of members of the Board of Directors, the director or director general

1. The company shall pay remuneration to members of the Board of Directors and pay wages to the director or director general and other managers based on business results and efficiency.

2. Unless otherwise provided in the company charter, the remuneration, wages and other benefits of members of the Board of Directors, the director or director general shall be paid according to the following provisions:

a/ Members of the Board of Directors are entitled to remuneration for work and bonus. Remuneration for work shall be calculated based on the number of working days which are necessary to fulfill the duties of the members of the Board of Directors and the per diem rate of remuneration. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration for the Board of Directors shall be decided by the annual General Meeting of Shareholders;

b/ Members of the Board of Directors are entitled to reimbursement of meal, accommodation, travel and other reasonable expenses they have spent in order to fulfill their assigned duties;

c/ The director or director general is entitled to wages and bonus. The wages of the director or director general shall be decided by the Board of Directors.

3. The remuneration of members of the Board of Directors and the wages of the director or director general and other managers shall be included in the business expenses of the company in accordance with the law on enterprise income tax, recorded as a separate item in annual financial statements of the company, and reported to the annual General Meeting of Shareholders.

Article 159. Public disclosure of related interests

Unless more strictly provided in the company charter, the public disclosure of related interests and affiliated persons of the company shall be carried out as follows:

1. The company shall prepare and update the list of affiliated persons of the company as provided in Clause 17, Article 4 of this Law and their respective transactions with the company;

2. Members of the Board of Directors, supervisors, the director or director general and other managers of the company shall declare their related interests to the company, including:

a/ Name, identification number, head office address and business lines of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;

b/ Name, identification number, head office address and business lines of the enterprise in which their affiliated persons jointly or separately own capital contributions or shares of more than 10 percent of charter capital.

3. The declaration provided in Clause 2 of this Article shall be conducted within 7 working days from the date the related interest arises; any amendment or supplementation shall be notified to the company within 7 working days from the date of amendment or supplementation;

4. The public disclosure, looking up, extraction and copying of the list of affiliated persons and related interests under Clauses 1 and 2 of this Article shall be carried out as follows:

a/ The company shall notify the list of affiliated persons and related interests to the annual General Meeting of Shareholders;

b/ The list of affiliated persons and related interests shall be kept in the head office of the enterprise; when necessary, part or the whole of the above list may be kept at the branches of the company;

c/ Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, director or director general and other managers have the right to look up, extract and copy part or the whole of the declared contents during working hours;

d/ The company shall create conditions for the persons mentioned at Point c of this Clause to access, look up, extract and copy the list of affiliated persons of the company and other contents in the quickest and most convenient manner; refrain from obstructing or causing difficulties to them in exercising this right. The order and procedures for looking up, extracting and copying the declared contents regarding affiliated persons and related interests must comply with the company charter.

5. Members of the Board of Directors, director or director general who perform work in all forms on behalf of themselves or others within the scope of business operations of the company shall report the nature and content of that work to the Board of Directors and Supervisory Board, and may only perform this work if it is approved by the majority of the remaining members of the Board of Directors; if they perform the work without reporting to or

approval from the Board of Directors, all incomes earned from that work must belong to the company.

Article 160. Responsibilities of managers of the company

1. Members of the Board of Directors, director or director general and other managers have the following responsibilities:

a/ To exercise their vested powers and perform their assigned obligations in accordance with this Law, relevant laws, the company charter, and resolutions of the General Meeting of Shareholders;

b/ To exercise their vested powers and perform their assigned obligations in an honest, prudent and best manner to ensure the best lawful interests of the company;

c/ To be loyal to the interests of the company and shareholders; to refrain from using business information, know-how and opportunities of the company, abusing their positions and posts, and using assets of the company for their own personal benefits or for the benefits of other organizations or individuals;

d/ To timely, fully and accurately notify the company of the enterprises in which they or their affiliated persons own or have controlling capital contributions or shares; this notice shall be displayed at the head office and branches of the company.

2. Other obligations provided in this Law and the company charter.

Article 161. Right to initiate lawsuits against members of the Board of Directors, director or director general

1. Individual shareholders or a group of shareholders owning at least 1 percent of the number of ordinary shares for 6 consecutive months have the right, in their own name or on behalf of the company, to initiate lawsuits with regard to civil liability against members of the Board of Directors, director or director general who:

a/ Violate the obligations of the company managers as prescribed in Article 160 of this Law;

b/ Fail to properly exercise the vested powers and perform the assigned obligations; fail to implement or improperly and insufficiently implement the resolutions of the Board of Directors;

c/ Exercise the vested powers and perform the assigned obligations against the law, the company charter or resolutions of the General Meeting of Shareholders;

d/ Use business information, know-how and opportunities of the company for their own personal benefits or for the benefits of other organizations or individuals;

dd/ Abuse their positions and posts, and use assets of the company for their own personal benefits or for the benefits of other organizations or individuals;

e/ Fall in other cases provided by law and the company charter.

2. The order and procedures for initiating lawsuits must comply with the civil procedure law. Legal costs in case individual shareholders or a group of shareholders initiate a lawsuit on behalf of the company shall be included in the company's expenses, except cases in which the lawsuit is rejected.

Article 162. Contracts and transactions which shall be approved by the General Meeting of Shareholders or Board of Directors

1. Contracts and transactions between the company and the following subjects shall be approved by the General Meeting of Shareholders or the Board of Directors:

a/ Shareholders or authorized representatives of shareholders holding more than 10 percent of the total ordinary shares of the company, and their affiliated persons;

b/ Members of the Board of Directors, director or director general and their affiliated persons;

c/ Enterprises provided in Clause 2, Article 159 of this Law.

2. The Board of Directors shall approve contracts and transactions valued at less than 35 percent of the total value of the company's assets as recorded in the latest financial statement or a smaller percentage provided in the company charter. In this case, the person representing the company to sign the contract or transaction shall notify the members of the Board of Directors and supervisors of the persons related to such contract or transaction; the notice shall be enclosed with the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days after receiving the notice, unless another time limit is provided in the company charter; members with related interests do not have the right to vote.

3. The General Meeting of Shareholders shall approve contracts and transactions other than those provided in Clause 2 of this Article. In this case, the person representing the company to sign the contract or transaction shall notify the Board of Directors and supervisors of the persons related to such contract or transaction; the notice shall be enclosed with the draft contract or

main contents of the transaction. The Board of Directors shall submit the draft contract or explain the main contents of the transaction to the General Meeting of Shareholders or collect written opinions from shareholders. In this case, shareholders with related interests do not have the right to vote; the contract or transaction shall be approved when it is voted for by shareholders representing 65 percent of the total remaining votes, unless otherwise provided in the company charter.

4. Contracts and transactions which have been signed or performed without approval under Clause 2 or 3 of this Article, causing damage to the company, must be invalidated and handled in accordance with law. The persons signing the contracts, shareholders, members of the Board of Directors or director or director general concerned must be jointly liable for compensating for the damage caused and shall return to the company any benefits gained from the performance of such contracts or transactions.

Article 163. The Supervisory Board

1. The Supervisory Board has between 3 and 5 members; the term of office of supervisors must not exceed 5 years and supervisors may be re-elected with an unlimited number of terms.

2. Supervisors shall elect one of them to be the head of the Supervisory Board on the majority principle. The rights and obligations of the head of the Supervisory Board shall be provided in the company charter. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The head of the Supervisory Board must be a professional accountant or auditor and work on a full-time basis in the company, unless higher qualifications are required in the company charter.

3. If the term of office of supervisors expires at the same time but supervisors of the new term have not been elected, the supervisors whose term has expired shall continue to exercise their rights and perform their obligations until the supervisors of the new term are elected and take over the duties.

Article 164. Criteria and conditions for supervisors

1. A supervisor must meet the following criteria and conditions:

a/ Having full civil act capacity and not being banned from establishing and managing enterprises in accordance with this Law;

b/ Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child or sibling of any member of the Board of Directors, director or director general and another manager;

c/ Not holding any managerial position of the company; not necessarily being a shareholder or an employee of the company, unless otherwise provided in the company charter;

d/ Other criteria and conditions provided in relevant laws and the company charter.

2. Supervisors of listed joint stock companies and companies in which the State holds more than 50 percent of charter capital must be an auditor or accountant.

Article 165. Rights and obligations of the Supervisory Board

1. To supervise the Board of Directors, director or director general in the management and administration of the company.

2. To inspect the reasonableness, legality, truthfulness and prudence in the management and administration of business operations; the systematicity, consistency and appropriateness of accounting and statistical work and preparation of financial statements;

3. To appraise the completeness, legality and truthfulness of the company's business reports and annual and biannual financial statements, and reports evaluating management work of the Board of Directors; and to submit appraisal reports at the annual General Meeting of Shareholders.

4. To review, inspect and evaluate the effect and efficiency of internal control, internal audit, risk management and early warning systems of the company.

5. To review accounting books, accounting entries and other documents of the company, and examine management and administration activities of the company when finding it necessary or pursuant to a resolution of the General Meeting of Shareholders or as requested by a shareholder or a group of shareholders as provided in Clause 2, Article 114 of this Law.

6. At the request of a shareholder or a group of shareholders as provided in Clause 2, Article 114 of this Law, the Supervisory Board shall carry out an inspection within 7 working days after receiving the request. Within 15 days after completing inspection, the Supervisory Board shall submit a report explaining matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders.

The Supervisory Board's inspection provided in this Clause must neither disrupt the normal operation of the Board of Directors nor interrupt the administration of the company's business operations.

7. To propose the Board of Directors or the General Meeting of Shareholders measures to modify, supplement and improve the organizational

structure for the management, supervision and administration of the company's business operations.

8. When detecting that a member of the Board of Directors, the director or director general violates the provisions of Article 160 of this Law, to immediately send a written notice to the Board of Directors and request the violator to stop the violation and take remedial measures.

9. To participate in and discuss at the General Meeting of Shareholders, meetings of the Board of Directors and other meetings of the company.

10. To use independent consultants and the internal audit unit of the company to fulfill its assigned tasks.

11. To consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

12. To exercise other rights and perform other obligations as provided in this Law, the company charter and resolutions of the General Meeting of Shareholders.

Article 166. Right of the Supervisory Board to be provided with information

1. Meeting invitations, opinion collection forms to be sent to members of the Board of Directors and enclosed documents shall be sent to supervisors at the same time and in the same manner as to members of the Board of Directors.

2. Resolutions and minutes of the General Meeting of Shareholders and meetings of the Board of Directors shall be sent to supervisors at the same time and in the same manner as to shareholders and members of the Board of Directors.

3. Reports of the director or director general for submission to the Board of Directors or other documents issued by the company shall be sent to supervisors at the same time and in the same manner as to members of the Board of Directors.

4. Supervisors have the right to access the company's files and documents kept at the head office, branches and other locations; have the right to access workplaces of managers and employees of the company during working hours.

5. The Board of Directors, members of the Board of Directors, the director or director general and other managers shall fully, accurately and promptly provide information and documents relating to the management, administration and business operations of the company at the request of the members of the Supervisory Board or the Supervisory Board.

Article 167. Salaries and other benefits of supervisors

Unless otherwise provided in the company charter, salaries and other benefits of supervisors must comply with the following provisions:

1. Supervisors are entitled to salaries or remuneration and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the annual total salaries or remuneration and operating budget of the Supervisory Board;

2. Supervisors shall be paid expenses for meals, accommodation, travel and use of independent consultancy services at reasonable rates. The total amount of such expenses must not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

3. Salaries and operating expenses of the Supervisory Board shall be included in business expenses of the company in accordance with the law on enterprise income tax and other relevant laws, and shall be recorded as a separate item in annual financial statements of the company.

Article 168. Responsibilities of supervisors

1. To comply with law, the company charter, resolutions of the General Meeting of Shareholders and professional ethics in the exercise of vested rights and performance of assigned obligations.

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

3. To be loyal to the interests of the company and shareholders; refrain from using business information, know-how and opportunities of the company, or abusing their positions and posts and using assets of the company for their own personal benefits or for the benefits of other organizations or individuals.

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

5. If violating the provisions of Clause 1, 2, 3 or 4 of this Article and causing damage to the company or to other persons, to bear personal or joint responsibility for compensating for such damage. To return all incomes and other benefits they have earned to the company.

6. If detecting that a supervisor commits a violation during the exercise of vested rights and performance of assigned obligations, the Board of

Directors shall send a written notice thereof to the Supervisory Board and request the violator to stop the violation and take remedial measures.

Article 169. Relief of duty and removal from office of supervisors

1. A supervisor shall be relieved of duty in the following cases:

a/ No longer meeting the criteria and conditions to act as a supervisor as provided in Article 164 of this Law;

b/ Not exercising his/her rights and performing his/her obligations for six consecutive months, except in *force majeure* circumstances;

c/ Having submitted a resignation letter which is approved;

d/ Other cases as provided in the company charter.

2. A supervisor shall be removed from office in the following cases:

a/ Failing to fulfill his/her assigned tasks or jobs;

b/ Seriously or repeatedly breaching his/her obligations provided in this Law and the company charter;

c/ Under a decision of the General Meeting of Shareholders.

Article 170. Submission of annual reports

1. At the end of a fiscal year, the Board of Directors shall prepare the following reports and documents:

a/ Report on business results of the company;

b/ Financial statement;

c/ Evaluation report on the company's management and administration.

2. For joint stock companies which are required by law to be audited, their annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.

3. The reports and documents specified in Clause 1 of this Article shall be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders, unless otherwise provided in the company charter.

4. Reports and documents prepared by the Board of Directors; appraisal reports of the Supervisory Board and audit reports must be available at the head office and branches of the company no later than 10 days before the opening date of the annual General Meeting of Shareholders, unless a longer time limit is provided in the company charter.

A shareholder owning shares of the company for at least one consecutive year is entitled to examine the reports provided in this Article in a reasonable

period of time by himself/herself or together with a lawyer or an accountant or auditor possessing a practice certificate.

Article 171. Disclosure of information of joint stock companies

1. Joint stock companies shall submit annual financial statements approved by the General Meeting of Shareholders to competent state agencies in accordance with the accounting law and relevant laws.

2. Joint stock companies shall disclose on their websites (if any) the following information:

a/ Company charter;

b/ Curriculum vitae, educational qualifications and working experience of members of the Board of Directors, supervisors and director or director general of the company;

c/ Annual financial statements approved by the General Meeting of Shareholders;

d/ Annual operation evaluation reports of the Board of Directors and the Supervisory Board.

3. Joint stock companies which are not listing companies shall notify the business registration agencies of the localities where their head offices are based within 3 days after having the information or making any change in information on full name, citizenship, passport number, permanent residence address, number and types of shares of a foreign individual shareholder; name and identification number, head office address, number and types of shares, and full name, citizenship, passport number and permanent residence address of the authorized representative of a foreign institutional shareholder.

4. Public joint stock companies shall disclose information in accordance with the law on securities. Joint stock companies where the State holds over 50 percent of charter capital shall disclose information in accordance with Articles 108 and 109 of this Law.

Chapter VI

PARTNERSHIPS

Article 172. Partnerships

1. A partnership is an enterprise in which:

a/ There must be at least 2 members being co-owners of the partnership who jointly conduct business under one common name (below referred to as general partners). Apart from general partners, the company may have limited partners;

b/ General partners must be individuals who are liable for the obligations of the partnership with all of their assets;

c/ Limited partners must only be liable for the debts of the partnership within the limit of the capital amount they have contributed to the partnership.

2. A partnership has the legal entity status from the date it is granted an enterprise registration certificate.

3. Partnerships may not issue securities of any type.

Article 173. Capital contribution and grant of capital contribution certificates

1. General partners and limited partners shall contribute capital in full and on time as committed.

2. A general partner who fails to contribute capital in full and on time as committed, causing damage to the partnership, shall compensate the partnership for the damage.

3. If a limited partner fails to contribute capital in full and on time as committed, the unpaid amount shall be regarded as a debt owed by that partner to the partnership; in this case, the limited partner concerned may be excluded from the partnership under a decision of the Members' Council.

4. Upon payment of capital contribution in full as committed, the partner shall be granted a capital contribution certificate, which must contain the following principal details:

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

b/ Charter capital of the partnership;

c/ Name, permanent residence address, citizenship and serial number of citizen's identity card, people's identity card, passport or another valid personal identification paper of the partner; type of partner;

d/ Value of capital contribution and types of assets contributed as capital by the partner;

dd/ Serial number and date of grant of the capital contribution certificate;

e/ Rights and obligations of the holder of the capital contribution certificate;

g/ Full names and signatures of the holder of the capital contribution certificate and of general partners of the partnership.

5. If a capital contribution certificate is lost, damaged, broken or otherwise destroyed, the partnership shall re-grant a new capital contribution certificate to the partner.

Article 174. Assets of a partnership

Assets of a partnership include:

1. Assets contributed as capital by partners the ownership of which has been transferred to the partnership.
2. Assets created in the name of the partnership.
3. Assets derived from business operations conducted by general partners in the name of the partnership and from business operations of the partnership conducted by general partners in their personal name.
4. Other assets as prescribed by law.

Article 175. Restrictions on rights of general partners

1. A general partner may not act as the owner of a private enterprise or as a general partner of another partnership, unless he/she obtains the consent from other general partners.
2. A general partner may not conduct in his/her own name or in the name of another person the same business lines as those of the partnership for his/her personal benefits or for the interests of another organization or individual.
3. A general partner may not transfer part or the whole of his/her capital contribution in the partnership to another person without the consent of other general partners.

Article 176. Rights and obligations of general partners

1. A general partner has the following rights:
 - a/ To attend meetings, discuss and vote on matters of the partnership; each general partner has one vote or another number of votes as provided in the partnership's charter;
 - b/ To conduct in the name of the partnership its business lines; to negotiate and sign contracts or agreements with terms that he/she considers the most favorable for the partnership;
 - c/ To use the seal and assets of the partnership for conducting its business lines; if he/she advances his/her own money in order to conduct business operations of the partnership, he/she may request the partnership to refund the principal and interest at the market interest rate on the advanced amount;

d/ To claim compensation from the partnership for damage arising from business operations within its competence if such damage is not caused by his/her personal mistake;

dd/ To request the partnership and other general partners to provide information on the business situation of the partnership; to inspect assets, accounting books and other documents of the partnership when necessary;

e/ To be distributed with profits in proportion to his/her capital contribution or as agreed in the partnership's charter;

g/ Upon dissolution or bankruptcy of the partnership, to be distributed with part of the residual value of the partnership's assets in proportion to his/her capital contribution in the partnership, unless another ratio is provided in the partnership's charter;

h/ If a general partner dies, his/her heir is entitled to the value of the assets in the partnership after deduction of debts for which such partner is responsible. The heir may become a general partner if the Members' Council of the partnership so approves;

i/ Other rights provided in this Law and the partnership's charter.

2. A general partner has the following obligations:

a/ To manage and conduct business operations in an honest, prudent and best manner in order to ensure the best lawful interests of the partnership;

b/ To manage and conduct business operations of the partnership in accordance with law, the partnership's charter and resolutions of the Members' Council; to pay compensation for any damage caused to the partnership by his/her violation of this Point;

c/ To refrain from using the partnership's assets for his/her personal benefits or for the benefits of another organization or individual;

d/ To return to the company any amount of money or assets received and compensate for any damage caused to the partnership in case he/she receives such money or assets from the business operations of the partnership in the name of the company or in his/her name or in the name of another person, but fails to pay such money or assets to the company;

dd/ To be jointly liable to pay in full outstanding debts of the partnership in case the partnership's assets are insufficient for the payment of its debts;

e/ To bear losses in proportion to his/her capital contribution in the partnership or as agreed in the partnership's charter in case the partnership suffers losses in its business;

g/ To submit truthful and accurate monthly reports on his/her business activities and results to the partnership; to provide information on his/her business activities and results to any partner upon request;

h/ Other obligations provided in this Law and the partnership's charter.

Article 177. The Members' Council

1. All partners constitute the Members' Council. The Members' Council shall elect a general partner as the chairperson of the Members' Council, who may concurrently act as the director or director general of the partnership, unless otherwise provided by the partnership's charter.

2. A general partner has the right to request convening a meeting of the Members' Council to discuss and decide on business affairs of the partnership, and shall prepare agenda, content and documents for the meeting.

3. The Members' Council has the right to decide on all business affairs of the partnership. Unless provided by the partnership's charter, decision on the following matters must be approved by at least three-quarters of the total number of general partners:

a/ Development orientations of the partnership;

b/ Amendment and supplementation of the partnership's charter;

c/ Admission of a new general partner;

d/ Approval for a general partner to withdraw from the partnership or decision on exclusion of a partner;

dd/ Decision on investment projects;

e/ Decision on borrowing and raising capital in other forms or providing loans equivalent to or larger than 50 percent of the charter capital of the partnership, unless a higher percentage is provided in the partnership's charter;

g/ Decision on sale or purchase of assets equivalent to or larger than the charter capital of the partnership, unless a higher percentage is provided in the partnership's charter;

h/ Decision to approve annual financial statements, total amounts of profits and amount of profits to be distributed to each partner;

i/ Decision on dissolution of the partnership.

4. Decision on other matters not prescribed in Clause 3 of this Article shall be approved by consent of at least two-thirds of the total number of general partners; the specific ratio shall be provided in the partnership's charter.

5. The right to vote of limited partners must comply with this Law and the partnership's charter.

Article 178. Convening meetings of the Members' Council

1. The chairperson of the Members' Council may convene a meeting of the Members' Council when deeming it necessary or at the request of a general partner. If the chairperson of the Members' Council fails to convene a meeting at the request of a general partner, such partner shall convene the meeting.

2. Meeting invitations may be made in written form, or by telephone, facsimile or another electronic means. Meeting invitations must clearly indicate the purpose, requirements and contents of the meeting; agenda and venue of the meeting, and the name of the partner who requests convening the meeting.

Documents used for discussion to decide on the matters specified in Clause 3, Article 177 of this Law shall be sent to all the partners in advance; such advance period shall be specified in the partnership's charter.

3. The chairperson of the Members' Council or the requesting partner shall chair the meeting. The meeting shall be recorded in the minutes book of the partnership. The minutes of the meeting must contain the following principal details:

- a/ Name, identification number and head office address;
- b/ Purpose, agenda and contents of the meeting;
- c/ Time and venue of the meeting;
- d/ Full names of the person chairing and members attending the meeting;
- dd/ Opinions of the members attending the meeting;
- e/ The resolutions adopted, number of members voting for and main contents of such resolutions;
- g/ Full names and signatures of the members attending the meeting.

Article 179. Management of business of a partnership

1. General partners may act as at-law representatives and shall organize management of day-to-day business of the partnership. All restrictions on general partners in conducting day-to-day business of the partnership shall only be effective to a third party if such party is aware of such restrictions.

2. In management of business operations of the partnership, general partners shall assign among them the tasks of management and control of the partnership.

When a number or all of general partners together carry out a number of business operations, decisions shall be approved by a majority.

Activities carried out by a general partner beyond the scope of business lines of the partnership do not fall within the partnership's liability, unless such activities are approved by the other partners.

3. The partnership may open one or a number of bank account(s). The Members' Council shall appoint a partner who is authorized to deposit and withdraw money from such account(s).

4. The chairperson of the Members' Council, director or director general has the following tasks:

a/ To manage and administer day-to-day business activities of the partnership in the capacity as a general partner;

b/ To convene and organize meetings of the Members' Council; to sign resolutions of the Members' Council;

c/ To assign tasks and coordinate business activities among the general partners;

d/ To arrange and store fully and truthfully accounting books, invoices and other documents of the partnership in accordance with law;

dd/ To represent the partnership in relationship with state agencies; to represent the partnership as defendant or plaintiff in lawsuits, commercial disputes or other disputes;

e/ To perform other obligations provided in the partnership's charter.

Article 180. Termination of general partner status

1. General partner status shall be terminated in the following cases:

a/ A general partner voluntarily withdraws capital from the partnership;

b/ A general partner dies, is declared by a court as missing, has his/her civil act capacity restricted or has lost his/her civil act capacity;

d/ A general partner has been excluded from the partnership;

dd/ Other cases provided in the partnership's charter.

2. A general partner has the right to withdraw capital from the partnership if the Members' Council so agrees. In this case, the partner who wants to withdraw capital from the partnership shall give a written notice of the capital withdrawal request no later than 6 months prior the date of capital withdrawal. He/she may only withdraw capital at the end of a fiscal year and after the financial statement of such fiscal year has been approved.

3. A general partner shall be excluded from the partnership in the following cases:

a/ Being unable to contribute capital or failing to contribute capital as committed after the partnership makes a request for the second time;

b/ Violating Article 175 of this Law;

c/ Failing to carry out the business activities truthfully or prudently or taking other inappropriate acts causing serious damage to the interests of the partnership and other partners;

d/ Failing to properly perform the obligations of a general partner.

4. In case of termination of partner status of a partner who has his/her civil act capacity restricted or has lost his/her civil act capacity, his/her capital contribution shall be returned fairly and satisfactorily.

5. During 2 years after termination of general partner status as provided at Point a or c, Clause 1 of this Article, such partner shall still be jointly liable with all his/her assets for the partnership's debts which arise prior to the date of termination of partner status.

6. After termination of partner status, if the name of the partner has been used as part or the whole of the partnership's name, such partner or his/her heir or at-law representative may request the partnership to cease the use of such name.

Article 181. Admission of new partners

1. A partnership may admit new general partners or limited partners; admission of new partners shall be approved by the Members' Council of the partnership.

2. A general partner or limited partner shall contribute capital in full as committed to the partnership within 15 days after being approved to do so, unless another time limit is decided by the Members' Council.

3. The new general partner shall be jointly liable for the debts and other property obligations of the company with all his/her assets, unless otherwise agreed by such partner and other partners.

Article 182. Rights and obligations of limited partners

1. A limited partner has the following rights:

a/ To attend meetings, discuss and vote at the Members' Council on amendment and supplementation of the partnership's charter; change and supplementation of the rights and obligations of limited partners; reorganization and dissolution of the partnership; and other contents of the

partnership's charter which are directly related to his/her rights and obligations;

b/ To be annually distributed with profits in proportion to his/her capital contribution in the charter capital of the partnership;

c/ To be provided with the partnership's annual financial statements; to request the chairperson of the Members' Council and general partners to provide adequate and accurate information on the business situation and results of the partnership; to look up accounting books, minutes, contracts, transactions, files and other documents of the partnership;

d/ To transfer his/her capital contribution in the partnership to another person;

dd/ To conduct the business lines of the partnership in his/her own name or in the another's name;

e/ To dispose of his/her capital contribution by bequeathing, donating, mortgaging, pledging or otherwise doing in accordance with law and the partnership's charter; in case he/she dies, his/her heir shall replace him or her as a limited partner of the partnership;

g/ To be distributed with part of the residual value of the partnership's assets in proportion to his/her capital contribution in the partnership upon its dissolution or bankruptcy;

h/ Other rights provided in this Law and the partnership's charter.

2. A limited partner has the following obligations:

a/ To be liable for the debts and other property obligations of the partnership within the limit of his/her committed capital contribution;

b/ To refrain from managing the partnership and conducting business activities in the name of the partnership;

c/ To comply with the charter and internal rules of the partnership and decisions of the Members' Council;

d/ Other obligations provided in this Law and the partnership's charter.

Chapter VII

PRIVATE ENTERPRISES

Article 183. Private enterprises

1. A private enterprise is an enterprise owned by an individual who is liable for all activities of the enterprise with all his/her assets.

2. Private enterprises may not issue securities of any type.

3. Each individual may establish only one private enterprise. The owner of a private enterprise must not concurrently be a business household owner or a partner in a partnership.

4. Private enterprises may not contribute capital for the establishment of, or purchase shares or capital contributions in, a partnership, limited liability company or joint stock company.

Article 184. Investment capital of enterprise owners

1. The owner of a private enterprise shall himself/herself register his/her investment capital. The owner of a private enterprise is obliged to register accurately the total investment capital, specifying the amounts in Vietnam dong, freely convertible foreign currencies, gold and other assets; for the amount in other assets, the types of asset, quantity and residual value of each type of assets shall also be specified.

2. All capital and assets, including loans and leased assets, which are used for the business operations of an enterprise, shall be recorded fully in its accounting books and financial statements in accordance with law.

3. In the course of operation, the owner of a private enterprise may increase or reduce his/her capital amount invested in the business operations of the enterprise. Such increase or reduction shall be recorded fully in the accounting books. The owner of a private enterprise may reduce the investment capital below the amount of investment capital registered only after registration with the business registration agency.

Article 185. Management of enterprises

1. The owner of a private enterprise has total discretion in making all business decisions of the enterprise; and in deciding on the use of profits after payment of taxes and performance of other financial obligations prescribed by law.

2. The owner of a private enterprise may manage and administer the business operations or employ another person to do so. If another person is employed as the director to manage the enterprise, the owner of a private enterprise shall remain responsible for all business operations of the enterprise.

3. The owner of a private enterprise must be plaintiff, defendant or person with related rights and obligations in arbitration or court proceedings in disputes related to the enterprise.

4. The owner of a private enterprise is the at-law representative of the enterprise.

Article 186. Lease of enterprises

The owner of a private enterprise may lease his/her whole enterprise provided that a written notice and a notarized copy of the lease contract shall be sent to the business registration agency and the tax agency within 3 working days after the lease contract becomes effective. During the lease term, the owner of the private enterprise shall remain responsible before law as the owner of the enterprise. The rights and responsibilities of the owner and the lessee with respect to the business operations of the enterprise shall be provided in the lease contract.

Article 187. Sale of enterprises

1. The owner of a private enterprise may sell his/her enterprise to another person.

2. After selling his/her enterprise, the owner of the private enterprise shall remain liable for all debts and other property obligations of the enterprise incurring before the date of handing over the enterprise, unless otherwise agreed by the purchaser, the seller and creditors of the enterprise.

3. The purchaser and seller of an enterprise must comply with the labor law.

4. The purchaser of an enterprise shall register for the change of the owner of the private enterprise in accordance with this Law.

Chapter VIII

CORPORATE GROUPS

Article 188. Economic groups, corporations

1. An economic group or a corporation of any economic sector is a group of companies having relations through ownership of shares, capital contributions or other linkages. An economic group or a corporation is not an enterprise, does not have legal person status and is not required to register its establishment in accordance with this Law.

2. An economic group or a corporation comprises parent company, subsidiaries and other member companies. The parent company, subsidiary and each member company in an economic group or a corporation have the rights and obligations of an independent enterprise in accordance with law.

Article 189. Parent companies, subsidiaries

1. A company shall be regarded as parent company of another company in one of the following cases:

a/ Holding over 50 percent of the charter capital or total ordinary shares of such company;

b/ Having the right to directly or indirectly decide on the appointment of a majority or all of members of the Board of Directors and director or director general of such company;

c/ Having the right to decide on the amendment and supplementation of the charter of such company.

2. A subsidiary may not contribute capital to or purchase shares of the parent company. The subsidiaries of the same parent company may neither contribute capital nor purchase shares to cross-own one another.

3. The subsidiaries of the same parent company in which the State owns 65 or more percent of its capital may not together contribute capital to establish an enterprise in accordance with this Law.

4. The Government shall detail Clauses 2 and 3 of this Article.

Article 190. Rights and responsibilities of a parent company to its subsidiaries

1. Depending on the legal form of a subsidiary, the parent company shall exercise its rights and perform its obligations as a member, owner or shareholder in the relation with the subsidiary in accordance with relevant provisions of this Law and other relevant laws.

2. Contracts, transactions and other relations between the parent company and a subsidiary shall be made and performed independently and equally in accordance with the terms applicable to independent legal entities.

3. If the parent company interferes beyond the competence of the owner, member or shareholder and compels a subsidiary to conduct business operations inconsistently with normal business practices or conduct non-profitable activities without reasonable compensation in a relevant fiscal year, thus causing damage to the subsidiary, the parent company must be responsible for such damage.

4. The manager of the parent company which is responsible for the interference compelling the subsidiary company to conduct the business operations specified in Clause 3 of this Article must be jointly liable with the parent company for such damage.

5. If the parent company fails to compensate the subsidiary in accordance with Clause 3 of this Article, the creditors or members or shareholders holding at least one percent of the charter capital of the subsidiary may on their own behalf or on behalf of the subsidiary demand that parent company pay compensation to the subsidiary.

6. If the business operations referred to in Clause 3 of this Article are conducted by the subsidiary and bring any benefit to another subsidiary of the

same parent company, the benefiting subsidiary and the parent company must be jointly responsible for returning such benefit to the subsidiary suffering damage.

Article 191. Financial statements of parent companies and subsidiaries

1. At the end of a fiscal year, in addition to the statements and documents prescribed by law, a parent company shall prepare the following statements:

a/ Consolidated financial statement of the parent company in accordance with the law on accounting;

b/ General report on annual business results of the parent company and subsidiaries;

c/ General report on management and administration of the parent company and subsidiaries.

2. The person who is responsible for preparing the statement and reports specified in Clause 1 of this Article shall not be allowed to prepare and submit such statement and reports if he/she has not received financial statements from all subsidiaries.

3. Upon request of the at-law representative of the parent company, at-law representatives of subsidiaries shall provide necessary reports, documents and information under regulations for preparation of the consolidated financial statement and general reports of the parent company and subsidiaries.

4. If the managers of the parent company are not suspicious about any wrong, incorrect or forged information included in the statements prepared and submitted by subsidiaries, they may use such statements to prepare the consolidated financial statement and general reports of the parent company and subsidiaries.

5. If the managers of the parent company have taken all necessary measures within their competence but have not received the necessary reports, documents and information under regulations from a subsidiary, they shall still prepare and submit the consolidated financial statement and general reports of the parent company and subsidiaries. Such statement and reports may or may not include information from such subsidiary but must contain necessary explanations to avoid any misunderstanding or incorrect understanding.

6. Annual reports and final financial statements and consolidated financial statement and general reports of the parent company and subsidiaries shall be kept at the head office of the parent company. Copies of

statements and documents specified in this Clause must be available at branches of the parent company in the territory of Vietnam.

7. Subsidiaries, in addition to statements and documents prescribed by law, shall prepare a general report on purchases, sales and other transactions with their parent company.

Chapter IX

REORGANIZATION, DISSOLUTION AND BANKRUPTCY OF ENTERPRISES

Article 192. Division of enterprises

1. Limited liability companies or joint stock companies may divide their shareholders, members and assets to establish two or more new companies in one of the following cases:

a/ Part of capital contributions or shares of the members or shareholders together with the assets corresponding to the value of the capital contributions or shares are transferred to new companies in proportion to the ownership ratio in the divided company and in proportion to the value of assets transferred to the new companies;

b/ All capital contributions or shares of one or a number of member(s) or shareholder(s) together with the assets corresponding to the value of their capital contributions or shares are transferred to the new companies;

c/ Combination of both cases provided at Points a and b of this Clause.

2. Procedures for division of limited liability companies or joint stock companies are provided as follows:

a/ The Members' Council, the owner or the General Meeting of Shareholders of the divided company shall adopt a resolution on division of the company in accordance with this Law and the company charter. The resolution on division of the company must have the following principal details: the name and head office address of the divided company; names of companies to be established; principles, methods and procedures for division of assets of the company; plan for employment of employees; method of division, time limit and procedures for conversion of capital contributions or shares and bonds of the divided company to the newly established companies; principles for dealing with the obligations of the divided company; and the time limit for division of the company. Such resolution shall be sent to all creditors and notified to employees within 15 days from the date of its adoption;

b/ Members, owners or shareholders of newly established companies shall approve the charter, elect or appoint the chairperson of the Members'

Council, company president, the Board of Directors and director or director general and carry out enterprise registration in accordance with this Law. In this case, the new company's registration dossier must comprise the resolution on division of the company referred to at Point a of this Clause.

3. The number of members or shareholders and number and ownership ratios of shares or capital contributions of the members or shareholders and charter capital of the new companies shall be recorded corresponding to the method of division and conversion of capital contributions or shares of the divided company into new companies corresponding to the cases specified in Clause 1 of this Article.

4. The divided company shall cease to exist after the new companies are granted enterprise registration certificates. New companies must be jointly liable for unpaid debts, labor contracts and other property obligations of the divided company or shall reach agreement with creditors, customers and employees for one of such companies to perform these obligations.

5. The business registration agency shall update the legal status of the divided companies in the national enterprise registration database when granting enterprise registration certificates to new companies. When a new company has its head office located outside the province or centrally run city where the divided company's head office is based, the business registration agency of the locality where the new company's head office is based shall notify the registration of the new company to the business registration agency of the locality where the divided company's head office is based in order to update the legal status of the divided company in the national enterprise registration database.

Article 193. Separation of enterprises

1. Limited liability companies or joint stock companies may be separated by transferring part of the assets, rights and obligations of the existing company (below referred to as the separated company) to establish one or more new limited liability company(ies) or joint stock company(ies) (below referred to as the separating company(ies)) without terminating the existence of the separated company.

2. Separation of a company may be carried out in one of the following forms:

a/ Part of capital contributions or shares of the members or shareholders together with the assets equivalent to the value of the capital contributions or shares are transferred to the new company(ies) in proportion to the ownership ratios in the separated company and equivalent to the value of assets transferred to the new company(ies);

b/ The whole capital contributions or shares of one or a number of member(s) or shareholder(s) together with the assets equivalent to the value of the capital contributions or shares are transferred to the new company(ies);

c/ Combination of both cases provided at Points a and b of this Clause.

3. The separated company shall register for a change in charter capital and number of members corresponding to the reduced capital contributions or shares and number of members at the same time with the registration of the new company(ies).

4. Procedures for the separation of limited liability companies or joint stock companies are provided as follows:

a/ The Members' Council, the owner or the General Meeting of Shareholders of the to-be-separated company shall adopt a resolution on the separation of the company in accordance with this Law and the company charter. The resolution on the separation of the company must have the following principal details: name and head office address of the separated company; name(s) of the separating company(ies) to be established; plan for employment of employees; methods of separation of the company; value of assets, rights and obligations to be transferred from the separated company to the separating company(ies); and time limit for the separation of the company. Such resolution shall be sent to all creditors and notified to employees within 15 days after the date of its adoption;

b/ Members, owner(s) or shareholders of the separating company(ies) shall approve a charter, elect or appoint a chairperson of the Members' Council, company president, the Board of Directors and director or director general, and carry out enterprise registration in accordance with this Law. In this case, the enterprise registration dossier must comprise the resolution on separation of the company referred to at Point a of this Clause.

5. After enterprise registration, the separated company and separating company(ies) must be jointly liable for unpaid debts, labor contracts and other property obligations of the separated company, unless otherwise agreed among the separated company, newly established companies, creditors, customers and employees.

Article 194. Consolidation of enterprises

1. Two or more companies (below referred to as consolidated companies) may be consolidated into a new company (below referred to as the consolidating company), at the same time terminating the existence of the consolidated companies.

2. Procedures for consolidation of companies are provided as follows:

a/ Consolidated companies shall prepare a consolidation contract. The consolidation contract must have the following principal details: names and head office addresses of the companies to be consolidated; the name and head office address of the consolidating company; the procedures and conditions for consolidation; the plan for employment of employees; the time limit, procedures and conditions for conversion of assets, capital contributions or shares and bonds of the consolidated companies into capital contributions or shares and bonds of the consolidating company; the time limit for consolidation; and the draft charter of the consolidating company;

b/ Members, owners or shareholders of the consolidated companies shall approve the consolidation contract and the charter of the consolidating company, elect or appoint the chairperson of the Members' Council, company president, the Board of Directors and the director or director general of the consolidating company and register the consolidating company in accordance with this Law. The consolidation contract shall be sent to all creditors and notified to employees within 15 days from the date of its approval.

3. In case of consolidation whereby the consolidating company holds a market share of between 30 percent and 50 percent of the relevant market, the at-law representatives of the companies to be consolidated shall notify such to the competition management agency before carrying out the consolidation, unless otherwise prescribed by the law on competition.

Cases of consolidation of companies whereby the consolidating company holds a market share of over 50 percent of the relevant market shall be prohibited, unless otherwise prescribed by the law on competition.

4. The dossier and order for registration of the consolidating company must comply with the relevant provisions of this Law and shall be accompanied by the following papers:

a/ Consolidation contract;

b/ Resolutions and meeting minutes approving the consolidation contract of the companies to be consolidated.

5. Consolidated companies shall cease to exist after the enterprise registration; the consolidating company shall enjoy the lawful rights and interests and must be liable for the unpaid debts, labor contracts and other property obligations of the consolidated companies.

6. The business registration agency shall update the legal status of the consolidated companies in the national enterprise registration database when granting an enterprise registration certificate to the consolidating company. If a consolidated company has its head office located outside the province or centrally run city where the consolidating company's head office is based, the

business registration agency of the locality where the consolidating company's head office is based shall notify the enterprise registration to the business registration agency of the locality where the consolidated company's head office is based in order to update the legal status of the consolidated company in the national enterprise registration database.

Article 195. Merger of enterprises

1. One or more company(ies) (below referred to as merged company(ies)) may be merged into another company (below referred to as merging company) by transferring all lawful assets, rights, obligations and interests to the merging company and at the same time, terminating the existence of the merged company(ies).

2. Procedures for merger of companies are provided as follows:

a/ The company(ies) to be merged shall prepare a merger contract and a draft charter of the merging company. The merger contract must have the following principal details: name and head office address of the merging company; name(s) and head office address(es) of the merged company(ies); procedures and conditions for the merger; plan for employment of employees; methods, procedures, time limit and conditions for conversion of assets, capital contributions or shares and bonds of the merged company(ies) into capital contributions or shares and bonds of the merging company; and the time limit for merger;

b/ Members, owners or shareholders of related companies shall approve the merger contract and the charter of the merging company and register the merging company in accordance with this Law. The merger contract shall be sent to all creditors and notified to employees within 15 days from the date of its approval;

c/ After enterprise registration, the merged companies shall cease to exist; the merging company shall enjoy the lawful rights and interests and must be liable for unpaid debts, labor contracts and other property obligations of the merged companies.

3. In case of merger whereby the merging company holds a market share of between 30 percent and 50 percent of the relevant market, the at-law representative of the company shall notify such to the competition management agency before carrying out the merger, unless otherwise prescribed by the law on competition.

Cases of merger of companies whereby the merging company holds a market share of over 50 percent of the relevant market shall be prohibited, unless otherwise prescribed by the law on competition.

4. Dossier and order for registration of the merging company must comply with relevant provisions of this Law and must comprise the copies of the following papers:

- a/ Merger contract;
- b/ Resolutions and meeting minutes approving the merger contract of the merging company;
- c/ Resolutions and meeting minutes approving the merger contract of the merged companies, except the case the merging company is a member or shareholder owning over 65 percent of charter capital or voting shares of the merged company(ies);

5. The business registration agency shall update the legal status of the merged companies in the national enterprise database and change the enterprise registration contents of the merging company.

If a merged company has its head office address outside the province or centrally city where the head office of the merging company is located, the business registration agency of the locality where the merging company's head office is based shall notify the enterprise registration to the business registration agency of the locality where the merged company's head office is based in order to update the legal status of the merged company in the national enterprise registration database.

Article 196. Conversion of limited liability companies into joint stock companies

1. The conversion of a state enterprise into a joint stock company must comply with the law on conversion of state companies into joint stock companies.

2. Limited liability companies may be converted into joint stock companies by the following methods:

- a/ Neither mobilizing other organizations and individuals to contribute additional capital nor selling the capital contributions to other organizations and individuals;
- b/ Mobilizing other organizations and individuals to contribute additional capital;
- c/ Selling all or part of the capital contributions to one or a number of other organization(s) and individual(s);
- d/ Combination of the methods provided at Points a, b and c of this Clause.

3. The company shall register for its conversion with the business registration agency within 10 days after completing the conversion. Within 5 working days after receiving the conversion dossier, the business registration agency shall re-grant the enterprise registration certificate.

4. The new company shall naturally take over all the lawful rights and interests and must be liable for the debts, including outstanding tax, labor contracts and other obligations of the converted company.

5. Within 7 working days after granting the enterprise registration certificate, the business registration agency shall notify such to related state agencies as provided in Clause 1, Article 34 of this Law, and at the same time update the legal status of the company in the national enterprise registration database.

Article 197. Conversion of joint stock companies into single-member limited liability companies

1. Joint stock companies may be converted into single-member limited liability companies by the following methods:

a/ A shareholder acquires all the shares or capital contributions of all the remaining shareholders;

b/ An organization or individual that is not a shareholder acquires all the shares of all shareholders of the company;

c/ There remains only one shareholder of the company within a period exceeding the time limit for the required minimum number of joint stock companies as provided in Article 110 of this Law.

2. The transfer or acquisition of investment capital being shares or capital contributions provided in Clause 1 of this Article must conform with the market prices, prices determined by asset valuation, discounted cash flow, or another method.

3. Within 15 days after completing the share transfer in accordance with Point a or b, Clause 1 of this Article and the case at Point c, Clause 1 of this Article incurs, the company shall send or submit the conversion dossier to the business registration agency with which the enterprise has registered. Within 5 working days after receiving the conversion dossier, the business registration agency shall grant an enterprise registration certificate.

4. The new company shall naturally take over all lawful rights and interests and must be liable for the debts, including outstanding tax, labor contracts and other obligations of the converted company.

5. Within 7 working days after granting the enterprise registration certificate, the business registration agency shall notify such to related state

agencies as provided in Clause 1, Article 34 of this Law, and at the same time update the legal status of the company in the national enterprise registration database.

Article 198. Conversion of joint stock companies into limited liability companies with two or more members

1. Joint stock companies may be converted into limited liability companies by the following methods:

a/ Neither mobilizing other organizations and individuals to contribute capital nor transferring shares to other organizations and individuals;

b/ At the same time with mobilizing other organizations and individuals to contribute capital;

c/ At the same time with transferring all or part of shares to other capital-contributing organizations and individuals;

d/ Combining the methods provided at Points a, b and c of this Clause.

2. The company shall register for the company conversion with the business registration agency within 10 days after completing the conversion. Within 5 working days after receiving the conversion dossier, the business registration agency shall grant an enterprise registration certificate.

3. The new company shall naturally take over all lawful rights and interests and must be liable for the debts, including outstanding tax, labor contracts and other obligations of the converted company.

4. Within 7 working days after granting the enterprise registration certificate, the business registration agency shall notify such to related state agencies as provided in Clause 1, Article 34 of this Law, and at the same time update the legal status of the company in the national enterprise registration database.

Article 199. Conversion of private enterprises into limited liability companies

1. A private enterprise may be converted into a limited liability company under a decision of the owner of the private enterprise upon satisfying all the following conditions:

a/ Satisfying all the conditions provided in Article 28 of this Law;

b/ The owner of the private enterprise must be the company owner (in case of conversion into a single-member limited liability company owned by an individual) or a member (in case of conversion into a limited liability company with two or more members);

c/ The owner of the private enterprise commits in writing that he/she is personally liable with his/her own assets to all the unpaid debts of the enterprise and commits to making full repayment of the debts when they are due;

d/ The owner of the private enterprise agrees in writing with the parties to the contracts not yet liquidated that the new limited liability company shall receive and perform such contracts;

dd/ The owner of the private enterprise commits or agrees in writing with the other capital-contributing members to receive and employ existing employees of the enterprise.

2. Within 5 working days after receiving the dossier, the business registration agency shall consider and grant an enterprise registration certificate if all the conditions provided in Clause 1 of this Article are satisfied.

3. Within 7 working days after granting the enterprise registration certificate provided in Clause 2 of this Article, the business registration agency shall notify such to related state agencies as provided in Clause 1, Article 34 of this Law, and at the same time update the legal status of the enterprise in the national enterprise registration database.

Article 200. Suspension of business

1. An enterprise may suspend its business but shall notify in writing the business registration agency of the point of time and period of suspension or resumption of its business no later than 15 days before the date of such suspension or resumption. This provision must apply in case the enterprise resumes its business before the announced period.

2. The business registration agency or a competent state agency may require an enterprise to suspend a conditional business line when it detects that the enterprise fails to satisfy all the conditions prescribed by law.

3. During suspension, the enterprise shall fully pay any outstanding tax, continue to pay debts and complete the performance of contracts already signed with customers and employees, unless otherwise agreed by the enterprise, creditors, customers and employees.

Article 201. Cases of and conditions for dissolution of enterprises

1. An enterprise shall be dissolved in the following cases:

a/ The operation duration stated in the company charter expires and there is no decision to extend it;

b/ As decided by the enterprise owner, for a private enterprise; by all general partners, for a partnership; by the Members' Council or the company

owner, for a limited liability company; or by the General Meeting of Shareholders, for a joint stock company;

c/ The company no longer has the minimum number of members provided in this Law for 6 consecutive months without carrying out the procedures for the conversion of the form of enterprise;

d/ The enterprise has its enterprise registration certificate revoked.

2. An enterprise shall only be dissolved when it ensures to pay all debts and other property obligations and it is not currently involved in a dispute resolution process at a court or an arbitration. The related managers and enterprise provided at Point d, Clause 1 of this Article must be jointly liable for the enterprise's debts.

Article 202. Order and procedures for dissolution of enterprises

The dissolution of enterprises in the cases specified at Points a, b and c, Clause 1, Article 201 of this Law shall be carried out in accordance with the following provisions:

1. A decision on dissolution of an enterprise shall be approved. Such decision must have the following principal details:

a/ Name and head office address of the enterprise;

b/ Reasons for dissolution;

c/ Time limit and procedures for liquidating contracts and paying debts of the enterprise; the time limit for paying debts and liquidating contracts must not exceed 6 months from the date of approval of the dissolution decision;

d/ Plan for dealing with obligations arising from labor contracts;

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

2. The owner of a private enterprise, the Members' Council or company owner or the Board of Directors shall directly organize the liquidation of assets of the enterprise, unless the establishment of a separate liquidation organization is provided by the company charter.

3. Within 7 working days after being approved, the dissolution decision and the meeting minutes shall be sent to the business registration agency, the tax agency and employees in the enterprise. The decision on enterprise dissolution shall be posted on the National Enterprise Registration Portal and publicly displayed at the head office, branches and representative offices of the enterprise.

If the enterprise has outstanding financial obligations, a debt settlement plan shall be sent together with the dissolution decision to the creditors and persons with related interests and obligations. The plan must include the name and address of the creditor; the debt amount, time limit, location and method of payment of such debt; the method and the time limit for settling complaints of the creditor.

4. The business registration agency shall notify the situation of the enterprises that are carrying out the dissolution procedures on the National Enterprise Registration Portal immediately after receiving the decisions on the dissolution of the enterprises. Apart from the notification, the dissolution decision and debt settlement plan, if any, shall be posted.

5. Debts of the enterprise shall be settled in the following order:

a/ Unpaid amounts of wages, retrenchment allowances and social insurance premiums in accordance with law and other benefits of employees pursuant to the signed collective labor agreements and labor contracts;

b/ Outstanding tax;

c/ Other debts.

6. After paying all debts and costs of the dissolution of the enterprise, the remainder shall be divided to the owner of the private enterprise, among members and shareholders, or to the company owner in proportion to their capital contribution or share ownership ratios.

7. The at-law representative of the enterprise shall send a request for dissolution to the business registration agency within 5 working days after all debts of the enterprise are fully paid.

8. Past 180 days after receiving the dissolution decision as provided in Clause 3 of this Article without receiving any written comments on or rejection to the dissolution from the enterprise or stakeholders or within 5 working days after receiving the dissolution dossier, the business registration agency shall update the legal status of the enterprise on the national enterprise registration database.

9. The Government shall stipulate in detail the order and procedures for dissolution of enterprises.

Article 203. Dissolution of enterprises in case the enterprise registration certificate is revoked or as decided by a court

The dissolution of enterprises as provided at Point d, Clause 1, Article 201 of this Law must comply with the following order and procedures:

1. The business registration agency shall notify the situation of the enterprises that are carrying out the dissolution procedures on the National

Enterprise Registration Portal at the same time with the issuance of the decisions to revoke the enterprise registration certificates immediately after receiving the effective dissolution decisions from the court. Apart from the notification, the decisions to revoke the enterprise registration certificates or the court decisions shall be posted;

2. Within 10 days after receiving the decision to revoke the enterprise registration certificate or the effective court decision, the enterprise shall convene a meeting to decide on the dissolution. The dissolution decision and a copy of the decision to revoke the enterprise registration certificate or the effective court decision shall be sent to the business registration agency, tax agency and employees of the enterprise and be publicly displayed at the head office and branches of the enterprise. If it is required by law for advertisement on newspapers, the enterprise dissolution decision shall be advertised on at least a paper newspaper or an electronic newspaper in three consecutive editions.

If the enterprise has outstanding financial obligations, the debt settlement plan shall be sent together with the enterprise dissolution decision to the creditors and persons with related interests and obligations. The plan must state the name and address of the creditor; the amount of the debt, the time limit, location and method of payment of such debt; the method and time limit for settling complaints of the creditor.

3. The payment of the debts of the enterprise must comply with Clause 5, Article 202 of this Law.

4. The at-law representative of the enterprise shall send a request for dissolution to the business registration agency within 5 working days after all debts of the enterprise are fully paid.

5. Past 180 days after notifying the dissolution of an enterprise in accordance with Clause 1 of this Article without receiving any rejection in writing from related parties or within 5 working days after receiving the dissolution dossier, the business registration agency shall update the legal status of the enterprise on the national enterprise registration database.

6. The related managers of the company must be personally liable for any damage due to their failure to comply, or improper compliance, with the provisions of this Article.

Article 204. Enterprise dissolution dossier

1. An enterprise dissolution dossier must comprise the following papers:

a/ Notice of the enterprise dissolution;

b/ Report on the liquidation of the enterprise's assets; list of creditors and amount of debts paid, including the payment of all the outstanding tax and social insurance premiums, and employees, if any, after deciding on the dissolution of the enterprise;

c/ The seal and seal specimen certificate (if any);

d/ The enterprise registration certificate.

2. Members of the Board of Directors of a joint stock company, members of the Members' Council of a limited liability company, company owner, and owner of a private enterprise, the director or director general, general partners, and at-law representatives of an enterprise must be responsible for the truthfulness and accuracy of the enterprise dissolution dossier.

3. If the dissolution dossier is inaccurate and forged, the persons provided in Clause 2 of this Article must be jointly liable for the payment of outstanding debts, outstanding tax and unsettled interests of employees and must be personally responsible before law for the consequences arising within 5 years after submitting the enterprise dissolution dossier to the business registration agency.

Article 205. Prohibited activities as from the date of the dissolution decision

1. As from the date of the decision on dissolution of an enterprise, the enterprise and its managers shall be prohibited from carrying out the following activities:

a/ Concealing or dispersing any asset;

b/ Waiving or reducing the right to claim debts;

c/ Converting any unsecured debts into debts secured with assets of the enterprise;

d/ Signing any new contract, except contracts for the purpose of dissolution of the enterprise;

dd/ Pledging, mortgaging, donating or leasing out any asset;

e/ Terminating the performance of any contract which has taken effect;

g/ Raising capital in any forms.

2. Depending on the nature and severity of violation, any person who violates Clause 1 of this Article shall be administratively sanctioned or examined for penal liability; and compensate for any damage caused.

Article 206. Termination of operation of branches and representative offices

1. A branch or a representative office of the enterprise may terminate its operation under a decision of the enterprise itself or under a decision of a competent state agency to revoke the branch or representative office operation registration certificate.

2. A dossier for operation termination of a branch or representative office must comprise:

a/ The enterprise's decision on operation termination of the branch or representative office or a decision of a competent state agency to revoke the branch or representative office operation registration certificate;

b/ List of creditors and amount of outstanding debts, including outstanding tax of the branch and outstanding social insurance premiums;

c/ List of employees and their current interests;

d/ Operation registration certificate of the branch or representative office;

dd/ The seal (if any) of the branch or representative office.

3. The at-law representative of the enterprise and the head of the branch or representative office to be dissolved must be jointly responsible for the truthfulness and accuracy of the operation termination dossier.

4. The enterprise with a branch terminating its operation shall perform the contracts, repay the debts, including outstanding tax, of the branch and continue to employ the employees or to settle all the lawful interests for employees working in the branch in accordance with law.

5. Within 5 working days after receiving a complete operation termination dossier provided in Clause 2 of this Article, the business registration agency shall update the legal status of the branch or representative office on the national enterprise registration database.

Article 207. Bankruptcy of enterprises

The bankruptcy of enterprises shall be carried out in accordance with the law on bankruptcy.

Chapter X

ORGANIZATION OF IMPLEMENTATION

Article 208. Responsibilities of state management agencies

1. The Government shall perform the uniform state management of enterprises.

2. Ministries and ministerial-level agencies must be responsible to the Government for performing their assigned tasks in the state management of enterprises.

3. Within the ambit of their assigned tasks and powers, ministries and ministerial-level agencies shall direct their specialized agencies to periodically send to the business registration agencies of localities where enterprises' head offices are based the following information:

a/ Information about the business licenses, certificates of satisfaction of business conditions, practice certificates, certificates or written approvals of business conditions already granted to the enterprises and decisions on sanctioning of the enterprises' administrative violations;

b/ Information on the operation and tax payment of the enterprises, based on the latter's tax reports;

c/ Information on the operation of the enterprises for raising the effect of state management.

4. People's Committees of provinces and centrally run cities shall perform the state management of enterprises within their respective localities.

5. People's Committees of provinces and centrally run cities shall, within the ambit of their assigned tasks and powers, direct their specialized agencies and district-level People's Committees to periodically send the information provided in Clause 2 of this Article to the business registration agencies of localities where enterprises' head offices are based.

6. The Government shall detail this Article.

Article 209. Business registration agencies

1. A business registration agency has the following tasks and powers:

a/ To carry out enterprise registration and grant enterprise registration certificates in accordance with law;

b/ To coordinate in creating and managing a national system of information on enterprise registration; to provide information to state agencies, organizations and persons upon request in accordance with law;

c/ To request enterprises to report on their compliance with the provisions of this Law when it finds necessary; to press for the performance of the reporting obligations of the enterprises;

d/ To directly examine, or request competent state agencies to examine, enterprises with regard to the matters in the enterprise registration dossiers;

dd/ To be responsible for the validity of enterprise registration dossiers; not to be responsible for any violations of enterprises occurring before and after the enterprise registration;

e/ To handle violations of the regulations on enterprise registration in accordance with the law. To revoke enterprise registration certificates and request enterprises to carry out the dissolution procedures in accordance with this Law;

g/ To perform other tasks and exercise other powers in accordance with this Law and other relevant laws.

2. The Government shall stipulate the organizational system of business registration agencies.

Article 210. Handling of violations

1. Agencies, organizations and individuals committing violations of this Law shall, depending on the nature and seriousness of their violations, be disciplined or administratively sanctioned, and pay compensation for any damage caused; individuals may be examined for penal liability in accordance with law.

2. The Government shall stipulate in detail the sanctioning of administrative violations of the provisions of this Law.

Article 211. Revocation of enterprise registration certificates

1. The enterprise registration certificate of an enterprise shall be revoked in the following cases:

a/ The contents stated in the enterprise registration dossier are forged;

b/ The enterprise was established by persons who are prohibited from establishing enterprises in accordance with Clause 2, Article 18 of this Law;

c/ The enterprise has ceased business operations for one year without notifying such cessation to the enterprise registration agency and tax agency;

d/ The enterprise fails to send reports provided at Point c, Clause 1, Article 209 of this Law to the business registration agency within 6 months since the deadline for sending such reports or after receiving a written request;

dd/ Other cases as decided by a court.

2. The Government shall stipulate the order and procedures for revocation of enterprise registration certificates.

Article 212. Effect

1. This Law takes effect on July 1, 2015. November 29, 2005 Law No. 60/2005/QH11 on Enterprises and June 20, 2013 Law No. 37/2013/QH13 Amending and Supplementing Article 170 of the Law on Enterprises cease to be effective on the effective date of this Law, except the following cases:

a/ For a limited liability company established before the date this Law takes effect, the time limit for capital contribution must comply with the company charter;

b/ Enterprises with the charter capital held by the State shall carry out restructuring to ensure compliance with the provisions in Clauses 2 and 3, Article 189 of this Law before July 1, 2017;

c/ Companies without shares or capital contributions held by the State which carry out capital contribution or share purchase before July 1, 2015, are not required to comply with the provisions of Clause 2, Article 189 of this Law, but may not increase the cross-ownership ratios.

2. Business households which employ ten or more employees on a regular basis shall register for establishment of enterprises to operate in accordance with this Law. Small- scale business households shall carry out business registration and operate in accordance with regulations of the Government.

3. Pursuant to the provisions of this Law, the Government shall stipulate in detail the management organization and operation of state enterprises directly serving national defense or security or both economic and national defense or security objectives.

Article 213. Detailing provision

The Government shall detail the articles and clauses as assigned in this Law.

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

Chairperson of the National Assembly
NGUYEN SINH HUNG