

ENGLISH TRANSLATION
FOR REFERENCE PURPOSES ONLY

**ANNEX OF AMENDMENTS OF MA SAN GROUP
CORPORATION'S CHARTER**

(The fourth amendment)

- Pursuant to the Law on Enterprises approved by the National Assembly on 29 November 2005; and

- Pursuant to the Resolutions No. 077/NQ-DHDCD-12 dated 25 April 2012 of the General Meeting of Shareholders,

Article 1: To amend, supplement clause 5, clause 7 of Article 5 and sub-clause g of Clause 3 of Article 25 of the Charter of Ma San Group Corporation dated 9 October 2009, amended under the Annex of the first Amendment of the Charter dated 24 April 2010, the Annex of the second Amendment of the Charter dated 20 October 2010 and the Annex of the third Amendment of the Charter dated 25 April 2011 (hereinafter referred to as "*Charter*") as follows:

1. Clause 5 of Article 5 is amended as follows:

“Article 5. Charter Capital, shares

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5. The ordinary shares shall first be offered to the existing Shareholders in proportion to the numbers of ordinary shares they hold in the Company, unless otherwise prescribed by the General Meeting of Shareholders. The Company shall make an announcement on the offering, in which clearly states the quantity of shares offered for sale and the reasonable duration (at least twenty business days) so that the Shareholders may subscribe to the shares. The shares not subscribed by the Shareholders shall be subject to the Board of Directors' decision. The Board of Directors may distribute those shares to other purchasers under the conditions and methods by which the Board of Directors deems appropriate, provided that those shares shall not be sold under conditions more favorable than the conditions offered for sale to the existing shareholders, unless otherwise agreed upon by the General Meeting of Shareholders or where the shares are sold via the Stock Exchange/the Securities Trading Center.

The Board of Directors shall decide the price of offered shares amongst the shares which may be offered for sale. The price at which shares are offered to be sold shall not be lower than the market price at the time of offering or the value recorded in the most recent accounting books, except for the following cases:

- a. Primary shares initially offered to persons other than the founding shareholders;*
- b. Shares offered to all shareholders in proportion to the respective numbers of shares they currently hold in the Company;*

- c. *Shares offered to brokers or underwriters. In this case, the specific amount of discount or rate of discount must be approved by the shareholders representing at least 75% of the total number of shares with voting rights, unless otherwise provided by the Law or approved by the competent authority;*
- d. *Shares offered for (i) exercise of the conversion of convertible bonds or securities issued by the Company that can be converted into the Company's shares; (ii) exercise of the call options, put options or warrants as committed by the Company or (iii) exercise of other commitments of the Company;*
- e. *Other cases as provided by the General Meeting of Shareholders or the Law or permitted by the competent authority."*

2. Clause 7 of Article 5 is amended as follows:

"Article 5. Charter Capital, shares

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7. The Company can issue secured and unsecured bonds. Upon having approved by the General Meeting of Shareholders, the Company can issue convertible bonds and bonds with warrants. Upon having approved by the Board of Directors, the Company can issue other types of bonds. The Company can also issue other types of securities as approved by the General Meeting of Shareholders."

3. Sub-clause g of Clause 3 of Article 25 is amended as follows:

"Article 25. Rights and duties of the Board of Directors

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3.

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g. To propose the issuance of convertible bonds or bonds with warrants for the General Meeting of Shareholders' approval; to decide the issuance of other types of bonds."

Article 2: This Annex of the fourth Amendment of the Charter shall replace the corresponding articles of the Charter and shall take effect from the signing date. Other articles of the Charter still remain unchanged and their legal effect.

Ho Chi Minh City, 25 April 2012

**CHAIRMAN OF THE BOARD
OF DIRECTORS**
[signed and sealed]

NGUYỄN ĐĂNG QUANG