

**ANNEX OF AMENDMENTS OF THE CHARTER OF
MA SAN GROUP CORPORATION**

(The second amendment)

- Pursuant to the Law on Enterprises No. 60/2005/QH11 approved by the National Assembly on November 29, 2005 and its documents guiding the implementation thereof;
- Pursuant to the Charter of Ma San Group Corporation (the “**Company**”) dated April 25, 2014, as amended on August 20, 2014 (the “**Charter**”); and
- Pursuant to the Resolution No. 171/2015/NQ-DHDCD of the General Meeting of the Shareholders dated April 27, 2015,

Article 1: Article 14.1(l) of the Charter is changed, supplemented as follows:

“Article 14. Rights and duties of the General Meeting of Shareholders

1. *The General Meeting of Shareholders has the following rights and duties:*

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- l. *To decide investments or transactions of selling assets of the Company or the purchase transactions implemented by the Company with the value of 35% or more of the total asset value of the Company recorded in the latest audited consolidated financial statements;”*

Article 2: Article 18.1 and 18.2 of the Charter are changed, supplemented as follows:

“Article 18. Conditions for conducting the General Meeting of Shareholders

1. *A meeting of the General Meeting of Shareholders shall be valid when the number of the Shareholders and the Delegates representing at least 51% of the total voting shares of the Company.*
2. *Where the necessary number of delegates as provided in Article 18.1 above is insufficient within sixty minutes from the time set for opening the meeting, the convener must cancel the meeting. The meeting of the General Meeting of Shareholders must be reconvened within thirty days from the date planned to organize the first meeting of the General Meeting of Shareholders. The reconvened meeting of the General Meeting of Shareholders shall only be valid in case of the number of the meeting’s attendants being the Shareholder(s) and the Delegates representing at least 33% of the total voting shares of the Company.”*

Article 3: Article 20.3 and 20.4 of the Charter are changed, supplemented as follows:

“Article 20. Adoption of decisions of the General Meeting of Shareholders

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3. *Decisions of the General Meeting of Shareholders shall be passed at a meeting of the General Meeting of Shareholders in one of the following circumstances:*
 - a. *If approved by the Shareholders representing at least 51% of the total voting shares of all Shareholders present at the meeting, except for the circumstances in paragraphs b and c below.*
 - b. *Decisions on the following matters shall be passed if approved by the Shareholders representing at least 65% of the total voting shares of all Shareholders present at the meeting:*
 - i. *Share type and total number of shares of each type;*
 - ii. *Change of scope of business;*
 - iii. *Change of structural organization of the Company;*
 - iv. *Investments, or transactions of selling assets or the purchase transactions implemented by the Company with the value of 35% or more of the total asset value of the Company recorded in the latest audited consolidated financial statements; and*
 - v. *Reorganization or dissolution of the Company.*
 - c. *Voting to elect members of the Board of Directors and of the Inspection Committee (i.e. Supervisory Board) must be implemented by the method of cumulative voting, whereby each Shareholder shall have his/her total number of votes in accordance with the total number of shares owned by him/her multiplied by the number of members to be elected to the Board of Directors or the Inspection Committee, and each Shareholder shall have the right to accumulate in whole or in part of his/her votes for one or more candidates. The persons elected to the Board of Directors or the Inspection Committee shall be determined by the votes from the top downwards, counting from the candidate with the highest votes until the last candidate to be elected. In the event there are two or more candidates for the last position having equal votes, the General Meeting of Shareholders shall continue to vote among the candidates with equal votes or decide to select in accordance with the Election Regulations*
4. *Decisions of the General Meeting of Shareholders by way of collecting Shareholders' opinions in writing shall be approved if the conditions provided in Article 20.2 and 21.8 hereof are met."*

Article 4: Article 21.8 of the Charter is changed, supplemented as follows:

"Article 21. Authority and methods for collecting written opinions of the Shareholders to adopt decisions of the General Meeting of Shareholders

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8. *Decisions of the General Meeting of Shareholders by the form of collecting written opinion shall be adopted if approved by the Shareholders representing at least 51% of the total voting shares of the Company. The decisions of the General Meeting of Shareholders adopted in form of collecting the written opinion of Shareholders are as valid as those adopted at a meeting of the General Meeting of Shareholders."*

Article 2: This Annex of the second amendment of the Charter shall replace the corresponding articles of the Charter and take effect from July 01, 2015. Other articles of the Charter still remain unchanged and their legal effect.

Ho Chi Minh City, April 27, 2015

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

NGUYEN DANG QUANG