

ENGLISH TRANSLATION  
FOR REFERENCE PURPOSES ONLY

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

**(The third amendment)**

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

- Pursuant to the Resolutions No. 00080/NQ-DHDCD-11 dated 25 November 2011 of the  
General Meeting of Shareholders,

**Article 1:** To amend, supplement clause 14 Article 29 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 and Annex of the second Amendment of the Charter of 20 October 2010 (hereinafter referred to as "*Charter*") as follows:

*“Article 29. Meetings of the Board of Directors*

.....

*14. Written resolutions: The Board of Directors may pass its resolutions by collecting written opinions of members of the Board of Directors.*

*The collection of written opinions shall be implemented as follows:*

- a. The Chairman of the Board of Directors shall have the right to collect written opinions in order to pass a resolution of the Board of Directors at any time if considered necessary in the interests of the Company;*
- b. The Chairman of the Board of Directors must prepare letters to collect written opinions of members of the Board of Directors. The letter to collect written opinions must include at least the following contents: (i) issues on which they are necessary to obtain opinions in order to pass resolutions, (ii) voting options including approve, disapprove and no opinion, (iii) time-limit within which the completed letter to collect written opinions must be returned to the Company and (iv) full name and signature of the Chairman of the Board of Directors and of the member of the Board of Directors required to give the opinions;*
- c. The Chairman of the Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of a representative of the Supervisory Board. The minutes of counting of votes shall contain the following basic particulars: (i) issues on which they are necessary to obtain opinions in order to pass resolutions, (ii) total of members of the Board of Directors participated in the voting, classifying the votes into valid and invalid, (iii) total number of votes for, against and abstentions on each issue voted upon, (iv) resolutions which have been passed and (v)*

*full name and signature of the Chairman of the Board of Directors, of the representative of the Supervisory Board and the Secretary of the Company.*

- d. Written resolutions are passed by when they are approved by the majority of members of the Board of Directors (above 50%) who have right to vote each issue on which it is necessary to obtain opinions. In the case of a tied vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.*
- e. Resolutions which are passed by the form of collecting written opinions of members of the Board of Directors shall have the same validity as resolutions passed in a meeting convened and held duly.*

**Article 2:** This Annex of the third 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 2011

**CHAIRMAN OF THE BOAR OF  
DIRECTORS**

*[signed and sealed]*

**NGUYỄN ĐĂNG QUANG**