



## **SUBMISSION OF DRAFT OF CHARTER**

### **VIGLACERA CORPORATION – JOINT STOCK COMPANY**

The whole Charter has been posted on Viglacera Corporation website, due to limited time of the meeting, I would like to present to shareholders some key contents of the Charter as follows:

Charter of Organization and Operation of Viglacera Corporation, including 21 chapters, 58 articles, defines the following issues:

- Chapter 1-2, from Article 1 to Article 4, define general regulations, name, type, headquarter, operation time, scope of business, and operation of the Corporation
- Chapter 3, from Article 5 to Article 10, defines charter capital, shares, shareholders, founding shareholders;
- Chapter 4, 5, from Article 11 to Article 24, defines organizational structure, management and operation control of the Corporation; shareholders and GSM. Chapter 5 specifically defines authorities and duties of shareholders, shareholder meetings, regulations on GSM preparation procedures;
- Chapter 6, from Article 25 to Article 26, defines regulations on standards, participants, authorities, duties of Board of Management, as well as Board of Management meetings;
- Chapter 7, from Article 30 to Article 33, defines General Director, other managers of the Corporation, including Secretary and information announcer of the Corporation;
- Chapter 8, including Article 34, 35, defines participants, terms, authorities and duties of Inspection Committee;
- Chapter 9, from Article 36 to Article 38, defines responsibility in carefulness, honesty, as well as compensation of Board of Management, Inspection Committee, General Director and other management officers of the Corporation;
- Chapter 10, from Article 39 to Article 40, defines Affiliates, College, Subsidiaries and Associates
- Chapter 11, 12 from Article 40 to Article 42 define the Rights of Document Inspection of Employees, Party, and Trade Union
- Chapter 13, 14, from Article 43 to Article 48, define Profit Distribution and Bank account, Reserves, fiscal year and accounting system.



- Chapter 15, 16, from Article 49 to Article 51, define Reports, Responsibilities of Public Information Announcement, and Audit
- Chapter 17, 18, from Article 52 to Article 55, define Stamps, Termination and Liquidation of the Corporation.
- Chapter 19, 20, 21, from Article 56 to Article 58, define Internal Dispute, Settlement; Amendment and Supplementation, Validity of the Charter.

While drafting the Charter, the Edition team has referred to law, charter samples applied for public company, as well as charters of other joint stock companies in the same industry.

We suggest that shareholders pay attention to the following regulations because of their considerable relevance to rights and obligations of shareholders and operation of the Corporation:

- Regulations in Chapter 3 are relevant to charter capital, shares of the Corporation;
- Regulations in Chapter 4, 5 are relevant to organizational structure, management and operation control of the Corporation and GSM. In particular, regulations in Chapter 5 on rights and obligations of Shareholders, GSM, regulations on GSM preparation procedures;

Main contents of the Charter and regulations relevant to authorities, duties of shareholders have been presented to our valued shareholders.

The contents of this Charter is also a part of the acquitization plan, approved by the Prime Minister during the acquitization plan approving process of Viglacera Corporation.

Our shareholders, please discuss, leave comments on the Charter so that the Charter could be approved.

*Note: All contents of the Draft of Charter are posted on Website of Viglacera Corporation:*

- [www.viglacera.com.vn](http://www.viglacera.com.vn)
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