

CHARTER OF AN BINH COMMERCIAL JOINT STOCK BANK

PREAMBLE

An Binh Commercial Joint Stock Bank is the commercial joint stock bank of the state and people (hereinafter referred to as ABBANK), which is entitled to carry out banking business and other relevant business activities in accordance with the law for profit targets and contributing to the economic objectives of the State. Organization and operation of ABBANK shall comply with this Charter, the current regulations of the State Bank of Vietnam and the relevant prevailing laws and regulations.

The amended content of this Charter was passed and adopted by the General Meeting of Shareholders of the Bank at the meeting session of 24th March 2010.

SECTION 1

DEFINITION OF TERMS

IN THE CHARTER

Article 1: Definitions

1. In this Charter, the following expressions shall have the meanings as set forth hereinafter:
 - a. "Business Location" means the geographical scope set out in the license issued by the State Bank at which ABBANK is permitted to establish the operating locations in accordance with the provisions of law.
 - b. "Charter Capital" means the capital that is contributed or committed to contribute by the members, shareholders in a certain period and being recorded in the Company's Charter.
 - c. "Dividend" means the net profit per share was paid in cash or other assets from the remaining profit of ABBANK after implementing of its financial obligations.
 - d. "Law on Enterprise" means the Law on Enterprise as passed by the National Assembly of Socialist Republic of Vietnam on November 29, 2005.
 - e. "Date of Establishment" means the date on which the State Bank of Vietnam signs the decision to grant license for the establishment and operation of ABBANK.
 - f. "Laws" means all codes, laws, ordinances, decrees, regulations, circulars, decisions and other legal documents relating to banking activities which are promulgated by the competent state agencies of Vietnam, from time to time.
 - g. "Law on Credit Institutions" is the Law on Credit Institutions as passed by the National Assembly of Socialist Republic of Vietnam on December 12, 1997 and amended and supplemented on 15 May 2004.
 - h. "Legal capital" is the minimum capital prescribed by law for the establishment of ABBANK.
 - i. "Major shareholder" means an organization or individual owning more than 10% of charter capital or holding more than 10% of share capital with voting rights of ABBANK.
 - k. "Executive Officers" means General Director, Deputy General Directors and Chief Accountant of ABBANK which was appointed to be the "Executive Officers of ABBANK" by the Board of Directors of ABBANK.
 - l. "SB" means the State Bank of Vietnam.
 - m. "Share" means the charter capital divided into equal portions.
 - n. "Significant shareholding level" means the level of shareholding of five (5) per cent or more of the voting share capital of ABBANK.
 - o. "Share Certificate" is the certification issued by ABBANK issued or book-entry register confirming the ownership of one or more shares in ABBANK. Share Certificate of ABBANK may be either the bearer share certificate or non-bearer share certificate in accordance with the Charter of ABBANK.
 - p. "Shareholders" means holders of at least one share issued by ABBANK. The founding shareholders are shareholders participating in drafting, approving and signing the first Charter of ABBANK.

- q. "The register of shareholders" is a written document, electronic data file or both. The register of shareholders shall have the principal content in accordance with State Bank.
- r. "Related person" means any organization or individual in one of the following relationships with another organization or individual:
- r₁) Parent company with subsidiaries and vice versa; bank with its subsidiaries and vice versa; companies with the same parent company; companies which are both or all subsidiary companies of the same bank.
 - r₂) A company with its managers, members of its Supervisory Board or person or organization with authority to appoint such persons and vice versa.
 - r₃) A company with individuals who owns ten (10) per-cent or more of the charter capital of the company and vice versa.
 - r₄) Persons in family relationship such as spouses, parents, children, foster parents and adopted children, and siblings.
 - r₅) The Company with the persons who has family relationship (as stipulated in sub-clause R4 of this clause) with the manager, members of Supervisory Board, or capital contributing member or shareholder owning ten (10) per cent or more of the charter capital of the company and vice versa;
 - r₆) A person being the authorized representative of any person stipulated in sub-clauses r₁, r₂, r₃, r₄ and r₅ of this clause for authorization.
- s. "Duration of operation" means the time of ABBANK is authorized to conduct business activities as prescribed by law, after the SB's granting of license to establish and operate. ABBANK may extend its activities on the basis of decisions of the General Meeting of Shareholders and approved by the SB.
- t. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, any reference to any rules or any legal documents which will include amendments or legal documents to replace them.
3. The Headings are included for reference only and do not affect the structure of this Charter.

SECTION II NAME, ADDRESS AND DURATION OF OPERATION OF ABBANK

Article 2: Name, address and duration of operation of ABBANK

An Binh Joint Stock Commercial Bank, hereinafter referred to as ABBANK, is allowed to operate under license for establishment and operation of 0031/NH-GP dated April 15, 1993 as issued by the Governor of State Bank and has:

1. Legal status according to the laws of Vietnam.
2. Name of the Bank is:
Vietnamese Full name: **NGAN HANG THUONG MAI CO PHAN AN BINH**
Abbreviation in Vietnamese: **NGAN HANG AN BINH**
Full name in English: **AN BINH COMMERCIAL JOINT STOCK BANK**
Abbreviation in English: **ABBANK**
3. Headquarter office at: 170 Hai Ba Trung, Da Kao ward, District 3, Ho Chi Minh City
4. Tel: (84-8) 38244855
Fax: (84-8) 38244856
Email: info@abbank.vn
Website: www.abbank.vn
5. Charter for organizations and operations, management and executing bodies.
6. Charter capital: VND 3,830,764,260,000 (three thousand eight hundred and thirty billion seven hundred and sixty four million two hundred and sixty thousand dong Vietnam).
7. Own seal and accounts opened at the SB and other domestic banks in accordance with regulations of SB.
8. Balance sheet of assets and funds as prescribed by law.
9. The duration of operation is of 99 (ninety nine) years.

SECTION III

OBJECTIVES OF ABBANK, CONTENT AND SCOPE OF ACTIVITIES

Article 3: Objectives of ABBANK

1. Scope of Business of ABBANK are included: mobilizing short, medium and long-term capital in the form of time deposits, certificates of deposit, receiving investment and development trust capital of the organizations; borrowing loans from State Bank and other credit institutions; short-term, medium-term and long-term lending, discounting commercial bills, bonds and valuable papers, partnership and joint-venture, payments services between banks, being agent to issue bonds for issuing companies and organizations; to engage in the open market business; bidding at Stock exchange centers, receive foreign currency from abroad and delivering remittances, trading and foreign exchange, receiving investment trust capital denominated in foreign currencies from foreign institutions and individuals; implementing international payment services, opening foreign currency accounts in overseas; pledging services, processing and outsourcing gold; issuing domestic payment card and certifying banking card registration for card issuers.

2. The objectives of ABBANK is included: to build a sustainable development bank in order to provide high quality products and services to customers and to seek profits to shareholders; to create prestige, well image, cultural, professional quality of a financial institution; training a team of bank experts and staff of professional expertise, who have moral status and dedicated serving attitudes; to link with and supporting other banks to increase the prestige and make healthy of the banking system in Vietnam thereby establishing a foothold in the domestic market to increase competitiveness; to contribute to the construction of facilities, infrastructure, contribute to the implementation of industrialization, modernization, supporting the application of knowledge-based economy in all fields, and to contribute to the implementation of the State's economic objectives and promoting the Vietnam's economic growth.

Article 4: Capital Mobilization

ABBABK mobilize capital in the forms as follows:

1. To receive deposits from organizations, individuals, and other credit institutions in the form of demand deposits, term deposits, saving deposits in VND guaranteed by the USD value, saving deposits in VND guaranteed by gold value, certificate of deposits and other forms of deposits.

2. To mobilize term capital in gold from the inhabitants in order to boost attracting sources of funds in gold to meet the needs of production, business, services and living in accordance with the law.

3. To issue bonds and other valuable papers to mobilize funds from organizations and individuals both within and outside the country, when and upon the State Bank's approval.
4. To borrow from the State Bank, other credit institutions operating in Vietnam and foreign credit institutions.
5. To receive investment and development trust capital of the organizations.
6. To receive investment trust capital denominated in foreign currencies from the foreign institutions and individuals.
7. To borrow on the short-term basis from the State Bank in the form of a refinancing facility.
8. Other forms of capital mobilization in accordance with regulations of the State Bank.

Article 5: Providing foreign exchange services

ABBANK is qualified to provide the foreign exchange services as follows:

1. To provide foreign exchange transactions in the form of spot trading, term, swap, option rights, future contracts and other exchange transactions with international practice.
2. To mobilize of capital, loans and guarantees in foreign currency in the form as prescribed by the State Bank.
3. To issue of international cards and agent of issuing international cards.
4. To provide money transfer and payments services (domestic and international); receiving and expending, paying in foreign currency.
5. To discount, re-discount valuable papers in foreign currencies.
6. To authorize for other credit institutions and economic organizations as agents providing a number of foreign exchange services, including foreign currency exchange services, receiving, expending and paying in foreign currency and other services.
7. To provide trust services and asset management in foreign exchange.
8. To provide investment banking services in foreign exchange (purchase, sale, merger and acquisition, guarantees and securities agency issuing in foreign currencies ...).
9. To provide consultancy services to customers on foreign exchange.

10. To perform other foreign exchange operations according to international practice and in accordance with the laws of Vietnam.

Article 6: Credit Activities

ABBANK may extend credit to organizations and individuals in the form of loans, underwritings for payment, overdrafts, discounting of commercial papers and other valuable papers; issuing guarantees of all kinds; financial leasing and other forms in accordance with regulations of the State Bank.

Article 7: Forms of loan

1. ABBANK extends short-term loans to meet financing requirements for production, business, services and living.
2. Depending on the capabilities of the capital and as prescribed by the State Bank, ABBANK may extend medium and long term loans to carry out investment projects to develop production, business, services and improving people's living conditions.

Article 8: Loan assessment, inspection and handling

1. ABBANK shall have the right, before deciding whether to extend the loan, to require the customer to provide documents evidencing a feasible business plan and the financial capability of the customer and the guarantor; ABBANK shall have the right to terminate and recover a loan in the event a customer is found to provide false information or breach the credit agreement.
2. An Binh Bank shall have the right to handle property as loan security of the borrower, the guarantor's assets in the performance guarantee obligations for debt recovery under the provisions of the Decree of the Government's guarantee loans of credit organizations; ABBANK shall have the right to bring lawsuits against customers for breach of contract and guarantor of credit fails to perform or improper performance of guarantee obligations as prescribed by laws.
3. ABBANK is entitled to exempt or reduce interest rates, banking fees; reschedule debts or sell or buy debts in accordance with regulations of the State Bank.

Article 9: Guarantees and implementation of bonds trading

1- Bank guarantee:

ABBANK is entitled to loan guarantee, payment guarantee, performance guarantee contract, bid security and other forms of bank guarantees for other organizations and individuals in accordance with regulations of the State Bank.

2- Bonds trading in accordance with the law.

Article 10: Discounting, re-discounting, pledging commercial papers and other short-term valuable papers

1. ABBANK may extend credits in the form of discounting commercial papers and other short-term valuable papers in accordance with the provisions of prevailing laws. Owners of commercial papers and other short-term valuable papers shall immediately transfer all the rights and legitimate benefits derived from such papers to ABBANK.
2. ABBANK may extend credits in the form of pledging commercial papers and other valuable papers. ABBANK may exercise all rights and legal benefits derived from such papers in the event that the owner of such papers fails to perform fully its commitments as agreed upon in the credit agreement.
3. ABBANK may re-discount, accept a pledge of commercial papers and other valuable papers for and from other credit institutions, in accordance with the provisions of the prevailing laws.
4. ABBANK may have their papers rediscounted by the State Bank and receive credits extended by the State Bank against the pledge of the discounted commercial papers and other valuable papers, in accordance with the provisions of the prevailing laws.

Article 11: Financial Leasing Company

ABBANK is required to establish a financial leasing company to carry out the finance leasing activities for organizations and individuals.

Article 12: ABBANK's deposit account

1. ABBANK must open a deposit account with the State Bank in Ho Chi Minh City and maintain therein a balance at the level of compulsory reserves as determined by the State Bank.
2. ABBANK's branches open deposit accounts at branches of the State Bank at province or city where the branch offices of ABBANK are located.
3. ABBANK opens accounts for foreign and domestic customers in accordance with the laws.
4. ABBANK is entitled to open foreign currency accounts abroad.

Article 13: Payment and treasury services

1. ABBANK provides following payment and treasury services:
 - a. to provide means of payment;
 - b. to provide domestic payment services to customers;
 - c. to act as collecting and paying agent;
 - d. to provide other payment services as stipulated by the State Bank;
 - dd. to provide international payment services;

- e. To provide services relating to the collection and payment of cash to customers.
2. ABBANK may set up their own internal payment system and participate in the domestic inter-bank payment system and international payment system.

Article 14: Other activities

ABBANK shall perform the following activities:

1. To use its charter capital and reserve funds to make capital contributions to or to purchase shares in enterprises and other credit institutions in accordance with the laws.
2. To participate in the monetary market as stipulated by the State Bank. Providing the open market operations.
3. To engage in the foreign exchange and gold business in domestic and international market when permitted by the State Bank and in accordance with the prevailing regulations.
4. To have the right to provide or accept trust services, to act as agent in any field related to banking activities, including management of any assets, investment funds of any organizations and individuals under trust contract, agent contract.
5. To have the right to establish debt management companies and assets exploitation in accordance with laws.
6. To provide insurance services; having the right to establish affiliated companies or joint venture to engage in the insurance business in accordance with the laws.
7. ABBANK provides the following services:
 - a. To provide advice on Financial and monetary matters to customers in the form of direct advice to clients or set up subsidiaries in accordance with the laws.
 - b. To provide Safe-keeping services for precious assets and valuable papers, lease safe deposit boxes, provide pawning and other services to customers in accordance with the laws.
8. To establish subsidiaries to carry out business activities related to banking operation in compliance with the laws. Setting up partnership and joint ventures with other legal entities.
9. To bid at the Stock Exchange Centers.
10. To receive foreign currency from foreign remittances and payments.
11. To trade in and exchange of foreign currencies
12. To do pawn business services.

13. To trade in, manipulate and process of gold.

14. To issue payment cards and domestic debit cards, certify of registration of banking cards for card issuers.

Article 15: Real estate business

ABBANK shall not be permitted to directly engage in the business of real estate.

Article 16: Prudential ratios

In the course of its operations, ABBANK shall comply with regulations on safety as prescribed in Section V, Chapter III of the Law on Credit Institutions and the regulations of the State Bank; shall perform classification of assets and setting up the contingency reserves and the use of the contingency reserves to settle risks in the banking activities in compliance with the prevailing laws.

SECTION IV

CHARTER CAPITAL AND OPERATION

CAPITAL OF ABBANK

Article 17: Charter Capital

1. The charter capital is accounted in Vietnam Dong (VND).
2. ABBANK shall guarantee that the actual charter capital is no less than the legal capital as prescribed by law.
3. ABBANK is not permitted to use capital and funds to purchase shares or contribute capital to the shareholders of the Bank.
4. The charter capital is used for the following purposes:
 - a. Purchasing, investing in fixed assets of the bank but not exceed the rate prescribed by the State Bank.
 - b. Contributing capital or purchasing shares as regulated by the State Bank.
 - c. Establishing subsidiaries in accordance with the laws.
 - d. Lending.
 - dd. Doing business in other services as stipulated by the laws.

Article 18: Changes of Charter Capital

1. The change of the charter capital of ABBANK (up or down) shall be made on the basis of decisions of the General Meeting of Shareholders and upon approval in writing of the State Bank before changing the charter capital in accordance with the prevailing law.
2. The order, procedures and application for approval to change of charter capital shall comply with the regulations of the State Bank.
3. After changing the charter capital by the written approval of the State Bank, ABBANK shall register with the state authorized body on the newly registered charter capital and send the confirmation in writing of the State authorized body certifying on the newly registered charter capital of the bank (certified copy notarized by the State Notary) to the State Bank, and shall publish on the central and local newspapers concerning the new capital of the bank, in accordance with the laws.
4. The Board of Directors of ABBANK shall be responsible before law for the assessment of application files, procedures and conditions for approving shareholders to contribute capital in accordance with the prescribed requirements of the State Bank and the Charter of ABBANK.

Article 19: Working capital of ABBANK, including the following sources:

1. Charter capital of ABBANK;

2. The difference amounts due to revaluation of assets, the difference in exchange rates;
3. Charter capital reserve funds, investment fund for professional development, the financing reserve fund, reserve funds for unemployment allowances, reward fund, welfare fund;
4. Capital mobilized in the forms prescribed in Article 4 of this Charter;
5. Profits have not yet allocated;
6. Funding capital, investment trust capital to lend under the programmes, specific objective projects of the Government; funding and mandate capital of international organizations and other organizations.
7. Other kinds of capital as prescribed by law.

SECTION V

SHARES, SHARE CERTIFICATES, SHAREHOLDERS, MAJOR SHAREHOLDERS AND FOUNDING SHAREHOLDERS

Article 20: Shares, Shareholders

1. ABBANK shall have a minimum of 100 shareholders. Foreign organizations, individuals can only purchase shares of ABBANK upon the permission of the State Bank.
2. Classes of shares, shareholders: Shares of ABBANK are the registered ordinary shares. Holders of ordinary shares are called to as ordinary shareholders.
3. Shares, bonds of ABBANK shall be purchased in Vietnam dong and be paid in full at a time.
4. In cases where capital is contributed by value of land use right and assets other than Vietnam dong, freely convertible foreign currency and gold, the property shall be necessary for directly facilitating to the operation of ABBANK and shall be approved by the General Meeting of Shareholders. The valuation and transfer of land use rights and ownership of these assets shall be done according to Article 22, Article 23 of the Law on Enterprises and in accordance to the relevant laws.
5. The Board of Directors of ABBANK decides the offering price of shares as regulated by law. In case the share offering price higher than the par value of shares shall be resolved through the passing resolution of the General Meeting of shareholders, the difference shall be accounted into the reserve fund to supplement the charter capital. Par value of shares of ABBANK is VND 10,000 (ten thousand dong) per share. After the business registration of ABBANK, any new ordinary shares expected to be issued shall be in first priority offered to the shareholders in proportion corresponding to the number of shares currently owned by those shareholders. The offering will be carried out by notice specifying the amount of shares to be offered and the time limit (no less than fifteen days) to accept the offer. Any shares not accepted under notice of offering will be under the handling authority of the Board of Directors. The Board of Directors may allot rights to purchase of such shares to the subjects under conditions and ways that the Board of Directors considered as it is appropriate, provided that such shares are offered in conditions not more favorable than those offered to the shareholders, unless the shareholders' General Meeting of Shareholders decides otherwise.

Article 21: Limits of share ownership

1. Any one shareholder being individual shall be entitled to own maximum of ten (10) per cent of the charter capital of ABBANK.
2. Any one shareholder being organization shall be entitled to own maximum of twenty (20) per cent of the charter capital of ABBANK.

3. Shareholders and related persons of such shareholder shall be entitled to own a maximum of 20% charter capital of ABBANK.
4. In special cases, the Prime Minister based on proposals of the State Bank shall decide to the levels of share ownership exceeding the rate prescribed in Clause 2, Clause 3 of this Article on the basis of national interest.
5. The rate of share ownership of foreign investors shall be performed comply with the provisions of Article 4 of Decree No. 69/2007/ND-CP April 20, 2007 of the Government on foreign investors to purchase shares of commercial banks in Vietnam.
6. In case organizations and individuals holding convertible bonds, after conversion of bonds into shares shall comply with share ownership limits in this Article.

Article 22: Share Certificate

1. Share Certificate of ABBANK includes the following main information:
 - a. Name and Head office of ABBANK;
 - b. License number and date of establishment and operation;
 - c. The number of shares and class of shares;
 - d. Far value per share and total par value of shares on share certificate;
 - dd. Name of shareholders;
 - e. Summary of procedures for transfer of shares;
 - g. Specimen signatures of the legal representatives and ABBANK's seal;
 - h. Registration number in the register of shareholders and the date of issue of shares.
2. ABBANK shall issue share certificate to each shareholder to record the contributed capital.
3. Each share certificate being issued shall not be recorded to many types of shares.
4. Under the provisions of this Charter, any person named in the Register of Shareholders relating to any class of shares, will be issued a certificate for free after purchase shares or receive shares from share transfer within 30 days (or longer in accordance with regulations on terms of share release or of Board of Directors on the share transfer). Shares owned by members of Board of Directors, member of Supervisory Board, major shareholders and foreign shareholders shall be registered.
5. In case of transfer a portion of shares registered in a share certificate, then the original share certificate shall be nullified and relevant new share certificates shall be issued free of charge to record the remaining shares.
6. ABBANK may manage the share certificate for shareholders or issue share certificate at the request of shareholders. Where a share certificate is lost, torn, burned, or destroyed in any other form, the shareholder shall file immediately and request the bank to issue a new share certificate and pay fees as prescribed by ABBANK.

7. Shares issued by ABBANK shall not be used to pledge at ABBANK.
8. Within 30 days from date that ABBANK registers the new charter capital with the State authorized agency, ABBANK shall issue new shares to the shareholders.

Article 23: Share transfer

1. Shares of the shareholders are deemed to have transferred if the information being provided for in sections 1, 2, 3, 4, 6 of Article 87 of the Law on Enterprises as specified in Article 25 of this Charter be fully recorded in the Register of shareholders.
2. The transfer of shares may be made in writing customarily or merely by hand delivery of shares. The transfer documentation shall be signed by the transferor and transferee or by their authorized representatives. The transferor shall remain holding the title to the shares until the name of the transferee is registered in the register of shareholders. In case of transfer a portion of shares certified by a non-bearer share certificate the original share certificate shall be nullified and relevant new share certificates shall be issued by the bank to reflect the transferred shares and the remaining shares.
3. The Governor of the State Bank shall provide advance written consent to any of the following share transfer:
 - a) Transactions of purchase and sale of significant shareholding;
 - b) Transactions of purchase and sale shares resulting in a current significant shareholder no longer being such a shareholder, and vice verse.
4. Any shareholder being an individual, or a legal entity with a representative of its capital contribution portion who is a member of the Board of Directors or Supervisory Board or the General Director shall, within the duration of his or her term of office and during the period of one year after such term of office, be permitted to transfer his or her shares but shall retain at least fifty (50) per cent of the total number of shares owned when elected by the general meeting of shareholders or approved by the Board of Directors; and with respect to the number of shares permitted to the transfer, shall provide written notice to the State Bank at least fifteen (15) business days prior to conducting the transfer.
5. During the time when the result of personal liability of any member of the Board of Directors or the Supervisory Board or of the General Director are being dealt with pursuant to the resolution of the general meeting of shareholders, such person shall not be permitted to transfer shares, except:
 - a) Such member is the authorized representative of a shareholder which is an organization which was merged, demerged, separated, dissolved or declared bankrupt in accordance with law;
 - b) The share transfer is compulsory pursuant to the decision of a court.

6. The transfer of shares of ABBANK when it becomes a listed bank shall be implemented in accordance with laws and regulations on securities and securities market.
7. The transfer of share by a shareholders contributing capital to the establishment of ABBANK shall be implemented in accordance with State Bank's regulations.

SECTION VI BODIES AND PARTICIPATION REGIME IN DECISION

Article 24: Organizational Bodies

Organizational bodies of ABBANK are included:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Supervisory Board;
- d. General Director.

SECTION VII

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 25: Register of Shareholders

1. Register of shareholders shall be maintained and kept by the bank upon issuance of the Business Registration Certificate for its establishment and operation. Register of shareholders may be made in the form of written documents or electronic files or both. Register of shareholders shall include the following principle information:
 - a) Name, Head office address of the bank;
 - b) Total number of authorized shares, classes of authorized shares and number of authorized shares of each class;
 - c) Total number and value of paid up shares of each class;
 - d) Full name, permanent residence address, nationality, and number of Identity Card or Passport or any other valid personal certification of the shareholder, if individual; or name, permanent residence address, nationality, and number of establishment decision or business registration of the shareholder, if organization;
 - đ) Number of shares of each shareholder by classes of shares, date of registration.
2. Register of shareholders shall be kept at the Head office of ABBANK. Every 6 months ABBANK shall have a written report to the State Bank - Ho Chi Minh City branch to inform if there is a change in the content of paragraph 1 of this Article.
3. Preparation of list of shareholders:
 - a) ABBANK shall issue specific rules on the time for preparation of list of shareholders entitled to shareholder's rights and shall ensure that shareholders have sufficient time in which to register with the bank, prior to the above-mentioned time, any changes in their personal details and the number of shares which they own;
 - b) The transferor shall be the person entitled to exercise shareholder's rights in case where a share transfer transaction occurs in the period after the date of closure of the list of shareholders up until the date for exercise of shareholder's rights.
4. Other contents related to Register of Shareholders shall be implemented in compliance with the provisions of Article 86 of the Law on Enterprises.

Article 26: Powers of Shareholders

1. Shareholders are the owners of the bank and have the rights and obligations corresponding to the number of shares they own.
2. Ordinary shareholders shall have the following rights:
 - a) The rights stipulated in sub-clauses a, b, c, đ, e, g of Article 79.1 of the Law on Enterprises;
 - b) To transfer their shares or resell their shares to ABBANK in accordance with the provisions in Decree No. 59/2009/ND-CP dated 16 July 2009 and Charter of ABBANK;
 - c) To authorize another person in writing each time, to exercise their rights and discharge their obligations; and if the shareholder consents, then such proxy may provide a further written authority to another.
3. A shareholder or group of shareholders owning more than ten (10) per cent of the total ordinary shares for at least six consecutive months or a smaller percentage as stipulated in the charter of the bank shall have the rights stipulated in clauses 2 and 3 of Article 79 of the Law on Enterprises.
4. Nomination of candidates to the Board of Directors and to the Supervisory Board shall be implemented in accordance with the provisions in Article 79.4 of the Law on Enterprises but the list of candidates shall be sent to the Board of Directors within time-limit stipulated by such board.

Article 27: Obligations of Shareholders

1. Shareholders of ABBANK shall discharge the following obligations:
 - a) To pay in full for the shares undertaken to be subscribed for within the time-limit stipulated by ABBANK; and to be liable for debts and other property obligations of ABBANK to the extent of the scope of the contributed capital to the bank;
 - b) Not to withdraw from ABBANK paid up share capital, in any form resulting in reduction in the charter capital of the bank, except in cases where the bank or others redeem shares in accordance with provisions of this Charter and compliance with the laws. If a shareholder withdraws a part or the entire paid up share capital contrary to this clause, then the members of the Board of Directors and the legal representative of ABBANK shall be jointly liable for debts and other property obligations of the bank to the extent of the value of shareholding withdraw.
 - c) To be liable for the legality of the funding sources for their purchases of shareholding in the bank;
 - d) Other obligations as stipulated in clauses 2, 3, 4, 5 of Article 80 of the Law on Enterprises.
2. A shareholder who is entrusted with authority to invest on behalf of any other organization or individual shall supply information about the true owner of that number of shares for which the former is an investment trustee; and if the

shareholder fails to supply such information to ABBANK and ABBANK discovers the true owner, then ABBANK shall have the right to suspend shareholders' rights attaching to the number of shares for which the true owner was not publicly declared.

Article 28: Powers and duties of General Meeting of Shareholders

1. General Meeting of Shareholders shall have the following powers and duties
 - a) To pass the orientations of development of the bank;
 - b) To make decisions on amendment of and addition to the Charter of the Bank;
 - c) To pass internal rules on operational organization and on the functions, responsibilities and powers of the Board of Directors and the Supervisory Board;
 - d) To elect, remove or discharge members of the Board of Directors and members of the Supervisory Board, consistent with conditions and standards stipulated in this Decree;
 - dd) To make decisions on the annual remuneration, bonuses and other benefits for members of the Board of Directors and of the Supervisory Board, and of the operational budget of such boards;
 - e) To consider and deal with breaches by the Board of Directors and by the Supervisory Board which cause loss to the bank and its shareholders;
 - g) To pass any plans on changes in the amount of charter capital; to make decisions on classes of shares and the total number of each class of share permitted to be offered for sale;
 - h) To make decisions on redemption of sold shares in accordance with the laws and Charter of ABBANK;
 - i) To pass plans on issuance of convertible bonds;
 - k) To pass the annual financial statements and plan on distribution of profits;
 - l) To pass reports of the Board of Directors and of the Supervisory Board on implementation of their assigned duties and powers;
 - m) To make decision on transaction contracts between the bank (on the one hand), not within the scope or entities prohibited or restricted pursuant to the Law on Credit Institutions (as amended) and its implementing guidelines, with (on the other hand) a member of Board of Directors or of the Supervisory Board, the general director or a significant shareholder plus their related persons with a value higher than twenty (20) per cent of the equity of the bank or at a less percentage as stipulated in the charter of the bank. In these cases, the shareholders concerned shall not have the right to vote. The contract or transaction shall be approved when the number of consenting shareholders represents at least sixty five (65) per cent of the remaining voting shares;
 - n) To make decisions on establishment of subsidiary companies;
 - o) To make decisions on restructure, dissolution, or petition for bankruptcy of the bank;
 - p) Other rights and duties as stipulated in the charter of ABBANK.
2. The general meeting of shareholders shall discuss and pass the decisions on the concerned issues brought into the meeting session's agenda. Agenda and content of the general meeting of shareholders shall be implemented in compliance with Article 99 of Law on Enterprises.

3. Other content related to the general meeting of shareholders shall be implemented in compliance with sections 1 and 3 of Article 96 of Law on Enterprises.

Article 29: General Meeting of Shareholders

1. Authority to convene a meeting of general meeting of the general meeting of shareholders: to be exercised in accordance with Article 97 of the Law on Enterprises. In addition, the Board of Directors shall convene an extraordinary meeting of the general meeting of shareholders on request by the State Bank.
2. The list of shareholders entitled to attend meetings of the general meeting of shareholders shall be implemented in accordance with Article 98 of the Law and Enterprises.
3. The program and agenda of meetings of the general meeting of shareholders shall be implemented in accordance with Article 99 of the Law on Enterprises.
4. Invitations to meetings of the general meeting of shareholders shall be implemented in accordance with Article 100 of the Law on Enterprises.
5. The right to attend meetings of the general meeting of shareholders shall be implemented in accordance with Article 101 of the Law on Enterprise.
6. Conditions for conducting meetings of the general meeting of shareholders shall be implemented in accordance with Article 102 of the Law on Enterprises.
7. Procedures for conducting and voting at meetings of the general meeting of shareholders shall be implemented in accordance with Article 103 of the Law on Enterprises.

Article 30: Passing decisions of general meeting of shareholders

1. Decisions of the general meeting of shareholders shall be passed as stipulated in clauses 1, 4 and 6 of Article 104 of the Law on Enterprise.
2. A decision of general meeting of shareholders on the matters stipulated in sub-clauses a, b, d, e, g, I, k, l, m, o of clause 1 of Article 28 of this Charter shall be passed by way of voting at a meeting of the general meeting of shareholders.
3. A decision of the general meeting of shareholders shall be passed at the meeting when all of the following conditions as satisfied:
 - a) The conditions stipulated in sub-clauses a, c of clause 3 of Article 104 of the Law on Enterprises are satisfied.
 - b) It is approved by the number of shareholders representing at least seventy five (75) per cent of the total voting shares of all attending shareholders, with the specific percentage to be stipulated in the charter of the bank, on the following issues:

- A decision on classes of shares and total number of shares of each class which may be offered for sale;
 - A decision on amending, supplementing to the charter of the bank;
 - A decision on restructure or dissolution of the bank;
 - A decision on the specific amount or ratio of discount on a case where shares are offered for sale to brokers or underwriters.
4. Authority and procedures for collection of written opinions in order to pass decisions of a general meeting of shareholders shall be implemented in accordance with Article 105 of the Law on Enterprises. Where a decision is to be passed by way of collection of written opinions, the decision of the general meeting of shareholders shall be passed when it is approved by the number of shareholders representing at least seventy five (75) per cent of the total voting shares.

Article 31: Minute of meeting of general meeting of shareholders

1. Matters relevant to minutes of meetings of the general meeting of shareholders shall be implemented in accordance with Article 106 of the Law on Enterprises.
2. Within fifteen (15) days from the closing date of the meeting, all decisions passed by the general meeting of shareholders shall be sent to the State Bank branch in the province or city where ABBANK has its Head office.

Article 32: Cancellation of decision of general meeting of shareholders

Demands for cancellation of decisions of the general meeting of shareholders shall be implemented in accordance with Article 107 of the Law on Enterprises.

SECTION VIII

GENERAL PROVISION OF BOARD OF DIRECTORS AND GENERAL DIRECTOR

Article 33:

The Board of Directors shall be the body managing ABBANK and shall have the full authority to make decision in the name of the bank and to exercise the rights and perform the obligations of the bank, except for those matters falling within the authority of the general meeting of shareholders.

Article 34:

The Supervisory Board shall be the body supervising the bank's operation aimed at assessing the accuracy of the business operation and the actual financial status of ABBANK.

Article 35:

The General Director shall be the person executively managing the daily business of ABBANK, shall be supervised by the Board of Directors and the Supervisory Board, and shall be responsible to the Board of Directors and the law for the exercise of his or her duties and powers consistent with the provisions of law and the Charter of ABBANK.

Article 36:

The election or appointment of Chairman and members of Board of Directors, of the Head and members of the Supervisory Board and of the General Director of ABBANK shall be ratified by the Governor of the State Bank. ABBANK shall notify the State Bank of the list of people who have been appointed and attach their summarized curriculum vitae.

Article 37: Persons ineligible to be Chief Accountant, Director of Transaction Department, Director of a branch, Director of a subsidiary, Member of the Board of Directors, Member of the Supervisory Board, General Director, Deputy General Director of ABBANK.

1. The following persons shall be ineligible to be Chief Accountant, Director of Transaction Department, Director of a branch, Director of a subsidiary of ABBANK:
 - a) Minors, persons whose capacity for civil acts are restricted or have been lost.
 - b) Persons currently subject to criminal prosecution, or currently have criminal record.

- c) Persons who have been convicted of crimes of infringing upon national security or ownership; persons who have been convicted of crimes in the category of serious crime or worse.
 - d) Civil servants, public officials as stipulated in the law on public officials; and leaders and professional managers in enterprises with 100% State owned capital, except for people elected to act as authorized representatives to manage State capital contribution portions in other enterprises.
 - đ) Officers, non-commissioned officers, career servicemen and national defense workers in bodies and units of the People's Army of Vietnam; and officers and career non-commissioned officers in bodies and units of the People's Police of Vietnam.
 - e) Parents, spouses, children or siblings of a member of the Board of Directors, General Director shall not be permitted to act as Chief Accountant of ABBANK.
2. The following persons shall be ineligible to be a member of the Board of Directors, member of the Supervisory Board, General Director or Deputy General Director of ABBANK:
- a) Any person in a category stipulated in clause 1 of this Article;
 - b) A person who was in any of the following positions in an enterprise or co-operative at the time it was declared bankrupt, namely the owner of the private enterprise, a partner in the partnership, a director (general director), chairman of member of the Board of Directors or member of the members' council or of the Supervisory Board of the enterprises, or chairperson or member of the management board of the co-operative, except in a case where the enterprise or co-operative was declared bankrupt for reasons of force majeure.
 - c) The legal representative of an enterprise at the time of its operation was suspended or at the time it was compulsorily dissolved for a serious breach of law, except in a case where such person was the representative at the proposal of authorized State body for the purpose of putting the enterprise in order or strengthening such enterprise.
 - d) A person who has been suspended from his or her position as Chairman or member of the Board of Directors, Head or member of the Supervisory Board, or General Director of the bank pursuant to Article 25 of Decree 59/2009/ND-CP dated July 16, 2009 or who has been confirmed by the State administrative body or law body as a person whose wrongful conduct led to the license for establishment and operation of the bank being withdrawn.
 - dd) A person being the parent, spouse, child or sibling of a member of the Board of Directors or of the General Director shall not be permitted to be a member of the Supervisory Board of the bank.

Article 38: Cases in which persons may not be accepted concurrent positions

1. Member of the Board of Directors of ABBANK:
 - a) May not concurrently be a member of the Supervisory Board of ABBANK;
 - b) May not concurrently be the manager of another credit institution without the consent of the Board of Directors of which such person is currently a member or unless such other credit institution is a subsidiary of ABBANK;
 - c) The chairman of the Board of Directors of ABBANK may not concurrently be an executive officer of ABBANK, and may not concurrently be a member of the Board of Directors or an executive officer of another credit institution unless the latter is a subsidiary of ABBANK.

2. A member of the Supervisory Board:
 - a) Shall not concurrently be a member of the Board of Directors, an Executive Officer or staff member of ABBANK or of a subsidiary of ABBANK;
 - b) Shall not concurrently be a member of the Board of Directors or an executive officer of an enterprise in which a member of the Supervisory Board of such enterprise is a member of the Board of Directors or an executive officer of ABBANK;
 - c) The Head of Supervisory Board shall not concurrently be a member of the Supervisory Board or an Executive Officer of another credit institution.

3. General Director or Deputy General Director of ABBANK shall not concurrently be an executive officer or chairman of the Board of Directors of another credit institution unless the latter is a subsidiary of ABBANK; and shall not concurrently participate in the executive operation of another enterprise.

Article 39: Criteria of qualifications and conditions for to be elected and appointed

1. Criteria of qualifications and conditions applicable to member of the Board of Directors of ABBANK:
 - a) Being other than persons in the categories stipulated in clause 2 of Article 37 of this Charter.
 - b) Having good professional ethics on the basis of compliance with Articles 46 and 47 of this Charter;
 - c) Being knowledgeable about banking operations:
 - Having a university or postgraduate degree in economics or law; or

- Having at least 3 years' experience as a manager of an enterprise operating in the finance-banking industry, insurance, securities, accounting or auditing industries; or
 - Being an individual shareholder owning at least 5% of the total voting ordinary share capital of the bank, and possessing a certificate issued by a competent authority confirming the individual has passed a banking training program or having at least one year's working experience in the banking industry.
- d) For independent members of the Board of Directors: in addition to the qualifications specified at sub-clauses a, b and c of this Clause, these persons shall satisfy the requirements on qualifications and independence as stipulated in Article 40 of this Charter.
2. Criteria of qualifications and conditions applicable to members of Supervisory Board of ABBANK:
- a) Being other than person in the category as stipulated in clause 2 of Article 37 of this Charter;
 - b) Having good professional ethics on the basis of compliance with Articles 46 and 47 of this Charter;
 - c) Having a university or postgraduate degree in economics, law or in the professional sector in which such person will work; and having at least three years' direct working experience in the banking-finance, accounting or auditing industries;
 - d) Being other than the person related to a manager of ABBANK;
 - đ) Residing in Vietnam during his or her term of office (applicable to full-time members of the Supervisory Board)
3. Criteria of qualifications and conditions applicable to the General Director of ABBANK:
- a) Being other than person in the categories stipulated in clause 2 of Article 37 of this Charter.
 - b) Having good professional ethics on the basis of compliance with Articles 46 and 47 of this Charter;
 - c) Having professional expertise and experience:
 - Having a university or postgraduate degree in banking-finance industry and having at least three (03) year experience of working as General Director (Director), Deputy General Director (Deputy Director), Director of a subsidiary (a branch, transaction office or subsidiary) of ABBANK.

- Having a university or postgraduate degree other than banking-finance industry and having at least five (05) year experience of working as General Director (Director), Deputy General Director (Deputy Director), Director of a subsidiary (a branch, transaction office or subsidiary) of ABBANK.
- d) Residing in Vietnam during his or her term of office.
4. Criteria of qualifications and conditions applicable to Deputy General Director, Chief of Accountant, Director of Transaction Office, Director of Branch, Director of a subsidiary of ABBANK:
- a) Being other than the persons as stipulated in clause 1 of Article 37 of this Charter; with respect to Deputy General Director, shall being other than the persons stipulated by clause 2 of Article 37 of this Charter.
 - b) Having professional experience and experience:
 - Having a university or postgraduate degree in economics, law or in the professional sector in which such person will work; or
 - Having a university or postgraduate degree in the industries other than economics, law and having at least three (03) year of direct working experience in the banking-finance industry or in the professional sector in which such person will work.
 - c) Residing in Vietnam during his or her term of office.
5. The election or appointment of a Chairman and members of Board of Directors, of the Head and members of the Supervisory Board and of the General Director of ABBANK shall be ratified by the Governor of the State Bank.

Article 40: Criteria and conditions on independence of the independent member of the Board of Directors

1. Being other than a person who is currently working for ABBANK or a subsidiary of ABBANK or have worked for ABBANK or a subsidiary of ABBANK at any time during the last three (03) years.
2. Being other than a person who is currently entitled to salary and remuneration or other allowances from ABBANK other than pursuant to the criteria applicable to a member of the Board of Directors.
3. Spouses, parents, children, adopted children or siblings of such person shall not fall within any of the following categories: owning 5% or more of the voting shareholding capital in the case of a commercial shareholding bank; being a manager or member of the Supervisory Board of a bank or a subsidiary of a bank currently or at any time during the last three (03) years.

4. Being other than a manager or member of the Supervisory Board of ABBANK at any time during the past five (05) years; and not either being directly owner or representative of shareholding of 1% or more of voting shareholding capital in the case of ABBANK.
5. Not jointly with a related person owning 5% or more of voting shareholding capital of ABBANK

Article 41: Automatic loss of status

1. A member of the Board of Directors, a member of the Supervisory Board and the General Director shall automatically lose his or her status, in the following cases:
 - a) Death or loss of civil capacity.
 - b) Breach of clause 2 of Article 37 of this Charter.
 - c) The legal status of a shareholder being an organization terminates (of which such person is the representative of capital contribution).
 - d) Status as an authorized representative terminates.
 - đ) A court hands down a decision expelling such person from the territory of the Socialist Republic of Vietnam.
 - e) The license for establishment and operation of the bank is withdrawn.
 - g) A Decision of the Governor of the State bank ratifying appointments for the new term takes effect.
 - h) On expiry of the term of the contract hiring the General Director.
2. Within five (05) business days from the date on which it is ascertainable that a person has automatically lost his or her status pursuant to any of the sub-clauses a, b, c, d, dd and h of clause 1 of this article, the Board of Directors of ABBANK shall provide a written report enclosing specific evidence to the State Bank and shall be legally liable for the accuracy and truthfulness of such report; and at the same time shall conduct procedures in accordance with law to elect or appoint someone to the vacant position.
3. After being determined as having automatically lost their status, the Chairman and members of the Board of Directors, the Head and members of the Supervisory Board, and the Director General of a bank shall still bear personal liability for their decisions which are unlawful and contrary to the bank charter or their intentionally wrong decisions made during their terms of office.
4. The previous posting ratified by the Governor of the State Bank of any person automatically losing status as stipulated in clause 1 of this article shall also automatically no longer be effective.

Article 42: Dismissal and Removal

1. The Chairman or members of the Board of Directors, the Head or members of the Supervisory Board, or the General Director of ABBANK shall be considered for dismissal or removal in the following cases:
 - a) When their civil legal capacity becomes restricted.
 - b) When they lodge an application to resign (in which specifying the reasons of resignation).
 - c) When an independent member of the Board of Directors fails to satisfy the conditions on independence.
 - d) When a member of the Board of Directors fails to participate in activities of the Board of Directors for six (6) consecutive months, except in case of an event of force majeure.
 - đ) When the State administrative body certifies that the person in question has seriously breached the provisions in Article 41 and 42 of this Charter.
 - e) When the body authorized to elect or appoint considers it necessary.
 - ..
 - f) Beach of provisions and regulations of laws, of State bank and of Charter of ABBANK on purchase, sale and transfer of shares.
 - g) Seriously breach of provisions of law, of State Bank and of Charter of ABBANK during the course of implementing the duties or powers as assigned.
 - h) Other cases as prescribed by law.
2. After being discharged or dismissed, the Chairman and members of the Board of Directors, Head and members of the Supervisory Board, and the General Director of the bank shall still bear personal liability for their decisions made during their terms of office.
3. The previous posting ratified by the Governor of the State Bank shall automatically no longer be effective when the person in question is dismissed or removed pursuant to a decision of the competent body of the bank.
4. Within five (5) business days from the date a decision is passed dismissing or removing from office any of the persons stipulated in clause 1 of this article, the Board of Directors of ABBANK shall provide a written notice to the State Bank enclosing specific evidence proving such dismissal or removal, and shall be legally liable for the accuracy and truthfulness of such report; and at the same time the board shall conduct procedures in accordance with law to elect or appoint someone to the vacant position.

Article 43: Suspension, temporary suspension:

1. If ABBANK is placed under the special control, the Special Control Committee established by the State bank shall have the right to make a decision suspending, temporarily suspending implementation of duties and powers by the chairman and members of the Board of Directors, by the Head and members of the Supervisory Board, or by the General Director of the bank, if it considers it necessary.
2. In case the Chairman and members of the Board of Directors, the Head and members of the Supervisory Board or the Director General of ABBANK violate Article 38 of this Charter, provisions of law and the charter of ABBANK while implementing the assigned duties or powers, the State Bank may suspend, temporarily suspend their implementation of duties and powers when finding it necessary.
3. Implementation of duties and powers by the Chairman and members of the Board of Directors, by the Head and members of the Supervisory Board and by the General Director of ABBANK may be suspended or temporarily suspended pursuant to a decision of a law protection body.
4. Any person who is suspended or temporarily suspended from implementing his or her duties and powers pursuant to this article shall be responsible to participate in dealing with existing issues and wrongful conduct for which he or she is personally liable, at the request of the Board of Directors and the Supervisory Board of ABBANK, or at the request of the Special Control Committee or competent State body.

Article 44: Requirements on ratification of election and appointment

1. The election or appointment of Chairman and members of the Board of Directors, Head and members of the Supervisory Board, General Director of the bank shall be ratified by the Governor of State Bank (except cases where they are appointment by the Prime Minister of the Government). The State bank shall provide regulations on the procedures and application files requesting ratification of election or appointment to these positions.
2. ABBANK shall make decisions on and shall be liable for the appointment to and removal or dismissal from the positions of Deputy General Director, Chief of Accountant, Director of Transaction Office, Director of branch, Director of a subsidiary of the bank and shall notify the State bank on the list of people who have been appointed and attach their summarized curriculum vitae.

Article 45: Declaration of related interests

Related interests shall be declared in accordance with Article 118 of the Law on Enterprises.

SECTION IX

ENTRUSTED OBLIGATIONS OF THE MEMBERS OF BOARD OF DIRECTORS, MEMBERS OF SUPERVISORY BOARD, GENERAL DIRECTOR AND MEMBERS OF EXECUTIVE BOARD

Article 46: Caution obligations of the members of Board of Directors, members of Supervisory Board, General Director and Executive Officers.

Members of Board of Directors, members of Supervisory Board; General Director and Executive Officers are obliged to perform their duties honestly and in a way that these people are considered beneficial to ABBANK in accordance with the laws and Charter of ABBANK at the level of caution that an average careful person would similarly perform in similar conditions and in similar circumstances.

Article 47: Obligations of loyalty and avoiding conflicts of interest of members of Board of Directors, members of Supervisory Board, Executive Officers, Directors of branches, Director of Transaction Office, Director of subsidiary companies, Directors of ABBANK:

1. To perform their assigned duties and powers in conformity with the provisions of the law, Charter of ABBANK, decisions of General Meeting of Shareholders or owner or capital contributing members of the bank.
2. To perform their assigned duties and powers honestly and prudently and in the best interests of the bank.
3. To be loyal to the interest of ABBANK, not to use information, known-how, business opportunities of the bank, and not to abuse their position and powers or misuse assets of the bank for personal profit or for the benefit of other organizations or individuals or to cause harm to the interests of the bank.
4. To notify the bank promptly, fully and accurately of their interests in economic organizations, transactions or other individuals which may result in a conflict of interest and only to use such opportunities after the Board of Directors has considered the matter and consented.
5. Declaration of related interests shall be implemented in accordance with Article 118 of Law on Enterprises.
6. Not to engage in illegal competition with the bank or facilitate third parties to harm the interests of ABBANK.
7. Not to create conditions whereby they themselves or any related person as defined in sub-clauses r, l of Article 1 of this Charter borrows from ABBANK on

conditions more favorable or more preferential than the general conditions stipulated by law and by ABBANK.

8. Not to have their salary increased or to be paid remuneration or bonuses when ABBANK suffers losses.
9. The economic or civil contracts (not falls within the scope or objects to be prohibited or restricted as prescribed in Articles 77, 78, 79, 80 of the Law on Credit Institutions and legal guiding documents) of ABBANK with members of Board of Directors, General Director, members of Supervisory Board, major shareholders and their related persons, shall only be signed and executed if ensuring the implementation of which to comply with the following stipulations:
 - a) Contracts with the value of greater than 20% (twenty per cent) of the equity capital of ABBANK (as prescribed by the State bank) shall be approved by the General Meeting of Shareholders before signing. Shareholders are the contract parties or are the related persons of the contract parties, shall not be allowed to vote.
 - b) Contracts with the value equal or less than 20% (twenty per cent) of the equity capital of ABBANK (as prescribed by the State bank) shall be approved by the Board of Directors before signing. Members of Board of Directors are the contract parties or related to the contract parties shall not be allowed to vote.
10. In case the contract is signed but not yet approved by the General Meeting of Shareholders or by Board of Directors in accordance with clause 8 of this Article shall be invalid and that contract shall be handled in accordance with law. Those who cause damages to ABBANK shall be responsible to compensate for the damages.
11. Members of Board of Directors, members of Supervisory Board, General Director and other members of the Executive Board shall not buying or selling or trading shares of ABBANKS or of the subsidiary of ABBANK when they have the right of possession of information that could affect the price of the shares while other shareholders do not have that information.

Article 48: Responsibility and Compensation

1. Responsibility: Members of Board of Directors, members of Supervisory Board, General Director and other members of the Executive Board shall be obliged to execute in accordance with the prevailing laws and regulations, Charter and internal rules of ABBANK in the implementation of its duties and be responsible for the damage caused by their breaches of obligations.
2. Compensation: ABBANK shall compensate for all reasonable expenses of the complaint, proceedings related to the work assigned under the responsibility of the leaders, officials and employees of ABBANK that such persons shall participate, provided they had to comply with the provisions of law, Charter of ABBANK and the rules of ABBANK. Bank may purchase and maintain insurance for those people with respect to such of responsibilities.

SECTION X

BOARD OF DIRECTORS

Article 49: Composition and Term

1. General Meeting of Shareholders shall elect, dismiss or remove members of the Board of Directors when passed by shareholders representing at least 51% of all votes of shareholders attending the meeting. The Board of Directors elects, dismiss or removes the Chairman of Board of Directors.
2. The Board of Directors shall consist of at least three (03) members and no more than eleven (11) members. The specific number of the members of the Board of Directors shall be decided by the General Meeting of Shareholders. A minimum of ½ (one-half) of the total number of members of the Board of Directors shall be non-executive and independent members, and of that number there shall be at least two (02) independent members. The Chairman of the Board of Directors may be an independent member.
3. Individuals and related persons of such individuals or people being capital contributing representatives of an organization shall not be permitted to account for more than 1/3 (one-third) of the total number of members of the Board of Directors.
4. The number of members of the Board of Directors without a university degree shall not exceed one quarter of the total number of members.
5. The term of the Board of Directors shall be five (05) years and the term of members of Board of Directors shall not exceed five (05) years. Members of Board of Directors may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional member or of a replacement for a member whose status was automatically lost or who was removed or dismissed during his term of office shall be the residual period of the term of office of the Board of Directors. The election, dismissal, removal or resignation of the chairman and members of Board of Directors shall be performed in accordance with the prevailing laws and regulations and Charter of ABBANK. The order, procedures and application files of changes and ratification for election, appointment, dismissal or removal from office of the chairman and members of the Board shall comply with the provisions of State bank. Results of election, appointment, dismissal or removal from office of the chairman and members of Board of Directors of ABBANK shall be ratified by the State Bank. When a term of the Board of Directors ends, such the Board of Directors shall continue its activities until the board of the new term of office takes over the work.
6. If the number of members of Board of Directors is reduced by more than 1/3 (one-third), or is less than the minimum number required by laws, then the bank shall, within sixty (60) days from the date the number is legally insufficient, conduct procedures in accordance with regulations to add to the number of members of Board of Directors so as to ensure it is sufficient.

7. The chairman of the Board of Directors of ABBANK shall not be allowed to participate in the Board of Directors or executing works of the another credit institution, unless the latter is a subsidiary of ABBANK.
8. The chairman of the Board of Directors shall not concurrently be General Director or Deputy General Director of ABBANK. Chairman of the Board of Directors shall be a person who is Vietnamese citizen, and resides in Vietnam during his or her term of office.
9. In case of foreign shareholders (including Vietnamese residing in aboard) are involved in the Board of Directors, there shall have more of the following conditions:
 - a. Number of persons participate to the post of members of the Board of Directors shall be corresponding to the proportion of the contributing capital of all foreign shareholders in ABBANK.
 - b. Not be members of the Board of Directors of more than two credit institutions in Vietnam.
 - c. Not be the Chairman of the Board of Directors of ABBANK.

Article 50: Powers and duties of the Board of Directors

The Board of Directors of ABBANK shall have the following powers and duties:

1. To be responsible before the law and the General Meeting of Shareholders for performance of its assigned duties and powers.
2. To decide the strategy, medium term developmental plan and annual business plan of the bank.
3. To decide the organizational structure of the Head office, of the internal audit section and transaction department, branch, subsidiary company, representative office and professional unit.
4. To decide on opening of any transaction department, branch or representative office, and on establishment of any professional unit.
5. To appoint, dismiss or remove, discipline, suspend and decide the amount of the salary and other benefits of all positions being General Director, Deputy General Director, Chief Accountant, Secretary to the Board of Directors, positions in the internal audit section, Director of Transaction department or of a branch or subsidiary company or professional unit, Head of Representative office and other positions within the appointment authority of such board on the basis of the internal rules issued by the Board of Directors.
6. To pass any plans on capital contribution to or purchase of shareholding in other enterprises and credit institutions.

7. To appoint the representative of the bank's capital contribution portion in any other enterprise or credit institution.
8. To make decisions on loans or bank guarantee valued at more than ten (10) per cent of the equity of ABBANK on the basis of ensuring compliance with prudential ratios in banking operations, except for transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in sub-clause m of clause 2 of Article 41 of Decree No. 59/2009/ND-CP dated July 16, 2009.
9. To make decisions on transaction contracts, which are not within the scope of entities prohibited or restricted pursuant to the Law on Credit Institutions as amended and its implementing guidelines, between the bank with a member of the Board of Directors or the Supervisory Board, or with General Director, or with a shareholder with a significant shareholding or a person related to such person with a value equal to or less than twenty (20) per cent of the equity of the bank or at a less specific percentage as stipulated in the Charter of the bank. In this case, the member concerned shall not have the right to vote.
10. To decide selection of independent auditors.
11. To be responsible for matters relating to the internal audit section, and the internal inspection and control system in accordance with State Bank regulations.
12. To inspect, supervise and direct the General Director in the performance of his or her allocated tasks, and to make an annual assessment of the effectiveness of the work of the General Director.
13. To issue internal rules relevant to the organization, management and operation of the bank in conformity with law and this Charter, except for matters within the authority of the Supervisory Board board or the General Meeting of Shareholders.
14. To decide the risk management polity and to supervise implementation of measures of the bank to prevent risks.
15. To consider, approve and announce annual reports and annual financial statements of the bank in accordance with law.
16. To select a professional valuation organization to evaluate assets other than Vietnamese dong, freely convertible foreign currencies, and gold in accordance with law.
17. To make submissions to the Governor of the State Bank to approve or ratify issues in accordance with law.
18. To make recommendations on restructure, dissolution or a petition for bankruptcy of the bank.
19. To make decision on new offers of sale of shares with the number of shares of each class with are eligible to be offered for sale.

20. To make decisions on the selling price of shares and convertible bonds of the bank offered for sale.
21. To make decisions on redeeming shares of the bank in accordance with this Charter.
22. To submit the annual accounting finalization report to the General Meeting of Shareholders.
23. To recommend a plan on distribution of profit and the amount of dividends payable; and to make decisions on the time and procedures for paying dividends or for dealing with losses arising during the business process.
24. To prepare relevant agenda and date for submission to the General Meeting of Shareholders to make decisions on matters within the authority of the General Meeting of Shareholders, except for matters within function and duties of the Supervisory Board.
25. To approve programs, agenda and data servicing meetings of the Board of Directors; and to convene such meetings or take written opinions from shareholders in order for decisions to be passed.
26. To organize implementation of resolution and decisions of the General Meeting of Shareholders and of the Board of Directors, and to inspect and supervise implementation.
27. Other duties and powers as prescribed by law.

Article 51: Powers, duties of Chairman and members of the Board of Directors

1. The chairman of the Board of Directors shall be the legal representative and shall have the following powers and duties:
 - a. The duties and powers stipulated in clauses 2 and 3 of Article 111 of the Law on Enterprises.
 - b. To ensure that members of the Board of Directors receive complete, objective and accurate information on time in order to enable discussion of matters which the Board of Directors shall consider.
 - c. To allocate tasks to members of the Board of Directors. The specific tasks allocated to each member shall be expressed in writing and signed by the chairman of the Board of Directors.
 - d. To supervise members of the Board of Directors in performance of the work assigned to them and in implementation of their general tasks and powers.

- e. To assess the effectiveness of the work of each member of the board and of the committees of the Board of Directors at least once each year, and to report the results thereof to General Meeting of Shareholders.
2. Members of the Board of Directors shall have the following powers and duties:
- a. To manage ABBANK jointly with other members of the Board of Directors, in accordance with law and Charter of the bank.
 - b. To perform the duties and powers of a member of the Board of Directors correctly in accordance with the internal rules of the Board of Directors and the allocation of tasks made by the chairman of the Board of Directors, honestly and in the interests of ABBANK.
 - c. To study the financial statements as prepared by independent auditors, and to contribute their opinions to, or to request explanations on any matters relevant to the report from managers and executive officers of the bank, independent auditors and internal auditors.
 - d. To elect, dismiss or remove the chairman of the Board of Directors.
 - e. To request that the Chairman of the Board of Directors convene extraordinary meetings of the Board of Directors in accordance with law and the Charter of ABBANK.
 - f. To request that an extraordinary meeting of General Meeting of Shareholders be convened in accordance with law and the Charter of ABBANK.
 - g. To participate in meeting of the Board of Directors, and to discuss and vote on all issues within the scope of the duties and powers of the Board of Directors as stipulated in this Charter, except cases shall to abstain from voting on issues on which (such member) has a conflict of interest. To be personally liable for his or her decisions before the law, the General Meeting of Shareholders and the Board of Directors.
 - h. To commence implementation of decisions of the General Meeting of Shareholders and of resolutions of the Board of Directors.
 - i. To be responsible to provide explanation, when so requested, to the General Meeting of Shareholders and to the Board of Directors on performance of duties assigned to such member.
 - j. Other duties and powers as prescribed by law.

The members of the Board of Directors shall perform their duties as assigned by the Chairman of the Board of Directors and these members are not authorized for those who are not members of the Board of Directors to exercise the rights and their duties.

Article 52: Remuneration of members of the Board of Directors, members of the Supervisory Board, and General Director

Remuneration, salary and other benefits if members of the Board of Directors, of members of the Supervisory Board and of the General Director shall be considered and decided by the General Meeting of Shareholders, on the basis of compliance with provisions in Articles 117 and 125 of the Law on Enterprises.

Article 53: Replacement of members of the Board of Directors

1. Within and no longer than 15 (fifteen) days after the day that chairman of the Board of Directors automatically loss his or her status of member of the Board of Directors, the other members off the Board of Directors shall be responsible to organize a meeting to elect one of them to be the chairman of the Board of Directors (who is eligible in accordance with the prevailing law)
2. The chairman of the Board of Directors wants to resign from the chairman position shall send the application to the Board of Directors. Within sixty (60) days after receiving the application, the Board of Directors shall hold the meetings to review and make decision as well as proceed with dismissal, removal and election of the chairman of the Board of Directors in accordance with the prevailing regulations.
3. A member of the Board of Directors wants to resign from his or her position shall send a petition or text to the Board of Directors for submitting to the latest General Meeting of Shareholders to make decision.
4. If the number of members of the Board of Directors is reduced by more than one-third, then the bank shall, within sixty (60) days from the date the number is legally insufficient, the Board of Directors shall convene the General Meeting of Shareholders to additionally elect of member of the Board of Directors.
5. In other cases, the most recent meeting of the General Meeting of Shareholders shall elect the new member of the Board of Directors to replace members of the Board of Directors who are dismissed, removed or add the missing members.
6. The persons who are elected as the chairman and members of the Board of Directors shall be responsible to receive and immediately undertook the works of the elected positions. The chairman and members of the Board of Directors are dismissed or removed shall be responsible for handing over all works to the new elected chairman and members of the Board of Directors, and shall take personal responsibility for their decisions in duration that their status were sufficient to assume those posts.

Article 54: Meetings of the Board of Directors

1. Matters relevant to the meeting of the Board of Directors shall be implemented in accordance with clauses 1, 2, 3, 4, 6, 7 of Article 112 of the Law on Enterprises.

2. The Chairman or members of the Board of Directors authorized by the Chairman shall convene a meeting of the Board of Directors within 15 days from the date of receipt of the request stipulated in this Charter. If the Chairman or the person authorized by him or her fail to convene the meeting on request shall be responsible for any loss caused to the bank, except where such failure to convene the meeting was the result of an event of force majeure; in such case the person requesting the meeting shall have the right to convene the meeting, and all members of the Board of Directors attending shall vote to elect the chairman of the meeting.
3. A bank shall stipulated in the internal rules of the Board of Directors, emergency circumstances in which it will be necessary to convene a meeting of the Board of Directors, the time-limit within which notices of the meeting shall be provided, and the form of such notices inviting attendance at a meeting in emergency cases.
4. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total members are in attendance. Members not personally attending a meeting shall have the right to vote by authorized another member to vote for them or by sending a written vote. A written vote shall be enclosed in a sealed envelope end delivered to the chairman of the meeting at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all members attending the meeting.
5. A member of the Board of Directors may authorize another person who is not a member to attend a meeting on his or her behalf, if the majority of members of the Board of Directors agree. In this case the person authorized to attend shall not have the right to vote.
6. The decision of the Board of Directors shall be passed by a majority of votes, including votes in writing and votes as authorized; In case of equal votes, the final decision belongs to the side with comments by the chairman of the meeting.
7. Minutes of meeting of the Board of Directors:
 - a. Matters relevant to the minutes of meeting of the Board of Directors shall be implemented in accordance with clauses 1 and 2 of Article 113 of the Law on Enterprises.
 - b. If any member personally attending a meeting fails to sign the minutes, he or she shall record in the minutes the reason to do so, if such member fails to record the reason for not signing the minutes, then the votes of such member on the matters during the meeting shall be deemed to be invalid.
 - c. Minutes of meeting of the Board of Directors shall be prepared in Vietnamese, and may also be prepared in foreign language in which case both versions shall be of equal legal validity. If any items in these two sets of minutes are different then the difference shall be resolved in favor of the Vietnamese version.

8. Authority and procedures for taking written opinions from members of the Board of Directors
 - a. The chairman of the Board of Directors shall make a decision on collection of written opinions from members of the Board of Directors.
 - b. The secretary of the Board of Directors shall prepare the obtaining of written opinions by preparing the necessary data relevant to the matters on which opinions are being sought. Voting slips and data attached shall be sent by a method guaranteed to reach the contact address of each member of the Board of Directors.
 - c. A voting opinion form shall contain the following main data:
 - Name and address of Head office, number and date of license for establishment and operation, business registration certificate of the bank;
 - Purpose of obtaining opinions;
 - Full name and contact address of the member of the Board of Directors;
 - Matters on which opinions are being obtained;
 - Method of voting namely agreement, non-agreement or abstention;
 - Time-limit within the voting slip must be returned to the bank;
 - Full name and signature of the chairman of the Board of Directors.
 - d. Voting slips which are answered shall be signed by the member of the Board of Directors and sent to the bank in accordance with regulations of the bank.
 - e. The secretary of the Board of Directors shall count the votes and prepare minutes of counting under the supervision of at least one independent member of the Board of Directors. The minutes of vote-counting shall contain the following basis particulars:
 - Name and address of Head office, number and date of license for establishment and operation, business registration certificate of the bank;
 - Purpose of collection of written opinions and matters on which it was necessary to obtain written opinions;
 - Total number of voting opinion forms sent and total number returned, classifying the votes into valid and invalid and including an appendix being a list of the members of the Board of Directors who participated in the vote;
 - Total number of votes for, against, and abstentions on each matter voted on;
 - Full names and signature of the vote-counter and of the person who supervised the vote-counting.
 - f. The secretary of the Board of Directors participated in the collection of written opinions from members of the Board of Directors and the person who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting; and shall be jointly liable for any

loss arising from a decision which is passed due to an untruthful or inaccurate counting of votes.

- g. The minutes of results of vote-counting together with the decision or resolution passed by way of collection of such opinions shall be sent to members of the board within fifteen (15) days from the date of completion of the vote-counting.
 - h. The filled-in written opinion forms, minutes of vote-counting, the full text of the resolution which was passed and any related documents sent with the written opinion forms shall be archived at the Head office of the bank.
 - i. Decision passed by way of collection of written opinions from members of the Board of Directors shall have the same validity as a decision passed at a meeting of the Board of Directors.
9. Persons who are invited to attend the meeting of the Board of Directors: members of the Supervisory Board, General Director and may be other management officers and experts, but not have the right to vote.

Article 55: Assisting apparatus of the Board of Directors

1. The Board of Directors shall use the executive apparatus and the seal of the bank to perform its duties.
2. The Board of Directors shall have its assisting staffs and full-time advisory committee, when it found necessary. The Board of Directors shall determine the number and duty of each assisting members.

Article 56: Secretary

The Board of Directors may have full-time secretary and stipulate functions, duties of the secretary. The Board of Directors may dismiss the secretary at any time but shall not harm to the claims for damages result from a breach of labor contract between the secretary and ABBANK. Two or more persons may be appointed to be co-secretary. Function and duties of the secretary are included:

1. To notice of convening of the meetings of the Board of Directors at the request of the Chairman of the Board of Directors or the Supervisory Board;
2. To record the minutes of the meetings;
3. To advise on the procedures of the meetings;
4. To provide information to members of the Board of Directors, members of the Supervisory Board and Shareholders.

SECTION XI

GENERAL DIRECTOR

Article 57: General Director

1. General Director shall direct day-to-day operations of ABBANK. Assisting for General Director shall be a number of Deputy General Directors, Chief Accountant and professional apparatus.
2. The Board of Directors shall appoint one of their members as Director General or hire a Director General. Director General who runs the daily business of banking, under the supervision of the Board of Directors and the Supervisory Board, shall be responsible before the Board of Directors and the law for the implementation of rights and duties in accordance with the law and this Charter. Wages, compensation and benefits of the General Director must be reported to the General Meeting of Shareholders in annual reports and records of ABBANK.
3. The term of the General Director shall not exceed 5 years. General Director can be re-elected for an unlimited number of further terms. The appointment, dismissal, removal and resignation of the General Director shall be implemented in accordance with the Law on Credit Institutions, the State Bank's regulations and this Charter.
4. General Director shall not concurrently hold any other managing, controlling or executing posts in other credit institutions or other companies, except those which are the subsidiaries of ABBANK, and shall hold the post of management or supervision of those subsidiary companies only.
5. The Board of Directors shall specifically stipulate on the structure, functions and tasks of assisting apparatus of the Director-General.

Article 58: Appointment, dismissal and removal of the General Director

1. The Board of Directors shall only issue decisions to appoint, dismiss, remove the General Director after the State Bank branches in provinces where ABBANK is Headquartered has issued a written consent. Procedures, application files of changes and ratification for the election, appointment, dismissal and removal of General Director shall comply with the State Bank's regulations.
2. After the decision of appointment issued by the Board of Directors, the General Director shall immediately assume the works of appointed office; the former General Director shall be responsible for handing over works to the new General Director and shall be personally responsible for his or her decisions during his or her status to assume that title.
3. In cases where the General Director automatically loses of status, the Board of Directors shall immediately appoint a Deputy General Director or a Head of professional department (in case Deputy General Director is not available) who is ensured to have conditions in accordance with the regulations of State Bank and

not subject to the provisions of Article 34 of this Charter to undertake the job of the General Director and shall immediately report in writing to the State Bank branch in Ho Chi Minh city.

4. Within maximum 60 (sixty) days after automatically loss of status of the General Director, or after the Board of Directors receiving of an application for resignation of the General Director, the Board of Directors shall find a person for replacement and implement the procedures for appointment of the new General Director then to submit application to the Governor of State Bank for its ratification.
5. In cases where the Director General seriously infringes upon the provisions of the law, of the State Bank and of Charter of ABBANK, the Board of Directors shall have the right to temporarily suspend the executive rights of the General Director, and in the mean time shall appoint a Deputy General Director or a Head of professional department (in case Deputy General Director is not available) ensuring to have conditions as stipulated by the State Bank and other than the person as stipulated in Article 34 of this Charter to assume the job of General Director and immediately send written report with proposals for resolving the infringement and position of General Director, to the State Bank branch office in Ho Chi Minh city to handle in accordance with the prevailing regulations.
6. While the General Director has not been ratified by the State Bank, the Chairman and members of the Board of Directors, Head and members of the Supervisory Board shall be fully responsible before the law and shareholders on the operations of ABBANK.

Article 59: Duties and powers of the General Director

The General Director shall have the following duties and powers:

1. Rights and duties stipulated in clauses 3 and 4 of Article 116 of the Law on Enterprises.
2. To prepare financial statements and submit them to the Board of Directors to pass. To be liable for the accuracy and truthfulness of financial statements, statistical reports, accounting finalization figures and other financial information.
3. To formulate professional rules and procedures in order to operate the business executive operational system and the information reporting system.
4. To report to the Board of Directors, the Supervisory Board, the General Meeting of Shareholders and competent State bodies on the business operation, effectiveness and results of the bank in accordance with laws and the Charter of the bank.
5. To have the right to decide to take measures which exceed their authority in emergency situations (such as natural disaster, war, fire or breakdown) and to be liable for such decisions and thereafter to immediately report to the Board of Directors to continue to resolve the matter.

6. To make recommendations and proposal on organization, management and operation of the bank aimed at raising the quality and operational effectiveness of the bank, and to submit such recommendation and proposals to the Board of Directors or to the General Meeting of Shareholders for their decisions in accordance with their authority.
7. To propose convening of an extraordinary meeting of the Board of Directors in accordance with this Charter and laws.

SECTION XII

THE SUPERVISORY BOARD

Article 60: Composition and term

1. The Supervisory Board shall be the body supervising the operation of ABBANK at assessing the accuracy of the business operation and the actual financial status of the bank.
2. The Supervisory Board of ABBANK shall have a minimum of three members, in which at least ½ (one-half) of the total number of member shall be full-time members.
3. The Supervisory Board shall have an assisting section and shall use the internal audit section of ABBANK to perform its duties.
4. The term of the Supervisory Board shall be five years and the term of members of the Supervisory Board shall not exceed five years. Members of the Supervisory Board may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional member or of a replacement for a members whose status was automatically lost or who was removed or dismissed during his or her term of office, shall be the residual period of the term of office (of the Supervisory Board). At the end of a term of office, the current Supervisory Board shall continue its activities until the Supervisory Board of the new term takes over the work.
5. If the number of members of the Supervisory Board is reduced by more than 1/3 (one-third) of the number as required by this Charter or if number is less than the minimum required by law, then the bank shall, within sixty (06) days from the date the number is legally insufficient, add to the number of members of the Supervisory Board so as to ensure it is sufficient.

Article 61: Duties and powers of the Supervisory Board

1. To supervise compliance with law and the charter of ABBANK during the management and executive operation of the bank; and to be liable before the law and the General Meeting of Shareholders for the performance of its assigned duties and powers.
2. To issue internal rules of the Supervisory Board; and to reconsider annually such internal rules and the important policies on accounting and reporting.
3. To be responsible for issue relating to the internal audit section and the internal inspection and control system in accordance with State Bank's regulations. To have the right to hire independent consultants, and to access and be supplied with complete, accurate and prompt information and data relevant to the management and executive operation of the bank in order to perform in assigned duties,

4. To evaluate the financial statements for the first six months of the year and the annual financial statements of ABBANK, including those which have been audited by independent auditors. To report to the General Meeting of Shareholders on the results of evaluation of annual financial statements, including an assessment of appropriateness, legality, truthfulness and level of care taken in accounting and statistics works as well as preparation of the financial statements. The Supervisory Board may seek the opinion of the Board of Directors before the former submits its report and recommendations to the General Meeting of Shareholders.
5. To consider the books of account, other data and the work of management and executive operation of ABBANK when it considers it necessary, or pursuant to a decision of the General Meeting of Shareholders, or pursuant to a request from a major shareholder or group of major shareholders as stipulated in clause 3 of Article 26 of this Charter. The Supervisory Board shall commence its inspection within seven (07) business days from the date of receipt of a request from the above-mentioned shareholder or group of shareholders. The Supervisory Board must, within fifteen (15) days from the last day of its inspection, provide a report and explanation on the matters it was requested to inspect to the Board of Directors and the requesting shareholders or group of shareholders. An inspection by Supervisory Board as referred to in this clause must not hinder or interrupt normal activities during management and executive operation of the business of the bank.
6. To promptly notify the Board of Directors if it detects any conduct amounting to a breach by a bank manager in accordance with the law, charter of ABBANK and other relevant prevailing regulations, and at the same time to request the person in breach to terminate such conduct and take measures to remedy the consequences (if any). To prepare a list of persons related to members of the Board of Directors and of the Supervisory Board, to the General Director and founding shareholders, and to significant shareholders of the bank; and to archive such list and keep it updated.
7. To request that the Board of Directors hold an extraordinary general meeting or to request that the Board of Directors convene an extraordinary general meeting of shareholders pursuant to the provisions of laws and this Charter.
8. To convene an extraordinary meeting of the General Meeting of Shareholders if the Board of Directors makes a decision seriously breaching the provisions of laws and Charter or a decision exceeding its allocated authority or in other circumstances as stipulated in this Charter of ABBANK.
9. Other duties and powers as prescribed by law.

Article 62: Duties and powers of Head and members of the Supervisory Board

1. Head of Supervisory Board shall have the following duties and powers:
 - a. To organize commencement of implementation of performance of these duties and powers of the Supervisory Board pursuant to provisions in this Charter.

- b. To prepare program for meeting of the Supervisory Board on the basis of a consideration of issues and the concerns of other members of the Supervisory Board relevant to the duties and powers of the Supervisory Board; and to convene and chair meetings of the Supervisory Board.
 - c. To represent the Supervisory Board in signing all documents within the authority of the Supervisory Board.
 - d. To represent the Supervisory Board in convening an extraordinary meeting of the General Meeting of Shareholders or proposing an extraordinary meeting of the Board of Directors in accordance with this Charter.
 - e. To prepare working plan and to allocate tasks to members of the Supervisory Board in accordance with the internal rules of ABBANK.
 - f. To ensure that all members of the Supervisory Board receive prompt, complete, objective and accurate information in order to discuss the issues which the Supervisory Board needs to consider.
 - g. To supervise and direct members of the Supervisory Board in performance of the work allocated to them and in performance of the duties and powers of the Supervisory Board.
 - h. To give authorization to another member of the Supervisory Board to perform the tasks of such Head during any period in which the Head is absent.
 - i. Other duties and powers as stipulated in this Charter of ABBANK.
2. Members of the Supervisory Board shall have the following duties and powers:
- a. To perform duties and powers of a member of the Supervisory Board correctly in accordance with law, the charter of the bank and internal rules of the Supervisory Board, and to do so honestly, carefully and in the interests of the bank and its shareholders.
 - b. To elect, dismiss or remove the Head of the Supervisory Board.
 - c. To request that the Head of the Supervisory Board convene an extraordinary meeting of the Supervisory Board.
 - d. To inspect the business operation; to inspect the books of account, assets and financial statements and to make recommendation on the remedy any errors.
 - e. To have the right to require officials and staff of the bank to supply data and explanations about the business operation in order for such members of the Supervisory Board to be able to implement the tasks assigned to them.
 - f. To report to the Head of the Supervisory Board about any abnormal financial activities and to be personally liable for their assessments and conclusions.
 - g. To attend meetings of the Supervisory Board, to provide their opinions and to vote on issues within the scope of the duties and powers of the Supervisory Board except for issues on which they have a conflict of interest.

- h. To participate in meetings of the Board of Directors and to provide their opinions and recommendations, but not to have the right to vote.
 - i. To request that their opinions be recorded in minutes of meetings of the Board of Directors if their opinions differ from decisions of the Board of Directors, and to report thereon to the General Meeting of Shareholders.
 - j. Other duties and powers as prescribed by law.
3. Full-time members of the Supervisory Board, members of the Supervisory Board are not shareholders shall get salary as decided by the General Meeting of Shareholders; other members of the Supervisory Board shall enjoy remuneration for public tasks. Rates of salary or remuneration for public tasks payable to the members of the Supervisory Board shall be decided by the General Meeting of Shareholders. Members of the Supervisory Board shall be covered the reasonable expenditures necessary during the process of performing their tasks. Total public task costs (salaries or remuneration and expenses during the course of performing their tasks) paid to members of the Supervisory Board and the public task fees which each member had received shall be detailed in annual report of the ABBAANK.
4. Members of Board of Directors, General Director and members of Executive Officers must provide all information and documents relating to the operation of ABBANK at the request of the Supervisory Board, and the secretary shall ensure that all copies of financial information and other information provided to the members of Board of Directors as well as minutes of meetings of the Board of Directors will be provided to the members of Supervisory Board at the same time they are provided to the Board of Directors.

Article 63: Replacement of members of Supervisory Board

1. The members of Supervisory Board shall be automatically lost of status, or dismissed or removed in accordance with provisions in Articles 41 and 42 of this Charter. The order, procedures and application files for changes and ratification of the election, dismissal, removal of the Head and members of Supervisory Board shall be implemented in accordance with the regulations of the State Bank.
2. Within and no longer than fifteen (15) days from the day that the Head of Supervisory Board has automatically lost his status, other members of Supervisory Board shall hold a meeting to elect a one member of Supervisory Board (who meets the eligibility conditions under the prevailing regulations) as the Head of Supervisory Board. In cases where there is no members of Supervisory Board are the shareholders of the bank, the remaining members of Supervisory Board shall also re-appointed a member who is ensured to have standards of professional ethics, operating capacity and professional qualifications prescribed by the State Bank to temporarily assumed the job of the Head of Supervisory Board, and shall request the Board of Directors, within 60 (sixty) days after the Head was obviously lost control status, to conduct convene a general meeting of shareholders to elect additional members of Supervisory Board from the shareholders of ABBANK and to perform the procedures to elect the Head of Supervisory Board.

3. If the Head of Supervisory Board wishes to resign from the Head position, his application must be sent to the Board of Directors and the Supervisory Board. Within a term of sixty (60) days from the receipt of application, the Supervisory Board shall convene a meeting to consider, decide and implement the procedures of dismissal, removal and election of the Head of Supervisory Board, in accordance with the prevailing law. In case none of the remaining members of Supervisory Board is a shareholder, within 60 days (after receiving an application from the Head of Supervisory Board), the Supervisory Board shall request the Board of Directors to convene the general meeting of shareholders to decide which members of Supervisory Board are conformable with regulations of ABBANK and to elect members of Supervisory Board among the shareholders of ABBANK, then proceed with the procedures to elect the Head of Supervisory Board.
4. Members of Supervisory Board wish to resign from his post, his application must be sent the Board of Directors and the Supervisory Board for submitting to the nearest general meeting of shareholders for its decision.
5. In case where the number of members of Supervisory Board is reduced more than one third (1/3) or not enough of minimum number of members as prescribed by the Charter of ABBANK, then within no more than sixty (60) days from the short of members of Supervisory Board as required, the Supervisory Board shall request the Board of Directors to convene the general meeting of Shareholders to elect the additional members of the Supervisory Board.
6. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect new members of Supervisory Board for replacement of the members of Supervisory Board who are dismissed, removed or addition the members' shortage.

Article 64: the Meetings of the Supervisory Board

1. The regular meeting: the Supervisory Board regular meetings shall take place at least once each quarter and may be convened for extraordinary reasons for timely settlement of unexpected work.
2. Extraordinary Meeting: Extraordinary Meeting of the Supervisory Board shall be conducted at the request of:
 - a. Chairman of the Board of Directors;
 - b. At least two third (2/3) of members of Board of Directors;
 - c. the Head of Supervisory Board;
 - d. At least two third (2/3) members of Supervisory Board;
 - dd. General Director;
 - e. Director of the State Bank in Ho Chi Minh City.
3. Within fifteen (15) days after receiving a written request meeting the extraordinary meeting of Supervisory Board of one of the subjects mentioned in sub-clauses a, b, d, e, f, of clause 2 of this Article, Head of the Supervisory Board must convene and conduct the extraordinary meeting of the Supervisory Board. In case where, after twice consecutive requesting, if the Head of the Supervisory

Board fails to convene a meeting of the Supervisory Board, then the Board of Directors and members of the Supervisory Board shall immediately report in writing to State Bank, Ho Chi Minh City and conduct the meetings of the Supervisory Board to handle the job, and decide on the dismissal and removal of Head position at the same time and elected a member of the Supervisory Board to ensure conditions to hold the Head position, then to submit for the State Banks' ratification in accordance with the prevailing regulations, or decide on convening the extraordinary General Meeting of Shareholders to handle the existing and unresolved problems (if any).

4. The place of meeting venue: the meetings of the Supervisory Board shall be held at the registered address of ABBANK.
5. Notice and meeting agenda: Meeting of the Supervisory Board shall be conducted after 5 (five) days after sending written notice to the members of the Supervisory Board. Written notice of meetings of the Supervisory Board shall be made in Vietnamese language, which clearly states: Agenda, time, place and must be sent together with the necessary documents on issues to be discussed and voted at the meeting of the Supervisory Board and vote ballot-papers for the members of the Supervisory Board who could not attend meetings. Such members shall send his or her vote ballot-paper to the Supervisory Board before the meeting.
6. The required number of participants: the meeting of the Supervisory Board will be held when there are two third (2/3) or more of members of the Supervisory Board directly participate or through a surrogate who is another member of the Control Board and is authorized by the absent members. In the case where the first meeting of the Supervisory Board is convened but the number of participants is not sufficient as prescribed, then the Head of the Supervisory Board shall convene the second meeting within the next fifteen (15) days. After convening two Supervisory Board' meetings but there are still insufficient number of the participants, the Head of the Supervisory Board shall notify the Board of Directors and send proposals to convene the extraordinary general meeting of shareholders within a period not exceeding the next thirty (30) days for shareholders to consider the status of members of the Supervisory Board.
7. Voting:
 - a. Each member of the Supervisory Board to attend meetings of the Supervisory Board will have one vote at meetings of the Control Board. If the Control Board members could not attend the meeting may delegate his vote in writing to another member of the Supervisory Board (who is the object allowed to vote) to implement such voting right.
 - b. Members of the Supervisory Board who have the interests connected to the issue to be decided in by the Supervisory Board shall not be allowed to vote for that issue and do not be counted to the required member of delegates presenting at the meeting and also do not receive the authorization of the other members of the Supervisory Board to participate in voting issue.
 - c. If any doubt arises at a meeting concerning the interests of members of Supervisory Board or relating to the voting right of a member of Supervisory Board and the doubt that is not voluntarily resolved by concerned member in way of consent to give up his right of voting, then such doubt shall be sent to

- the chairperson of the meeting. The ruling of the chairperson will have the final value and conclusive except when the nature or scope of interests of the concerned member of the Supervisory Board that is unknown.
- d. Any member of Supervisory Board which related to a contract set forth in clause 8 of Article 47 of this Charter shall be deemed to be material benefits of that contract.
8. Declaration of interests: Members of Supervisory Board if according to their understanding to see the relation either directly or indirectly to a contract, an agreement or a proposed contract or an agreement to be concluded with ABBANK, must declare the nature of interests involved at the meetings of Board of Directors and the meetings of the Supervisory Board, in these session the Board of Directors and the Supervisory Board shall consider whether to conclude the concerned contract or agreement or not. If the concerned member may later know about the existence of such rights afterward, or any other circumstances, such member must notify at the closest session of meetings of the Board of Directors and Supervisory Board after the concerned member being known of his or her related interest.
 9. Majority voting: A decision of the Supervisory Board shall be passed if it is approved by a majority of the attending members who have the voting right. In case of equal votes, the final decision belongs to the part having opinions of the Head of Supervisory Board or the members are authorized by the Head of Supervisory Board to control the meeting (in case of absent of the Head).
 10. In case where the Supervisory Board collect written opinions to pass a decision on an issue, the decision is deemed to be equivalent to the value of a decision passed by members of Supervisory Board at a meeting which is convened and held regularly, if:
 - a. It is agreed together in writing of majority of the members of Supervisory Board has the right to vote for the issues raised for comments;
 - b. Number of members of Supervisory Board has the right to vote in writing to meet the conditions on the number of members required to conduct a meeting of the Supervisory Board.
 11. Minutes: Meeting of the Supervisory Board must be fully recorded in the minutes' book. Meeting minutes of the Supervisory Board must be made in Vietnamese. All members of the Control Board to attend the meeting must sign and be jointly responsible for the accuracy and truthfulness of the meeting minutes of the Supervisory Board. Chairperson of the meeting of the Supervisory Board shall arrange to prepare and forward the meeting minutes for members of the Supervisory Board and the minutes will be considered as evidence on the conclusiveness to the work conducted at the that meeting, unless there are complaints regarding the content of such records within 10 (ten) days after sending the records.

SECTION XIII

ORGANIZATIONAL STRUCTURE OF ABBANK

Article 65: Organizational structure of ABBANK

1. Organizational structure of ABBANK consists of the following composition:
 - a. Head office;
 - b. Transaction Office, Branches (branches level 1), representative office, non-business units, subsidiary companies;
 - c. Branches belongs to the first level branches (branches level 2);
 - d. Branches belongs to the second level branches (branches level 3); and
 - dd. Transaction department, transaction point (credit team).
2. ABBANK may set up Transaction Offices, Branches and Representative Offices, and establish non-business units and subsidiaries in accordance with the State Bank's regulations and relevant prevailing regulations.
3. ABBANK may establish their subsidiary companies to operate in finance, banking and insurance industries, or manage, exploit and sell assets in the course of handling assets used as security for loans and assets assigned by the State to the bank for handling and recovery of debts.

Article 66: Operational structure of the Head office

The Head office shall consist of the following composition:

1. Board of Directors
2. Supervisory Board
3. General Director
4. Internal auditing and controlling and system.

Article 67: Assisting section of the General Director

1. Deputies General Director;
2. Chief of Accountant;
3. Departments;
4. Internal auditing and controlling committee.

SECTION XIV

RIGHTS OF INSPECTION TO BOOKS AND RECORD OF ABBANK

Article 68: Rights of inspection to record books and files of ABBANK

1. A major shareholder is entitled, directly or through lawyers or persons authorized by a written request, to examine the list of shareholders of ABBANK and the minutes of the General Meeting of Shareholders and copy or extract of such records during working hour in the main business office of ABBANK. A request by an authorized person must be accompanied by written authorization of the shareholders of which such person represents or a notarized copy of this authorization letter.
2. Member of the Board of Directors, members of the Supervisory Board, the General Director and other members of Executive Board shall have the right to inspect the ledger books of ABBANK, list of shareholders and other books and records of ABBANK for purposes related to their duties and powers, provided that such information must be secured confident.
3. ABBANK shall keep a copy of this Charter and its amendments, license for its establishment and operation, certificate of business registration, rules, documents evidencing ownership for assets, annual financial statements which have been confirmed by independent audit, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, accounting records and any paper any other documents prescribed by law at the Head office or another place in the area of operation of the Head office provided that the shareholders and the business registration agencies are fully informed of the archives of these documents.
4. Each shareholder shall be entitled to receive a copy of this Charter free. If ABBANK has a website, the charter will be published on this site.

SECTION XV LABORERS AND TRADE UNION

Article 69: Laborers and Trade Union

The General Director shall have to develop regulations related to recruitment, hiring labor, dismissal, salaries, social insurance, welfare, reward and discipline for employees of ABBANJK as well as the relationship between ABBANK and Trade Union, in order to report the Board of Directors for its consideration and to submit the General Meeting of Shareholders for their passing.

SECTION XVI PROFITS SHARING

Article 70: Dividends

1. Dividends of ABBANK shall be distributed in compliance with Article 93 of the Law on Enterprises.
2. ABBANK shall not pay any interest or other payments for interest-nature of dividends, unless dividends are paid on deposit accounts of shareholders in ABBANK.
3. Any dividend or other sum paid in cash related to a share certificate would have to be made in Vietnam dong and payment can be paid by check or money order sent by mail to the registered address of beneficial shareholder and that shareholder must bear risks incurred. In addition, any dividends or other sums are paid in cash related to a share certificate can be made by bank transfer when ABBANK has been provided details of the Bank of shareholders, allowing ABBANK to made the amount of payment transferred directly into bank accounts of shareholders. ABBANK shall not be responsible to any claims against any amount of payment are transferred by bank transfer but no received by the shareholders if ABBAN has transferred in accordance with details provided by the shareholders.
4. Those who have officially registered holding of shares or other securities shall be entitled to receive dividends, allocations, interests, distributions, notices or documents.
5. Shareholders transfer their shares in the period between the completion of the list of shareholders entitled to receive dividends and time of payment of dividends, thus the transferor receive dividends from ABBANK.

SECTION XVII
INTERNAL AUDIT AND CONTROL SYSTEM,
RESERVE FUND, FISCAL YEAR,
ACCOUNTING SYSTEM

Article 71: Internal auditing and inspection

ABBANK shall set up an internal auditing and inspection system as follows:

1. Internal Auditing and inspection sections of ABBANK are organized into a unified system is vertical, under and subject to the direction of the Supervisory Board.
2. Depending on the size, scale and operational characteristics of ABBANK and on the basis of proposals of the Supervisory Board, the Board of Directors shall decide on the organizational structure of internal audit, policies of wages, bonuses and allowances of persons responsible for the work of internal audit.
3. The section of internal auditing is an independent unit to the other units, executive and operational divisions of ABBANK and it is entitled to have independent evaluation, conclusions and recommendations during inspection and auditing activities.
4. Other provisions of the internal auditing section of ABBANK not stipulated in this Charter shall be implemented in accordance with law and regulations of the competent state bodies.

Article 72: Qualification criteria of the internal auditor

1. Internal auditors shall meet the following criteria:
 - a. To have honesty and sense of law observance and objective recognition;
 - b. To have knowledge and common understanding of law, business administration and banking operations;
 - c. To possess a bachelor of suitable subjects, with full knowledge and be updated on the areas as assigned to perform the internal audit;
 - d. To have ability to collect, analyze, evaluate and synthesize information;
 - dd. To have the knowledge and skills on internal audit;
 - e. Other criteria prescribed by credit institutions.
2. In addition to the qualification conditions mentioned above, Head of Internal Audit and Deputy Head of Internal Audit shall at least to have a degree specialized in banking, economic, financial and have working experience in banking sector of at least three (03) years.

Article 73: Duties of Internal Auditing Section

1. To make a plan for the annual internal audit and implementation of internal audit activities according to plans, policies, procedures and audit procedures as approved; ensures quality and efficiency.
2. To independently and objectively inspect, review and evaluate to all units and sections, and to activities of ABBANK (mechanisms, policies, procedures, processes or issues during its activities) based on risk level (high, medium or low) and level of affection to the operation of ABBANK. For all these problems that could adversely affect the operation of ABBANK, the internal audit should promptly inform on those natures and influence thereof over the operation of credit institutions and provide practical recommendations to prevent and remedy these problems.
3. To propose measures to repair, fix errors or propose to handle violations; propose measures for improvement, enhancing of effectiveness and efficiency of the internal inspection and control system.
4. To assess the relevance of activities to prevent and remedy these weaknesses have been reported; to carry out activities to complete the system of internal inspection and control, and to monitor until the problem be handled satisfactorily.
5. To prepare audit reports, notification and submit timely internal audit results to relevant parties within and outside ABBANK in accordance with the policies, procedures and regulations of ABBANK and law.
6. To develop, modify, supplement and perfect the internal audit methodology and scope of internal audit to be updated, keep up the development of banking activities.
7. To implement process to ensure the quality of internal audit.
8. To set a record of qualifications and requirements necessary for internal auditors as a basis for recruitment, promotion and rotation of cadres and professional training, planning and organization a continuous training to enhance and ensure the qualifications for internal auditors.
9. To maintain consultation, regular exchange with the independent auditing organization, the State Bank's inspectors to ensure effective cooperation; to act as the coordination unit to coordinate with outside agencies for job-related functions and tasks of internal audit.
10. To give advice to the Executive Officers, the Board of Directors of ABBANK and professional division in implementation of construction projects, new application or modify the important professional business process, mechanism for administration and management, process of identification, risk assessment measurement, risk management, capital assessment methods; information systems, accounting; to perform professional business activities, new products, provided that it shall not affect to the independency of internal audit.

Article 74: Powers of the Internal Auditing Section

1. Be equipped with all the resources (human, financial and otherwise) necessary.
2. To actively implement its duties under the audit plan as approved.
3. Be provided fully and promptly all information, documents and records needed for audit work.
4. To access, review all professional business processes, assets when performing internal audit.
5. To access, interview all officials and employees of the ABBANK on issues related to audit content.
6. To Attend and receive the minutes of meetings of the boards of leadership the relating to the work of internal audit.
7. To supervise, assess and monitor the activities of repairing, remedying or improving by the leaders of units and sections with respect to the problem that the internal audit has recorded and recommended.

Article 75: Responsibilities of Internal Auditing Section

1. To keep the security of documents, information in accordance with the prevailing laws and regulations, this Charters and internal statutes and rules on internal audit of ABBANK.
2. Be responsible before the Supervisory Board, Board of Directors on the results of internal audit work; on the assessment, conclusions, recommendations proposed in the audit report.
3. To monitor the results of implementation of recommendations following an internal audit of units and sections of ABBANK.

Article 76: Financial Regime

1. ABBANK shall comply with the financial regimes stipulated in Government regulations and guidelines of the Ministry of Finance.
2. The Board of Directors, the Supervisory Board, the General Director of ABBANK shall be liable before law and State administrative bodies for compliance by ABBANK with the regimes on finance.

Article 77: Use of Capital

1. ABBANK is entitled to use its capital to serve business activities, investment and construction, procurement of fixed assets as prescribed by law.

2. ABBANK may change the capital structure and asset for developing its operation in accordance with law.
3. ABBANK may mobilize capital and assets among its subsidiary companies which have legal personality, independent accounting.

Article 78: Reserve funds

ABBANK is entitled to set aside profits to establish the following funds:

Reserve Fund for charter capital;
Financial Reserve Fund
Investment Fund for professional development;
Reserve fund for unemployment allowance;
Reward fund;
Welfare fund

Article 79: Self-control on finance of ABBANK

ABBANK shall self-control on its finance, and self-responsible to its business activities, to implement its obligations and its commitments in accordance with the law.

Article 80: Accounting and Tax

1. ABBANK shall implement the regime of accounting and statistics in accordance with the law.
2. Fiscal year of ABBANK shall begin on the date of 1st of January and ending on the date of 31st of December of the calendar year. First fiscal year beginning from the date they are granted business registration certificates and end on December 31 that year.
3. ABBANK shall set up accounting books in Vietnamese. ABBANK shall set up accounting book corresponding to its forms of business. Those books must be accurate, updated, and systematic enough to prove and explain the transactions.
4. ABBANK shall implement the accounting works in compliance with accounting system prescribed by the State Bank.

SECTION XVIII ANNUAL REPORT, RESPONSIBILITY OF PROVIDE INFORMATION AND NOTICES TO THE PUBLIC

Article 81: Financial Report

1. ABBANK shall prepare, present and submit its financial reports and statistical reports to the State administrative bodies in accordance with the law. The Board of Directors, General Director of ABBANK shall be responsible for the accuracy and truthfulness of these reports.
2. Financial Report of ABBANK, including balance sheet and report on business results, cash flow statements and explanations of financial report statements. Annual financial reports must honestly and objectively reflect situation of the bank profits and losses in the fiscal year and the situation of the professional activities of the bank until the time of reporting.
3. In case where ABBANK has any subsidiary companies, it shall prepare the consolidated financial statements in accordance with the law.
4. ABBANK shall prepare and submit periodic reports as prescribed by the State Bank. In addition, the bank must report immediately to the State Bank in the following cases:
 - a) Unusual changes in professional activities which may seriously affect the business situation of ABBANK;
 - b) Big changes in the organizational structure of ABBANK.
5. ABBANK must send the annual reports to the State Bank within the period but not exceed of 90 days from the end of the fiscal year, as prescribed by law.

Article 82: Announcement and Notification

1. The annual financial statements and other supporting documents must be sent to the competent tax authorities and the State Bank and also must be published within one hundred twenty (120) days after the end of fiscal year as prescribed by the law.
2. Within one hundred and twenty (120) days after the end of the fiscal year, ABBANK must open its financial statements in accordance with law.

SECTION XIX

AUDIT OF ABBANK

Article 83: Audit

1. No later than 30 days before the end of the fiscal year, the Board of Directors of ABBANK must select an independent auditing organization qualified under the provisions of the State Bank to audit its financial statements. The selection of independent auditing organization shall comply with the laws and regulations on bidding.
2. During the auditing process, ABBANK shall be responsible:
 - a) To timely, fully and truthfully provide all information and documents necessary for the audit;
 - b) To coordinate, create favorable conditions for auditors to conduct audit works.
3. The Board of Directors, the Supervisory Board, the General Director and other executive officers shall meet and thoroughly assess on the audit report and recommendations of the independent auditors, bring plans and schedules to implement the recommendations of the independent auditors and monitor the implementation of such plan.
4. Independent auditors are allowed to attend of the General Meeting of Shareholders, to collect notices and other information relating to any meeting in which shareholders are entitled to receive and express their opinions at the general meeting of shareholders on the matters relating to the audit.
5. The specific audit activities of the bank shall be implemented in accordance with the provisions of the Law on Credit Institutions, the Law amending and supplementing some articles of the Law on Credit Institutions, laws and regulations on auditing and written guidelines of the State Bank.

SECTION XX

TERMINATION AND LIQUIDATION

Article 84: Reports and Special Control

1. If ABBANK is in danger of losing affordability to make payment to its customers, it shall immediately report to the State Bank on its actual financial status, causes and measures which have been applied, which expected to apply to remedy the status.
2. ABBANK may be placed under special control by the State Bank in the following cases:
 - a. It is in danger of becoming insolvent;
 - b. Irrecoverable debts of the bank may render it insolvent
 - c. Accumulated losses of the bank are more than fifty (50) per cent of the total amount of its paid up charter capital plus its funds.
3. In the emergency cases, to ensure ability to pay the deposit or the interest of customers, ABBANK may receive special loans from other credit institutions or the State Bank. Special loans will be repaid with priority before all other debts of ABBANK.

Article 85: Bankruptcy of ABBANK

The bankruptcy of the State Bank of Vietnam shall be implemented in conformity with Article 98 of the Law on Credit Organizations and the Laws on bankruptcy.

Article 86: Dissolution of ABBANK

ABBANK is dissolved in the following cases:

1. The General Meeting of Shareholders adopts the decision on dissolution and termination of ABBANK as stipulated by the laws and approved by the State Bank; in this case, no later than 180 days before the intended date of termination of operation, ABBANK must submit written request to the State Bank.
2. Upon expiration of its operation, ABBANK would not request for extension for operation or has made request for the extension but not approved by the State Bank;
3. Being revoked the license for the establishment and operation of ABBANK, in the following cases:
 - a) Upon the occurrence of one of the cases specified at sub-clauses a, b, d, dd of clause 1, Article 29 of the Law on Credit Institutions;
 - b) Upon failure to fully satisfy the conditions specified in clause 1 of Article 28 of the Law on Credit Institutions;
 - c) Upon suspension of operation for a consecutive period of twelve (12) months.

Article 87: Liquidation of ABBANK

1. If ABBANK is declared bankrupt, liquidation of the bank shall be implemented in accordance with the law on bankruptcy.
2. On dissolution pursuant to Article 80 of this Charter, ABBANK must carry out liquidation under supervision of the State Bank.
3. All expenses relating to liquidation shall be payable by ABBANK.

SECTION XXI INTERNAL DISPUTE RESOLUTION

Article 88: Internal Dispute Resolution

1. Whenever a dispute or complaint relating to the business activities of ABBANK or to the right of the shareholders arising from the Charter or from any rights or obligations by the Law on Credit Organizations and its legal documents guiding the implementation and any regulations or any other administrative regulation, among:
 - (i) A shareholder or shareholders of ABBANK; or
 - (ii) Any shareholder or shareholders of ABBANK and the Board of Directors, the Supervisory Board, the General Director or Senior Managers.

The involved parties shall try to resolve such disputes through negotiation and mediation. Except in cases of disputes related to the Board of Directors or chairman of the Board of Directors, the chairman of the Board of Directors will preside over the dispute and will require each party to present the practical factors related to dispute within 21 (twenty) working days from the date the dispute arises. If a dispute related to the Board of Directors or the Chairman of the Board of Directors, any party may request the competent agencies for settlement.

2. If no decision was reached in mediation within 8 weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the disputes to the economic court.
3. Each party shall bear its own expenses relating to the procedures of negotiation and mediation.
4. The court rulings shall determine which party shall bear the court costs.

SECTION XXII INFORMATION AND PRIVACY

Article 89: Periodical information

1. ABBANK periodically updates the information on all account transactions and balances on their accounts at ABBANK.
2. ABBANK may exchange information with other credit institutions on the operation of ABBANK and on its customers.
3. ABBANK is be responsible for reporting, providing information to the State Bank on the business operations and personnel as required by the State Bank and State Bank to provide relevant information to the activities of the customers who have a relationship with ABBANK.

Article 90: Privacy Obligations

1. Employees of the State Bank of Vietnam and the related persons must not disclose any national secrets and trade secrets of ABBANK, which they know.
2. ABBANK is entitled to refuse the request from organizations and individuals to provide information related to deposits, assets of the customers of ABBANK and the operations of ABBANK, unless otherwise required by State competent in accordance with the law or on the consent of the customer.

SECTION XXIII EFFECTIVE DATE

Article 91: Effective Date

This Charter takes effect from the date on which it is ratified by the State Bank of Vietnam.

**For and behalf of the Board of Directors of ABBANK
Chairman**

Vu Van Tien
(signed and sealed)