

## PROPOSAL FOR THE AMENDMENT OF THE CHARTER

**Re: Amendment and improvement of the Draft Charter 2021 of the Ho Chi Minh City Securities Corporation**

*(Documents submitted to the General Meeting of Shareholders on April 22, 2021)*

No	Article	Regulations in the current charter	Proposed amendment	Reasons for amendment
1	Legal basis	<p><b>Legal basis</b></p> <ul style="list-style-type: none"> <li>- Law on Enterprises No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014 and its implementing regulations;</li> <li>- Law on Securities No. 70/2006/QH11 passed by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006, Law amending and supplementing a number of Articles of the Law on Securities passed by the National Assembly on 24 November 2010 and their implementing regulations.</li> </ul>	<p><b>Legal basis</b></p> <ul style="list-style-type: none"> <li>- Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its implementing regulations;</li> <li>- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 and its implementing regulations.</li> </ul>	Updated according to current Laws
2	Point c, Point d, Clause 1, Article 1	<p><b>Article 1. Interpretation of terms</b></p> <p>c) “<b>Law on Securities</b>” means the Law on Securities passed by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006, the Law amending and supplementing a number of</p>	<p><b>Article 1. Interpretation of terms</b></p> <p>c) "Law on Securities" means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;</p> <p>d) “Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 passed by the</p>	Updated according to current Laws

		<p>articles of the Law on Securities passed by the National Assembly on 24 November 2010;</p> <p>d) “<b>Law on Enterprises</b>” means Law on Enterprises No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014.</p>	National Assembly of the Socialist Republic of Vietnam on June 17th, 2020.	
3	Point h, Clause 1, Article 1	<p><b>Article 1. Interpretation of terms</b></p> <p>h) “<b>Managers</b>” means members of the Board of Directors, members of the Executive Management Board, the Director of each Branch, the Chief Accountant and other key managerial positions appointed by the Board of Directors to have authority to enter into transactions of the Company on behalf of the Company as stipulated in this Charter.</p>	<p><b>Article 1. Interpretation of terms</b></p> <p>h) “<b>Managers</b>” means members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors.</p>	According to Clause 24 Article 4 of the Law on Enterprises 2020.
4	Point i, Clause 1, Article 1	<p><b>Article 1. Interpretation of terms</b></p> <p>i) “<b>Executives</b>” means the Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Accountant and other managerial positions in the Company as approved</p>	<p><b>Article 1. Interpretation of terms</b></p> <p>i) “<b>Executives</b>” means the Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Accountant and other managerial positions in the Company as appointed by the Board of Directors;</p>	According to Clause 55 Article 3 of the Decree 155/2020/ND-CP

		by the Board of Directors;		
5	To supplement Point j, Point k, Clause 1, Article 1	<b>Article 1. Interpretation of terms</b>	<b>Article 1. Interpretation of terms</b> j) “ <b>Person who has family relationships</b> ” means persons as stipulated in Clause 22, Article 4, Law on Enterprises k) “ <b>Insider</b> ” means persons as stipulated in Clause 45, Article 4, Law on Securities	According to Clause 22 Article 4 of the Law on Enterprises 2020 and Clause 45 Article 4 of the Law on Securities 2019
6	Point l, Clause 1, Article 1	<b>Article 1. Interpretation of terms</b> j) “ <b>Affiliated persons</b> ” means persons as stipulated in Clause 17, Article 4, Law on Enterprises and the Clause 34, Article 6, Law on Securities	<b>Article 1. Interpretation of terms</b> l) “ <b>Affiliated persons</b> ” means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities	Updated in accordance with Clause 23, Article 4, Law on Enterprises 2020 and Clause 46, Article 4, Law on Securities 2019
7	Point m, Clause 1, Article 1	<b>Article 1. Interpretation of terms</b> k) “ <b>Major Shareholder</b> ” means a shareholder directly or indirectly holding at least five (5) per cent of the shares with voting rights of the Company;	<b>Article 1. Interpretation of terms</b> m) “ <b>Majority shareholder</b> ” means a shareholder owning at least 5% of voting stocks of the Company.	According to Clause 18 Article 4 of the Law Securities 2019
8	Clause 2, Article 2	<b>Article 2. Name, legal status, head office, organisational structure and term of operation of the Company</b> 2. Legal status of the Company The Company is a joint stock company with its establishment and operation license issued pursuant to the Law on	<b>Article 2. Name, legal status, head office, organisational structure and term of operation of the Company</b> 2. Legal status of the Company The Company is a joint stock company under the License No. .... issued on ..... The Company operates pursuant to the Law on Securities and	According to Point d Clause 4 Article 5 of the Circular 121/2020/TT-BTC

		Securities and has the status of a legal entity in accordance with the applicable Laws of Vietnam.	has the status of a legal entity in accordance with the applicable Laws of Vietnam.	
9	Clause 4, Article 2	<p><b>Article 2. Name, legal status, head office, organisational structure and term of operation of the Company</b></p> <p>4. Organisational structure:</p> <p>a) The Company may establish or close its branches, transaction offices and representative offices to implement the objectives of the Company in accordance with the decisions of the Board of Directors, subject to the SSC's approval.</p> <p>b) Branches, transaction offices and representative offices are units of the Company. The Company must take full responsibility for the operation of its branches, transaction offices and representative offices.</p> <p>c) The Company shall only conduct securities business and provide securities services at the locations of its head office, branches and transaction offices as approved by the SSC.</p>	<p><b>Article 2. Name, legal status, head office, organisational structure and term of operation of the Company</b></p> <p>4. Organisational structure, operational network:</p> <p>a) The Company may establish or close its branches, transaction offices and representative offices to implement objectives of the Company in accordance with the decisions of the Board of Directors, subject to the SSC's approval;</p> <p>b) Branches, transaction offices and representative offices are units of the Company. The Company must take full responsibility for the operation of its branches, transaction offices and representative offices.</p> <p>c) The Company shall only conduct securities business and provide securities services at the locations of its head office, branches and transaction offices as approved by the SSC.</p>	According to Point a Clause 4 Article 5 of the Circular 121/2020/TT-BTC

		d) The names of the branches, transaction offices and representative offices of the Company must bear the name of the Company together with the phrase “branch”, “transaction office” or “representative office” together with their proper name for distinguishment.	d) The names of the branches, transaction offices and representative offices of the Company must bear the name of the Company together with the phrase “branch”, “transaction office” or “representative office” together with their proper name for distinguishment purpose.	
10	Clause 1, Article 3	<p><b>Article 3. Legal Representative</b></p> <p>1. The Chief Executive Officer shall be the Legal Representative of the Company.</p>	<p><b>Article 3. At-law representative</b></p> <p>1. The Company has one (01) at-law representatives. The Chief Executive Office is the at-law representative of the Company, except for the exceptional situation stipulated at the Clause 3, this Article.</p>	According to Clause 2 Article 12 of the Law on Enterprise 2020 and the exceptional situations are added to comply with the Clause 3, this Article.
11	Point c, Clause 2, Article 3	<p><b>Article 3. Legal Representative</b></p> <p>2. Authorisation of the Legal Representative:</p> <p>a) In case the Legal Representative of the Company is absent from Vietnam for more than thirty (30) days without authorising another person to exercise the rights and obligations of the Legal Representative of the Company, the Board of Directors shall appoint another person to be the Legal Representative of</p>	<p><b>Article 3. At-law representative</b></p> <p>2. Authorisation of the at-law representative:</p> <p>c) In case the at-law representative who is absent from Vietnam for more than 30 days without authorizing any other person to exercise the rights and perform the obligations for the company’s at-law representative or is dead, missing, examined for penal liability, held in temporary detention, serving their imprisonment penalty, administrative handling measures at compulsory drug rehabilitation establishment or compulsory education establishment, has his/her civil act capacity</p>	According to Clause 5 Article 12 of the Law on Enterprises 2020.

		the Company.	limited or lost, has difficulty in perceiving and controlling their acts, is prohibited by court from holding certain positions or prohibited from practicing certain professions or performing certain jobs, the Board of Directors shall appoint another person to act as the at-law representative of the company.	
12	Clause 3, Article 3	<p><b>Article 3. Legal Representative</b></p> <p>2. If the Chief Executive Officer is held in custody, detained or sentenced to imprisonment, hides from his or her residence, loses capacity for civil acts, has his or her capacity for civil acts restricted, or has his or her right to practise forfeited by a court, or if the Company has not appointed a new Chief Executive Officer after the Chief Executive Officer of the Company is dismissed, then the Chairman of the Board of Directors shall be the Legal Representative of the Company until the Board of Directors appoints another person to the position of Chief Executive Officer.</p>	<p><b>Article 3. At-law representative</b></p> <p>3. If the Chief Executive Officer is absent from Vietnam for more than 30 days without authorizing any other person to exercise the rights and perform the obligations for the company's at-law representative or is dead, missing, examined for penal liability, held in temporary detention, serving their imprisonment penalty, administrative handling measures at compulsory drug rehabilitation establishment or compulsory education establishment, is prohibited by court from holding the position or if the Company has not appointed a new Chief Executive Officer after the Chief Executive Officer of the Company is dismissed, then the Chairman of Board of Directors shall be the at-law representative of the Company until the Board of Directors appoints a new Chief Executive Officer.</p>	To supplement a number of cases to ensure compliance with the above article.
13	Clause 6, Article 7	<b>Article 7. Operational principles</b>	Article 7. Operational principles	According to Clause 5 Article 14 of the Circular 197/2015/TT-BTC.

		6. To appropriately arrange securities practitioners for their professional business activities. A securities practitioner conducting securities self-trading must not concurrently conduct securities brokerage.	6. To appoint securities practitioners in accordance with their professional business activities. Person with the securities practicing certificate shall only permitted to work in one (01) professional division of securities business at one (01) times	
14	Point e, Clause 1, Article 7	<b>Article 9. Obligations of the Company</b> 1. General principles:  e) To purchase professional indemnity insurance to cover the securities business activities of the Company or to establish a fund for protection of investors in order to pay compensation to investors as the result of technical breakdowns or mistakes by the Company's staff;	To remove this content	Updated according to the Law on Securities 2019; There is no relevant regulation
15	Point g, Clause 1, Article 9	<b>Article 9. Obligations of the Company</b> 1. General principles:  ....  g) To conduct the sale of, or to permit clients to sell securities without owning such securities and to lend clients securities to sell in accordance with the regulations of the Ministry of Finance;	To remove this content	Updated according to the Law on Securities 2019; There is no relevant provision.

16	Point a, Clause 2, Article 9	<b>Article 9. Obligations of the Company</b> 1. Obligations to shareholders:  a) To clearly define the responsibilities between the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors, and the Supervisory Board for management in accordance with the Laws;	<b>Article 9. Obligations of the Company</b> 2. Obligations to shareholders:  a) To clearly define the responsibilities between the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors, the Supervisory Board, the Board of Management for management in accordance with the Laws;	According to Clause 2 Article 3 of the Circular 121/2020/TT-BTC.
17	To supplement Point j, Clause 1, Article 10	<b>Article 10. Provisions on prohibitions and restrictions</b> 1. Provisions applicable to the Company:	<b>Article 10. Provisions on prohibitions and restrictions</b>  j) The Company's maximum foreign holding rate is 49% of the charter capital.	According to Point e, Clause 1, Article 139 of the Decree 155/2020/NĐ-CP
18	Clause 3, Article 12	<b>Article 12. Assignment of shares</b> 3. Any transactions resulting in change in the ownership of shares representing 10% or more of the Charter Capital, or resulting in a shareholding ratio of a shareholder exceeding or being lower than 10%, 25%,	To remove this content	According to the Circular 121/220/TT-BTC, there is no relevant regulation.



		50%, 75% of Charter Capital of the Company must be approved by the SSC unless the Company's shares are listed and registered for trading on the Stock Exchange and transferred under a court's decision.		
19	Point a, Clause 2, Article 13	<p><b>Article 13. Redemption of shares</b></p> <p>2.Cases of redemption of shares:</p> <p>a) Redemption of shares at the request of a shareholder</p> <p>A shareholder may request the Company to redeem their shares in case such shareholder votes against a resolution of the General Meeting of Shareholders on re-organisation of the Company; amendment, supplement to a number of provisions of the Charter relating to rights and obligations of the shareholders. The demand of redemption of shares must be made in writing and sent to the Company within ten (10) working days, from the date on which the General Meeting of Shareholders passed the resolution on the issues mentioned above.</p>	<p><b>Article 13. Redemption of shares</b></p> <p>2.Cases of redemption of shares:</p> <p>a) Redemption of shares at the request of a shareholder</p> <p>A shareholder may request the Company to redeem its/his/her shares in case such shareholder votes against a resolution of the General Meeting of Shareholders on re-organisation of the Company; amendment, supplement to a number of articles of the Charter relating to rights and obligations of the shareholders. The demand of redemption of shares must be made in writing and sent to the Company within ten (10) days, from the date on which the General Meeting of Shareholders passes the resolution on the issues mentioned above.</p>	According to the Article 132 of the Law on Enterprises 2020

20	Article 14	<b>Article 14. Revocation of shares</b>	<b>Article 14. Revocation of shares</b> (in the case of registration of the company establishment)	According to Article 10 of the Charter Template
21	Point b, Clause 1, Article 16	<b>Article 16. Rights of shareholders</b> 1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights: b) Right to vote: ... - The authorization for a representative to attend a General Meeting of Shareholders must be made in writing in the form stipulated by the Company and is not required to be notarized.	<b>Article 16. Rights of shareholders</b> 1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights: b) Right to vote: ... - The authorization for a representative to attend a General Meeting of Shareholders must be made in writing or in electronic forms in accordance with applicable laws and is not required to be notarized. The authorization letter must be made according to the civil law and must clearly state name of authorized individual or organization and number of authorized shares.	According to the Clause 1, Article 144 of the Law on Enterprises 2020, there is no relevant regulation.
22	Point c, Clause 1, Article 16	<b>Article 16. Rights of shareholders</b> 1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights: c) Right to demand cancellation of resolutions of the General Meeting of	<b>Article 16. Rights of shareholders</b> 1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights: c) A shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to request for revocation of	According to the Clause 1, Article 151 and the Clause 2 Article 115 of the Law on Enterprises 2020

		<p>Shareholders:</p> <p>...</p> <p>- Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of vote-counting by way of written opinions from the General Meeting of Shareholders, a shareholder shall have the right to request a court or an arbitrator to consider and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:</p> <p>+ The sequence and procedures for convening the General Meeting of Shareholders did not comply with the Laws and the Charter of the Company;</p> <p>+ The sequence and procedures for issuing the resolution and the content of the resolution breach the Laws or this Charter.</p>	<p>resolutions of the General Meeting of Shareholders:</p> <p>...</p> <p>- Within ninety (90) days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results regarding the solicitation of opinions from the General Meeting of Shareholders, shareholders shall have the right to request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases:</p> <p>+ The order, procedures for convening and issuing resolutions of the General Meeting of Shareholders seriously violates regulations of the Law on Enterprises and Company Charter;</p> <p>+ The order, procedures for issuing resolution and the resolution content violates the laws or the Company charter.</p>	
23	Point d, Clause 1, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary</p>	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have</p>	According to the Point đ, Clause 2, Article 115 of the Law on Enterprises 2020

	<p>shareholders shall have the following rights:</p> <p>d) Right to receive information of the Company and right to sight and look up the list of shareholders; request the Supervisory Board to inspect each specific issue relating to the management and administration of the Company:</p> <ul style="list-style-type: none"> <li>- All shareholders of the Company shall have the right to sight, look up and make an extract of information in the list of shareholders with voting rights and to request amendment of incorrect information; to sight, look up, make an extract or copy the Charter of the Company, the book of minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.</li> <li>- Only a group of shareholders holding ten percent (10%) or more of the total ordinary shares shall be entitled to sight and make an extract of the book of minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board and request the Supervisory Board</li> </ul>	<p>the following rights:</p> <p>d) Right to receive information of the Company and right to examine, look up the list of shareholders; to request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company:</p> <ul style="list-style-type: none"> <li>- All shareholders of the Company shall have the right to examine, look up and extract information about name and address in the list of shareholders with voting rights; to request modification of their incorrect information; to examine, look up, extract and copy the company charter, the minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.</li> <li>- Only a shareholder or a group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to examine, look up and extract the book of minutes and resolutions, decisions of the Board of Directors; mid-year and annual financial statements, contracts and transaction required approval of the Supervisory Board and other documents, except for documents related to commercial secret and the company's business secret and to request the Supervisory Board to inspect each particular issue related to the management and administration of the</li> </ul>	
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		to inspect each specific issue relating to the management and administration of the Company when it is considered necessary.	operation of the company when finding it necessary.	
24	Point g, Clause 1, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>g) Right to demand the Company redeem shares:</p> <p>...</p> <p>- The Board of Directors shall determine a price for redemption in accordance with the Law on Enterprises. Where there is disagreement relating to the price, such shareholder may sell shares to other persons or the parties may request valuation by a professional valuation organization. The Company shall recommend at least three (3) professional valuation organizations for the shareholder to select from. The decision of such valuation organization shall be the final decision</p>	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>g) Right to request the Company redeem shares:</p> <p>...</p> <p>- The Board of Directors shall determine a redemption price in accordance with the Law on Enterprises. In case of price disagreement, the shareholder may sell the shares to other people or the Company shall recommend three (3) valuation organizations to value the shares to the shareholder. The redemption price shall be the most reasonable price among three (03) valuation results of the three (03) valuation organizations recommended by the Company.</p> <p>- The timeline for share redemption must be in accordance with the Law on Enterprises 2020 and is subject to the Company's financial capabilities during the period in which the shareholder requests to redeem the shares.</p>	According to the Clause 2, Article 132 of the Law on Enterprises 2020
25	Point i, Clause 1, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be</p>	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary</p>	According to the Clause 1, Article 166 of the Law on Enterprises 2020

		<p>ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>i) Right to initiate legal actions on behalf of the Company:</p> <p>....</p> <p>- A shareholder or group of shareholders holding one percent (1%) or more of the total ordinary shares for at least six (6) consecutive months shall have the right to, directly or in the name of the Company, initiate a legal action in terms of civil liability against the members of the Board of Directors or the Chief Executive Officer in cases as stipulated by the Laws. The sequence and procedures for initiation of a legal action shall be implemented in accordance with the provisions of the Laws on civil proceedings.</p>	<p>shareholders. Ordinary shareholders shall have the following rights:</p> <p>i) Right to initiate lawsuits on behalf of the Company</p> <p>....</p> <p>- A shareholder or a group of shareholders owning at least 1% of the number of ordinary shares shall have the right, in their own name or on behalf of the company, to initiate lawsuits with regard to personal liability, jointly liability against members of the Board of Directors, Chief Executive Officer in cases as stipulated by the Laws. The order and procedures for initiating lawsuits shall comply with the civil procedure law.</p>	
26	Point g, Clause 1, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>k) Right to convene the General Meeting</p>	<p><b>Article 16. Rights of shareholders</b></p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>k) Right to convene the General Meeting of Shareholders:</p>	Updated according to the Point b Clause 2, Article 115 of the Law on Enterprises 2020

		<p>of Shareholders:</p> <ul style="list-style-type: none"> <li>- A shareholder or a group of shareholders holding five (5) or more per cent of the total ordinary shares for a period of at least six (6) consecutive months shall have the right to convene a General Meeting of Shareholders in the following circumstances:....</li> </ul>	<ul style="list-style-type: none"> <li>- A shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to convene a General Meeting of Shareholders in the cases:...</li> </ul>	
27	Point b, Clause 2, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>2. Rights of voting preference shareholders</p> <ul style="list-style-type: none"> <li>- To vote on issues which fall within the authority of the General Meeting of Shareholders with the number of votes as stipulated in Article 11.4(b) of this Charter.</li> <li>- Other rights as ordinary shareholders, except for the right to transfer the voting preference shares to other persons</li> </ul>	<p><b>Article 16. Rights of shareholders</b></p> <p>2. Rights of shareholders owning voting preference shares:</p> <ul style="list-style-type: none"> <li>- To vote on matters which fall within the competence of the General Meeting of Shareholders with the number of votes provided in Point b, Clause 4, Article 11 of this Charter.</li> <li>- Other rights as ordinary shareholders, except for the right to transfer the voting preference shares to other persons; except for cases of transfer according to the effective judgment or decision of a court or inheritance.</li> </ul>	According to the Clause 3, Article 116 of the Law on Enterprises 2020
28	Point c, Clause 3, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>3. Rights of dividend preference</p>	<p><b>Article 16. Rights of shareholders</b></p> <p>3. Rights of shareholders owning dividend</p>	Updated according to the Clause 3, Article 117 and Clause 6, Article 148 of the Law on Enterprises 2020

		<p>shareholders:</p> <ul style="list-style-type: none"> <li>- Other rights as ordinary shareholders, except right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors and the Supervisory Board.</li> </ul>	<p>preference shares:</p> <ul style="list-style-type: none"> <li>- Other rights as ordinary shareholders, except the right to vote, the right to attend General Meetings of Shareholders and the right to nominate candidates to the Board of Directors and the Supervisory Board</li> <li>- The right to vote for case specified in Article 25 of this Charter</li> </ul>	
29	Point c, Clause 4, Article 16	<p><b>Article 16. Rights of shareholders</b></p> <p>4. Rights of redeemable preference shareholders:</p> <ul style="list-style-type: none"> <li>- Other rights as ordinary shareholders, except the right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors and the Supervisory Board.</li> </ul>	<p><b>Article 16. Rights of shareholders</b></p> <p>4. Rights of shareholder owning redeemable preference shares:</p> <ul style="list-style-type: none"> <li>- Other rights as ordinary shareholders, except the right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors and the Supervisory Board.</li> <li>- The right to vote to be converted into ordinary shares as specified in the Article 25 of this Charter</li> </ul>	Revised according to the Clause 3, Article 118 of the Law on Enterprises 2020
30	Khoản 5, Điều 17 Clause 4, Article 17	<p><b>Điều 17. Nghĩa vụ của cổ đông</b></p> <p><b>Article 17. Obligations of Shareholders</b></p> <p>5. Các nghĩa vụ khác:</p> <p>5. Other obligations:</p> <ul style="list-style-type: none"> <li>- To provide accurate addresses when subscribing for shares and performing</li> </ul>	<p><b>Article 17. Obligations of Shareholders</b></p> <p>5. Other obligations:</p> <ul style="list-style-type: none"> <li>- To provide accurate addresses when subscribe for shares and fulfill other obligations in accordance with applicable Laws;</li> </ul>	Added according to the Clause 5, Article 119 of the Law on Enterprises 2020 and the Article 13 of Sample Charter



		<p>other obligations in accordance with applicable Laws;</p> <p>- Major shareholders must fully and promptly notify the Company and fulfill their obligation to disclose information in accordance with the Laws on Securities;</p>	<p>- Major shareholders must promptly notify the Company fully and fulfill their obligations in information disclosure in accordance with the Laws on Securities;</p> <p>- To protect confidential information provided by the company according to the company charter and laws; only use provided information to perform and protect their legal rights and benefits; acts of spreading or copying, sending information provided by the company to other organizations and individuals shall be strictly prohibited.</p> <p>- To attend General Meeting of Shareholders and exercise their voting rights via applicable forms in accordance with applicable Laws and the Company Charter.</p>	
31	Clause 1, Article 19	<p><b>Article 19. Share certificates</b></p> <p>1. A shareholder of the Company shall be issued with a share certificate in respect of the number of shares and classes of shares it holds in the Company, except for the case stipulated in clause 7 of this Article.</p>	<p><b>Article 19. Share certificates</b></p> <p>1. Shareholders of the Company shall be issued share certificates evidencing the number of shares and classes of shares they own.</p>	This Article does not have Clause 7
32	Clause 5, Article 19	<p><b>Article 19. Share certificates</b></p> <p>5. If a share certificate is erased, damaged, lost or destroyed, the owner of the registered share certificate may request the Company to re-issue a share certificate</p>	<p><b>Article 19. Share certificates</b></p> <p>5. If a share certificate is erased, damaged, lost or destroyed, the owner of the registered share certificate may request the Company to re-issue a share certificate provided that the shareholder must present any proof of its ownership of</p>	According to Clause 4, Article 7 of Sample Charter

		provided that the shareholder must present any proof of its ownership of shares and pay all relevant expenses.	shares and pay all relevant expenses. The request must include below information: a) Information of the share certificates which were lost, damaged or destroyed; b) Commitment to take full responsibilities for all disputes arising from the re-issuance of new share certificates.	
33	Article 22	<b>Article 22. Management and administration structure of the Company</b> 1. The General Meeting of Shareholders. 2. The Board of Directors. 3. The Executive Management Board. 4. The Supervisory Board/Internal Auditing Committee under the Board of Directors.	<b>Article 22. Organizational and managerial structure of the Company</b> 1. The General Meeting of Shareholders. 2. The Board of Directors. 3. The Board of Management. 4. The Supervisory Board	According to Clause 1, Article 137 of the Law on Enterprises 2020
34	Section (iv), Point b, Clause 2, Article 22	<b>Article 23. Authority of the General Meeting of Shareholders</b> 2. The General Meeting of Shareholders has the following rights and duties: ... b) An annual or extraordinary General Meeting of Shareholders shall discuss and	<b>Article 23. Authority of the General Meeting of Shareholders</b> 2. The General Meeting of Shareholders has the following rights and duties: ... b) An annual or extraordinary General Meeting of Shareholders shall discuss and pass	To include this content as the current Charter does not stipulate a specific number of members of the Supervisory Board.

		<p>pass decisions on the following matters:</p> <p>(iv) Number of members of the Board of Directors;</p>	<p>decisions on the following matters:</p> <p>(iv) The number of members of the Board of Directors and the Supervisory Board in each term</p>	
35	Point b, Clause 2, Article 22	<p><b>Article 23. Authority of the General Meeting of Shareholders</b></p> <p>2. Rights and obligations of the General Meeting of Shareholders</p> <p>...</p> <p>b) An annual or extraordinary General Meeting of Shareholders shall discuss and pass decisions on the following matters:</p> <p>(v) Selection of an independent auditing firm;</p> <p>(viii) Supplement and amendment to the Charter of the Company, except for any adjustment of the Charter Capital by selling new shares within the number of shares offered for sale in accordance with this Charter;</p> <p>(xv) Decision on redemption by the Company of above 5% to 10% of any one class of issued shares;</p> <p>(xvi) Approval of the Chief Executive</p>	<p><b>Article 23. Authority of the General Meeting of Shareholders</b></p> <p>2. Rights and obligations of the General Meeting of Shareholders</p> <p>...</p> <p>b) An annual or extraordinary General Meeting of Shareholders shall discuss and pass decisions on the following matters:</p> <p>(v) To approve the List of independent auditing companies; to decide on which independent auditing company shall inspect the company operations, relief from duty, dismissal of independent auditors when necessary;</p> <p>(viii) Supplement and amendment of the Company Charter except for the situations in which charter capital is amended as a result of issuing a certain number of new shares within the allowed limit as stated in this Charter;</p> <p>(xv) To decide on redemption of more than 10% of the total number of shares of each type already sold;</p>	Adjusted according to Point l,m Clause 1, Article 15 of the Sample Charter and Point g Clause 2 Article 138 and Clause 2 Article 156 of the Law on Enterprises 2020.

		Officer concurrently working as the Chairman of the Board of Directors;  (xix) Other issues as stipulated in this Charter and other regulations of the Company.	(xvi) To approve the Internal Regulation on Corporate Governance; Regulation on Operation of the Boards of Directors, Supervisory Board;  (xix) Other issues under the authority of the General Meeting of Shareholders in accordance with applicable Laws, this Charter and other regulations of the Company.	
36	Clause 2, Article 24	<b>Article 24. Authorised representatives</b> 2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing on the standard form of the Company	<b>Article 24. Authorised representatives</b> 2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing. The authorization letter must clearly state name of the authorized individual or organization; number of authorized shares; content of authorization; scope of authorization and duration of authorization.	Updated according to Clause 1 Article 144 of the Law on Enterprises 2020
37	Clause 1, Article 25	<b>Article 25. Change of rights</b> 1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty-five (65) percent of ordinary shares who are in attendance and concurrently approved by the shareholders holding at	<b>Article 25. Change of rights</b> 1. The change or cancellation of any special right attached to a class of preference shares shall be valid when approved by shareholders holding at least sixty-five (65) percent of ordinary shares who are in attendance. The General Meeting of Shareholders' resolution on the content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is	According to Clause 6 Article 148 of the Law on Enterprises 2020 and Clause 1 Article 17 of the Sample Charter.

		<p>least sixty-five (65) percent of voting rights of the above class of preference shares. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class....</p>	<p>approved by the number of preference shareholders of the same type attending the meeting who own from 75% of the total preferred shares of that type or more or approved by favored by preference shareholders of the same type who own from 75% of the total preferred shares of that type or more in case of adopting resolution in the form of collecting written opinions. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class....</p>	
38	Point a, Clause 1, Article 26	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>1. Number, period, method of organisation and location of meetings:</p> <p>a) ...If a General Meeting of Shareholders is concurrently held in various locations, the location of the meeting shall be determined as the location where the chairman of the meeting is in attendance.</p>	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>1. Number, period, method of organisation and venue of meetings:</p> <p>a) ...If a General Meeting of Shareholders is concurrently held in various venues. The venue of a meeting of the General Meeting of Shareholders shall be determined as the venue where the chairperson attends, and it must be within the territory of Vietnam.</p>	<p>According to Clause 14 of the Sample Charter and Clause 1 Article 139 of the Law on Enterprises 2020.</p>

39	Point b, Clause 1, Article 26	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>1. Number, period, method of organisation and location of meetings:</p> <p>...</p> <p>b) The General Meeting of Shareholders must hold an annual meeting within four months from the end of the fiscal year. Where it is impossible to hold a meeting within the above time-limit, at the request of the Board of Directors, the Company may propose the SSC to extend such time-limit for the General Meeting of Shareholders, but not beyond six months from the end of the fiscal year.</p>	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>1. Number, period, method of organisation and venue of meetings:</p> <p>...</p> <p>b) General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors has right to postpone the General Meeting of Shareholders to later date but no later than six (06) months from the end of the fiscal year.</p>	Updated according to the Law on Securities 2019 and the Sample Charter
40	Point e, Clause 3, Article 26	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>3. The extraordinary General Meeting of Shareholders must be convened in the following cases:</p> <p>...</p> <p>e) The Supervisory Board requests to convene a meeting in case it has reason to believe that a member of the Board of</p>	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>3. The extraordinary General Meeting of Shareholders must be convened in the following cases:</p> <p>e) At the request of the Supervisory Board;</p>	According to Point d Clause 1, Article 140 of the Law on Enterprises 2020 and Point d Clause 3 Article 14 of the Sample Charter.

		Directors or key manager commits a serious breach of his or her obligations under Article 160 of the Law on Enterprises or the Board of Directors acts or intends to act out of its authority;		
41	Point c, Clause 4, Article 26	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>c) Where the Supervisory Board fails to convene a meeting as stipulated in clause 4(b) of this Article, the shareholder or group of shareholders stipulated in clause 3(d) of this Article has the right to, in place of the Board of Directors and the Supervisory Board, convene a General Meeting of Shareholders in accordance with Article 136.6 of the Law on Enterprises.</p>	<p><b>Article 26. Convening of a General Meeting of Shareholders</b></p> <p>c) If the Supervisory Board fails to convene a meeting as provided in Point b Clause 4 of this Article, the requesting shareholder or group of shareholders provided in Point d Clause 3 of this Article shall have the right to represent the company to convene the General Meeting of Shareholders according to Clause 4 Article 140 of the Law on Enterprises.</p>	Updated according to current applicable Laws.
42	Point a, Clause 2, Article 27	<p><b>Article 27. Program and agenda of a General Meeting of Shareholders</b></p> <p>2. The convenor of a General Meeting of Shareholders must carry out the following duties:</p> <p>a) Prepare a list of shareholders entitled to</p>	<p><b>Article 27. Program and agenda of a General Meeting of Shareholders</b></p> <p>2. The convenor of a General Meeting of Shareholders must carry out the following duties:</p>	According to Clause 1, Article 141 of the Law on Enterprises 2020 and Point a Clause 2 Article 18 of the Sample Charter.

		attend and vote at a General Meeting of Shareholders. The list of shareholders entitled to attend a General Meeting of Shareholders shall be prepared no earlier than fifteen (15) days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent; to provide information and to resolve any claims relating to the list of shareholders;	a) To prepare a list of shareholders entitled to attend and vote at a General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the meeting invitation to the General Meeting of Shareholders. The Company must disclose information about the list of shareholders who are entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date, to provide information and to resolve any claims related to the list of shareholders;	
43	Point c, Clause 1, Article 27	<b>Article 27. Program and agenda of a General Meeting of Shareholders</b> 2. The convenor of a General Meeting of Shareholders must carry out the following duties:  ... c) draft the resolutions of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting;	<b>Article 27. Program and agenda of a General Meeting of Shareholders</b> 2. The convenor of a General Meeting of Shareholders must carry out the following duties:  ... c) To draft the resolution of the General Meeting of Shareholders; the list and detailed information of candidates in the case of election of members of the Board of Directors, Supervisors;	According to Point đ Clause 5 Article 140 of the Law on Enterprises 2020.
44	Point e, Clause 1, Article 27	<b>Article 27. Program and agenda of a General Meeting of Shareholders</b>	<b>Article 27. Program and agenda of a General Meeting of Shareholders</b>	According to Clause 1 Article 143 of the Law on Enterprises 2020.



	<p>2. The convenor of a General Meeting of Shareholders must carry out the following duties:</p> <p>...</p> <p>e) send a notice of invitation to the meeting to each shareholder entitled to attend the meeting. The invitation to the General Meeting of Shareholders must include the program of the meeting and material information of any issues to be discussed and voted on at the meeting.</p> <p>The notice of invitation to a General Meeting of Shareholders must be sent to all shareholders by registered means, and at the same time published on the website of the Stock Exchange, the SSC (for companies listed or registered for trading) and on the website of the Company. The notice of invitation to a General Meeting of Shareholders must be sent no later than fifteen (15) days prior to the date of such meeting (calculated from the date on which the notice is duly sent or delivered, the date on which the postal charge is paid or the date on which the notice is put in the mailbox).</p>	<p>2. The convenor of a General Meeting of Shareholders must carry out the following duties:</p> <p>...</p> <p>e) To send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting. The meeting invitation must include the program of the meeting and basic information of any issues to be discussed and voted on at the meeting, include name, head office address, enterprise identification number; name, contact address of shareholder, time and venue of the meeting, and other requirements for participants.</p> <p>The meeting invitation to a General Meeting of Shareholders shall be sent by a method guaranteeing it to reach the contact address of shareholders, published on the website of the Stock Exchange, the SSC and posted on the Company's website. Invitations to a General Meeting of Shareholders must be sent to all shareholders at least twenty-one (21) days prior to the meeting date (starting from the date on which the meeting invitation is duly sent or delivered, fees are paid or put in the mailbox).</p>	
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45	Clause 3, Article 27	<p><b>Article 27. Program and agenda of a General Meeting of Shareholders</b></p> <p>3. A shareholder or group of shareholders stipulated in Article 16.1(k) of this Charter may recommend items to be included in the agenda of a General Meeting of Shareholders. .... The convener of a General Meeting of Shareholders may refuse such recommendation in the following cases:</p> <p>...</p> <p>b) At the time of recommendation, the shareholder or group of shareholders is not holding five percent (5%) or more of the total ordinary shares for a period of six (06) consecutive months or more as stipulated in Article 16.1(k) of this Charter;</p>	<p><b>Article 27. Program and agenda of a General Meeting of Shareholders</b></p> <p>3. The shareholder or group of shareholders provided in Point k, Clause 1, Article 16 of this Charter may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation shall be made in writing and sent to the company no later than ten (10) working days prior to the date of opening. .... In case the convener of the General Meeting of Shareholders refuses to give recommendation prescribed in this Article, he/she/they must reply in writing and clearly state the reason two (02) working days at the latest before the opening date of the meeting of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only refuse the recommendation in any of the following cases:</p> <p>...</p> <p>b) At the time of recommendation, the shareholder or group of shareholders is not holding five percent (5%) or more of the total ordinary shares as stipulated in Point k Clause 1 Article 16 of this Charter;</p>	According to Clause 2 Article 115; Point c Clause 1 Article 140 and Clause 3 Article 142 of the Law on Enterprises 2020.
46	Clause 1, Article 28	<p><b>Article 28. Conditions for conducting a General Meeting of Shareholders</b></p> <p>1. The General Meeting of Shareholders</p>	<p><b>Article 28. Conditions for conducting a General Meeting of Shareholders</b></p>	According to Clause 1 Article 145 of the Law on Enterprises 2020.

		shall be conducted when the number of attending Shareholders represents at least fifty-one (51) percent of the total number of voting shares.	1. The meeting of the General Meeting of Shareholders shall be conducted if the number of attending shareholders represents is more than fifty (50) percent of the total number of voting shares;	
47	Point b, Clause 4, Article 28	<p><b>Article 28. Conditions for conducting a General Meeting of Shareholders</b></p> <p>4. A shareholder shall be considered attending and voting at the meeting of the General Meeting of Shareholders in the following cases:</p> <p>b) authorising another to attend and vote at the meeting;</p>	<p><b>Article 28. Conditions for conducting a General Meeting of Shareholders</b></p> <p>4. Shareholders shall be considered attending and voting at a meeting of the General Meeting of Shareholders in the following cases:</p> <p>b) Authorizing other individuals and organizations to attend and vote at the meeting;</p>	According to Point b Clause 3 Article 144 of the Law on Enterprises 2020 and Clause 1 Article 16 of the Sample Charter.
48	Clause 2, Article 29	<p><b>Article 29. Procedures for conducting a General Meeting of Shareholders</b></p> <p>2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards</p>	<p><b>Article 29. Procedures for conducting a General Meeting of Shareholders</b></p> <p>2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized person with voting rights which states registration number, full name of shareholder, full name of authorized person and the number of votes of that shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree. Then there shall be a count of the overall numbers of the</p>	According to Point a, Clause 1 Article 20 of the Sample Charter.

		<p>which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally there shall be a count of the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, which do not agree, and abstentions and invalid votes on each issue shall be announced by the chairman immediately after voting on such issue. The General Meeting of Shareholders shall elect the persons responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairman.</p>	<p>two types of vote to determine the final decision. The voting results shall be announced by the Chairman just before the close of the meeting. The General Meeting of Shareholders shall elect people who are responsible to check the votes or to supervise the counting process of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on a request of the Chairman.</p>	
49	Clause 5, Article 29	<p><b>Article 29. Procedures for conducting a General Meeting of Shareholders</b></p> <p>5. The Chairman, Secretary and Vote-counting committee of a General Meeting of Shareholders shall be stipulated as follows:</p> <p>a) The Chairman of the Board of Directors</p>	<p><b>Article 29. Procedures for conducting a General Meeting of Shareholders</b></p> <p>5. The election of the meeting chairman, secretary and vote counting committee is prescribed as follows:</p> <p>a) The Chairman of the Board of Directors shall act as the chairman or authorize another member of the Board of Directors to act as a</p>	<p>According to Clause 2 Article 146 of the Law on Enterprises 2020.</p>

		<p>shall act as chairman of all meetings which are convened by the Board of Directors. If the Chairman is absent or is temporarily unable to work, the remaining members of the Board of Directors shall select by a majority vote one of them to act as the chairman of the meeting.</p> <p>b) The chairman shall elect one or more persons to act as secretary of the meeting to prepare the minutes of the General Meeting of Shareholders.</p>	<p>chairman of meetings of the General Meeting of Shareholders which are convened by the Board of Directors; if the Chairman is absent or is temporarily unable to work, the remaining members of the Board of Directors shall elect, with the majority principle, one of them to act as the chairman of the meeting; if they fail to elect one who is able to act as a chairman, the Head of the Supervisory Board shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall act as the chairman of the meeting;</p> <p>b) The meeting chairman shall nominate one or a number of persons to act as the secretary of the meeting and to prepare the minutes of the General Meeting of Shareholders.</p> <p>c) The General Meeting of Shareholders shall elect one or a number of persons to the vote counting committee at the proposal of the meeting chairman;</p>	
50	Clause 9, Article 29	<p><b>Article 29. Procedures for conducting a General Meeting of Shareholders</b></p> <p>9. The chairman shall have the right to adjourn a General Meeting of Shareholders for which sufficient attendees have registered as stipulated to another time (maximum time of any</p>	<p><b>Article 29. Procedures for conducting a General Meeting of Shareholders</b></p> <p>9. The chairman shall have the right to adjourn the meeting of the General Meeting of Shareholders for which sufficient attendees have registered for a maximum of 03 working days from the date on which the meeting is intended to open, and may adjourn or change</p>	According to Clause 8 Article 146 of the Law on Enterprises 2020.

		adjournment shall not be more than three (03) days from the date of the proposed opening of the meeting) or to change the location of the meeting in the following cases:	the venue of the meeting only in the following cases:	
51	Clause 1, Article 30	<p><b>Article 30. Cumulative voting</b></p> <p>Before or during a General Meeting of Shareholders, the shareholders have the right to jointly set up a group to nominate candidates to the Board of Directors.</p>	<p><b>Article 30. Cumulative voting</b></p> <p>Before a meeting of the General Meeting of Shareholders, shareholders shall have the right to form a group to nominate candidates and accumulate votes for that candidates.</p>	To ensure that the nomination is carried out effectively and in line with normal practices.
52	Point f, Clause 2, Article 30	<p><b>Article 30. Cumulative voting</b></p> <p>2. The number of candidates which each group is entitled to nominate shall be in accordance with the number of candidates determined by the General Meeting of Shareholders and the ratio of ownership of shares of each group, in particular:</p> <p>f) A shareholder or a group of shareholders holding from sixty percent (60%) to less than seventy percent (70%) of the total shares with voting right is entitled to nominate no more than six (06)</p>	<p><b>Article 30. Cumulative voting</b></p> <p>2. The number of candidates which each group is entitled to nominate depends on the number of candidates, which is determined by the General Meeting of Shareholders, and the ownership ratios of each group, in particular:</p> <p>f) A shareholder or a group of shareholders holding from sixty percent (60%) to less than seventy percent (70%) of the total outstanding shares with voting right is entitled to nominate no more than six (06) candidates to the Board of Directors;</p>	To clarify the basis of calculating rate at Point f

		candidates to the Board of Directors;		
53	Clause 2, Article 31	<p><b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>2. A resolution on the following matters shall be passed if it is agreed by a number of shareholders representing at least 65% of the total votes of all attending shareholders:</p> <p>a) Classes of shares and total number of shares of each class;</p> <p>b) Amendment of or addition to the Charter;</p> <p>c) Sale or purchase of assets of the Company or its affiliates valued at at least 35% of the total value of assets recorded in the most recent audited financial statements of the Company;</p> <p>d) Re-organization or dissolution of the Company.</p>	<p><b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>2. A resolution on the following contents shall be adopted when approved by a number of shareholders representing at least 65% of the total votes of all attending shareholders, except for cases provided in Clauses 4 Article 13 and Clause 1 Article 23 of this Charter:</p> <p>a) Types of shares and total number of shares of each type;</p> <p>b) Investment projects or sale of assets with a value of at least 35% of the total value of assets recorded in the latest financial statements of the Company;</p> <p>c) Reorganization or dissolution of the company;</p> <p>d) Change in business sectors, trades and fields;</p> <p>e) Change in organizational and management structure of the company</p>	According to Clause 1 Article 148 of the Law on Enterprises 2020 and Clause 1 Article 21 of the Sample Charter.
54	Clause 3, Article 31	<p><b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>3. Other resolutions shall be passed if they are agreed by a number of shareholders</p>	<p><b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>3. Other resolutions shall be adopted when approved by a number of shareholders representing more than fifty percent (50%) of</p>	According to Clause 2 Article 148 of the Law on Enterprises 2020.

		representing at least 51% of total number of votes of all attending shareholders, except for the cases stipulated in clauses 2 and 4 of this Article.	the total votes of all attending shareholders, except for cases provided in Clauses 2, Clause 4 Article 13 and Clause 1 Article 25 of this Charter	
55	Clause 7, Article 31	<p><b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>7. The Board of Directors shall prepare written opinion forms, a draft of the resolutions of the General Meeting of Shareholders, and other documents explaining the draft resolutions. The written opinion forms, the draft of the resolutions of the General Meeting of Shareholders, and other explanatory documents must be sent to all shareholders by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable notice period for the shareholders ‘consideration and voting, and must be sent at least fifteen (15) days prior to the expiry of the time limit for receipt of the written opinion forms.</p>	<p><b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>7. The Board of Directors shall prepare the written opinion form, a draft of the resolution of the General Meeting of Shareholders, documents explaining the draft resolution. The written opinion forms, the draft of the resolutions of the General Meeting of Shareholders, and other explanatory documents must be sent to all shareholders by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable period of time for shareholders’ consideration and voting and must be sent at least ten (10) days before the deadline for receiving shareholders’ voting papers.</p>	According to Clause 2 Article 149 of the Law on Enterprises 2020.



56	Point c, Clause 8, Article 31	<p><b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>8. The written opinion form must contain the following basic details:...</p> <p>c) Full name, permanent residential address, nationality, and the number of citizen's identity card, people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; name, enterprise code or number of establishment decision, head office address of a shareholder being an organization or full name, permanent residential address, nationality, number of citizen's identity card, people's identity card or passport or other lawful personal identification of the authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;</p>	<p><b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>8. The written opinion form must contain the following principal details: ...</p> <p>c) Full name, contact address, nationality, serial number of legal documents for an individual shareholder; name, enterprise identification number or serial number of legal documents, head office address for an institutional shareholder or full name, contact address, nationality, serial number of personal legal documents for the institutional shareholder's representative; the number of shares of each type and number of voting of each shareholder;</p>	According to <b>Point c</b> Clause 3 Article 149 of the Law on Enterprises 2020.
57	Clause 10, Article 31	<p><b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>10. The Board of Directors shall organize</p>	<p><b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b></p> <p>10. The written opinion form must contain the</p>	According to Clause 5 Article 149 of the Law on Enterprises 2020.

		the vote-counting and prepare the minutes of vote-counting in the presence of the Supervisory Board or of shareholders not holding managerial positions in the Company.	following principal details: The Board of Directors shall organize the counting of the votes and shall prepare minutes of the counting of the votes in the presence and supervision of the Supervisory Board or of a shareholder who does not hold a managerial in the company.	
58	Clause 11, Article 31	<b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b> 11. The vote counting minutes must be published on the website of the Company no later than twenty four (24) hours after completion of the vote counting and must be sent to the shareholders within fifteen (15) days from the date of completion of the vote counting.	<b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b> 11. The minutes of vote counting results and resolutions must be published on the website of the Company within twenty four (24) hours after completion of the vote counting or must be sent to shareholders within 15 days from the date the vote counting ends	According to Clause 6 Article 149 and Clause 5 Article 150 of the Law on Enterprises 2020.
59	Clause 13, Article 31	<b>Article 31. Adoption of resolutions of the General Meeting of Shareholders</b> ... 13. Where a resolution is passed by way of collection of written opinions, a resolution of the General Meeting of Shareholders shall be passed when it is agreed by a number of shareholders representing at least fifty-one (51) percent	<b>Article 31. Approval of resolutions of the General Meeting of Shareholders</b> ... 13. If adopted by collecting written opinions, a resolution of the General Meeting of Shareholders shall be adopted when it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders entitled to vote for	According to Clause 4 Article 148 of the Law on Enterprises 2020.

		of the total votes and shall have the same validity as a resolution passed in a General Meeting of Shareholders	approval and shall have the same validity as a resolution adopted in a General Meeting of Shareholders.	
60	Clause 2, Article 32	<p><b>Article 32. Effectiveness of resolutions of the General Meeting of Shareholders</b></p> <p>2. In the event where a shareholder, group of shareholders or member of the Board of Directors requests a claim or directly makes a claim regarding a resolution which has been passed by the General Meeting of Shareholders, such resolution shall remain effective until otherwise resolved by the competent court or arbitrator, unless there are any provisional measures applied to such resolution by the competent authorities.</p>	<p><b>Article 32. Effect of the General Meeting of Shareholders' resolutions</b></p> <p>2. If a shareholder or a group of shareholders requests a court or an arbitration to revoke a General Meeting of Shareholders' resolution, such resolution still continues to be effective until the effective date of a court, arbitration's decision on cancellation of such resolution, except the case of application of a provisional urgent measure under a competent agency's decision.</p>	According to Article 152 of the Law on Enterprises 2020.
61	Article 33	<p><b>Article 33. Request for cancellation of resolutions of the General Meeting of Shareholders</b></p> <p>Within ninety (90) days from the date of receipt of the minutes of a General Meeting of Shareholders or the minutes of the results of vote-counting by way of written opinions from the General Meeting of Shareholders, a shareholder,</p>	<p><b>Article 33. Request for revocation of resolutions of the General Meeting of Shareholders</b></p> <p>Within 90 days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results regarding the solicitation of opinions from the General Meeting of Shareholders, shareholders or groups of shareholders shall have the right to</p>	According to Article 151 of the Law on Enterprises 2020.

		<p>member of the Board of Directors, member of the Supervisory Board or the Chief Executive Officer has the right to request a court or an arbitrator to consider and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:</p> <p>1) The sequence and procedures for convening a meeting or collecting opinion of the General Meeting of Shareholders and issuing a decision of the General Meeting of Shareholders did not comply with the Law on Enterprises and the Charter of the Company, except in the case stipulated in Article 31.5 of this Charter.</p> <p>2) The sequence and procedures of passing the resolutions or the contents of the resolutions violate the Laws or the Charter of the Company.</p> <p>...</p>	<p>request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases:</p> <p>1) The order, procedures for convening and issuing resolutions of the General Meeting of Shareholders seriously violates regulations of the Law on Enterprises and the Company's Charter, except for cases prescribed in Clause 5, Article 31 of this Charter;</p> <p>2) The order, procedures for approval and resolution content violates the laws or the Company's Charter...</p>	
62	Clause 3, Article 34	<p><b>Article 34. Minutes of a General Meeting of Shareholders</b></p> <p>3. The chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the meeting minutes. The meeting minutes must be published on the website of the Company within twenty four (24)</p>	<p><b>Article 34. Minutes of the meeting of the General Meeting of Shareholders</b></p> <p>3. In case the chairman, secretary refuses to sign in the meeting minutes, such minutes shall be valid if it is signed by all other attending members of the Board of Directors and fully contains contents as prescribed in this Clause. The meeting minutes must clearly specify such refusal. The chairman, secretary or people who</p>	According to Point 1 Clause 1 Article 150 of the Law on Enterprises 2020.

		hours or delivered to all the shareholders within fifteen (15) days from the date of closing of the relevant meeting	signed on such minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the meeting minutes. The meeting minutes must be published on the website of the Company within twenty four (24) hours or delivered to all the shareholders within fifteen (15) days from the date of closing of the meeting.	
63	Clause 4, Article 34	<p><b>Article 34. Minutes of a General Meeting of Shareholders</b></p> <p>4. Minutes of the General Meeting of Shareholders are deemed as authentic evidence of the work conducted at the meeting, unless there is an opposition to the contents of the meeting minutes which is raised in accordance with the applicable procedures within ten (10) days of delivery of such meeting minutes.</p>	<p><b>Article 34. Minutes of the meeting of the General Meeting of Shareholders</b></p> <p>4. Minutes of the meeting of the General Meeting of Shareholders are deemed as authentic evidence of the work conducted at the meeting.</p>	Updated according to the new Charter Template; There is no relevant content
64	Clause 5, Article 34	<p><b>Article 34. Minutes of a General Meeting of Shareholders</b></p> <p>5. The person who chaired the meeting shall be responsible for arrangement of filing the meeting minutes at the head office of the Company, the annex listing shareholders registered to attend the</p>	<p><b>Article 34. Minutes of the meeting of the General Meeting of Shareholders</b></p> <p>5. The person who chaired the meeting of the General Meeting of Shareholders shall be responsible for filing the meeting minutes, the annex list of shareholders registered to attend the meeting with their signatures and authorized documents. All resolutions which were passed and other documents attached to the invitation of the meeting must be</p>	According to Clause 4 Article 23 of the Sample Charter.

		meeting, all resolutions which have been passed and other documents attached to the invitation of such meeting.	disclosed according to regulation on information disclosure on the stock market and must be stored at the head office of the Company.	
65	Clause 2, Article 35	<p><b>Article 35. Powers of the Board of Directors</b></p> <p>2. Rights and obligations of the Board of Directors:</p> <p>...</p> <p>f) To make decisions on the price of shares, bonds and other convertible securities issued by the Company as authorised by the General Meeting of Shareholders;</p> <p>g) To make decisions on redemption of up to 5% of the total issued shares of each class of shares already issued within each period of twelve (12) months; to make decisions on offer for sale and distribution of bonuses in the form of treasury shares in accordance with methods in compliance with the Law;</p> <p>...</p> <p>i) To make decisions on market development, marketing or technology solutions; to approve any sale, purchase</p>	<p><b>Article 35. Authorities of the Board of Directors</b></p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>...</p> <p>f) To decide on the price of shares, bonds and other convertible securities issued by the Company</p> <p>g) To decide on share redemptions of up to 10% of the total issued shares of each class of shares which were already issued within each twelve (12) month period; to decide on the redemption prices or withdrawing prices of the Company's shares; to decide on share offering plans, bonus share distributions in accordance with applicable Laws;</p> <p>...</p> <p>i) To decide on market development, marketing and technology solutions; through signing, amendment, supplementation, cancellation of contracts for sale, purchase, borrowing, lending and other contracts valued</p>	<ul style="list-style-type: none"> <li>- Point f: According to Point g Clause 2 Article 153 of the Law on Enterprises 2020.</li> <li>- Point g: According Clause 1 Article 133 of the Law on Enterprises 2020.</li> <li>- Point i: Revised (1) to provide clarity on the content stated in the Point h Clause 2 Article 153 of the Law on Enterprises 2020, and (2) to supplement additional content related to amendment, cancellation, and supplement of a contract to clarify the Board of Directors' authorities which were moved up from the Point c Clause 3 of this Article (as the Article 3 was removed).</li> <li>- Point j: To supplement the right to appoint, dismiss, remove the Chairman of the Board of Directors according to Point i Clause 2 Article 153 of the Law on Enterprises 2020. To supplement the right to appoint, dismiss, remove the Person in charge</li> </ul>

	<p>or loan agreement or any other agreements valued at thirty-five percent (35%) or more of the total value of assets as recorded in the most recent financial statement of the Company, except for any agreement or transaction between the Company and any Related Person;</p> <p>j) To appoint, dismiss, remove, enter into or terminate contracts with the Chief Executive Officer, the Deputy Chief Executive Officers and other important managerial personnels, to decide the salaries and other benefits of such managerial personnel; to appoint authorised representatives to exercise the right of ownership of shares or capital contribution portion in any other company and determine wages and benefits of such authorised representatives</p> <p>...</p> <p>m) To make decisions on the structure and internal management regulations as approved by the General Meeting of Shareholders to ensure the best interests for the shareholders, to make decisions on establishment of subsidiary, branch, transaction office, representative office, or capital contribution or acquisition of</p>	<p>at thirty-five percent (35%) or more of the total value of assets as recorded in the most recent financial statement of the Company, except for any contract, transaction under the management competence of the General Meeting of Shareholders specified at Point d Clause 2 Article 138 and Clause 1 and Clause 3 Article 167 of the Law on Enterprises;</p> <p>j) To appoint, dismiss, remove the Chairman of the Board of Directors, the Person in charge of Corporate Governance; to appoint, dismiss, remove from office and sign contracts or terminate contracts with the Chief Executive Officer, the Deputy Chief Executive Officers and other key managers of the company, to decide on salaries and other benefits of such managers; to appoint an authorised representatives to exercise the right of ownership of shares or capital contribution portion in another company and decide on the level of remuneration and other benefits of such persons;</p> <p>...</p> <p>m) To decide on the organizational structure and internal management regulations, to decide on establishment of subsidiaries, branches, transaction offices, representative offices, or capital contribution or acquisition of shares in</p>	<p>of Corporate Governance according to Clause 7 Article 278 of the Decree 155/2020/NĐ-CP.</p> <ul style="list-style-type: none"> <li>- Point m: Update according to new Charter Template and content transferred from the Point g Clause 3 of this Article (as the Article 3 was removed)</li> <li>- To remove Point v: Updated according to the content transferred from Point k Clause 3 of this Article (as the Article 3 was removed)</li> <li>- To supplement Point x: according to Point q Clause 2 Article 27 of the Charter Template and to supplement the authorities of the Board of Directors according to Article 18 of the Regulation on conducting virtual general meeting and online voting as approved by the General Meeting of the Shareholders.</li> <li>- To supplement Point y: according to Clause 3 Article 36 of the Law on Enterprises 2020 and content transferred from Point h Clause 3 of this Article (as the Article 3 was removed)</li> <li>- To supplement Point z: according to HSC' current corporate</li> </ul>
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		<p>shares in any other company as stipulated in the Laws and Charter of the Company;</p> <p>....</p> <p>v) To approve any transactions which are not in the scope of business plans or financial plans submitted by the Chief Executive Officer or the Executive Management Board (if any);</p> <p>...</p>	<p>other company as stipulated in the Laws and Charter of the Company;</p> <p>...</p> <p>v) To approve any transactions which are not in the scope of business plans or financial plans submitted by the Chief Executive Officer or the Executive Management Board (if any); business issues or transactions in which the Board of Directors, within the scope of their authorities and responsibilities, has right to approve;</p> <p>...</p> <p>x) To approve the issuance of Regulation on operation of the Board of Directors and Internal Regulation on Corporate Governance as approved by the General Meeting of Shareholders and which must be disclosed on the Company's website; to approve the issuance of Regulation on operation of the Auditing Committee under the Board of Directors and to approve the issuance of regulation on information disclosure and other internal regulations of the Company. To approve the amendment of the Regulation on conducting Virtual General Meeting and online voting as authorized by the General Meeting of the Shareholders.</p> <p>y) To determine values of assets used as</p>	<p>regulation and Clause 2 Article 8 of the Circular 121/2020/TT-BTC.</p>
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			<p>contributed capital in the share or bond issuances of the Company including gold, land use right, intellectual property right, technology and technology know-how;</p> <p>z) To select auditor in the list of financial statement auditors that is approved or authorized by the General Meeting of Shareholders.</p>	
66	<p>Clause 3, Article 35</p>	<p><b>Article 35. Powers of the Board of Directors</b></p> <p>1. The following matters must be approved by the Board of Directors:</p> <p>a) Establishment of any branch or representative office of the Company;</p> <p>b) Establishment of any subsidiary of the Company;</p> <p>c) Within the scope of Article 149.2 of the Law on Enterprises and unless otherwise stipulated in Articles 135.2 and 162.1 and 162.3 of the Law on Enterprises which require approval from the General Meeting of Shareholders, the Board of Directors may make decisions on implementation, amendment and termination of any contract to which the Company is a party;</p>	<p>To remove this Article</p>	<p>Updated according to current Charter Template; there is no specific content needs to be approved. Therefore, some contents of Clause 3 shall be moved to Clause 2 of this Article</p>

	<p>d) Appointment or dismissal of any person authorised to be commercial agent or attorney of the Company;</p> <p>e) Borrowing and execution of mortgages, guarantees and compensations of the Company;</p> <p>f) Amounts of investment which are not in the business plan or budget or which are more than 10% of the value of the annual business plan and buget;</p> <p>g) Sale or purchase of shares or capital contribution portions in any other companies established in Vietnam or overseas;</p> <p>h) Evaluation of non-cash assets contributed to the Company relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technologies and technological know-how;</p> <p>i) Purchase or acquisition of up to 5% of total shares of each class which have been offered for sale within twelve (12) months;</p>		
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		<p>j) To make decisions on purchase or redemption price of shares of the Company;</p> <p>k) Other business matters or transactions which, at the Board of Directors's discretion, require its approval within its powers and responsibilities.</p>		
67	<p>Clause 7, Article 35 (according to HSC's current Charter)</p>	<p><b>Article 35. Powers of the Board of Directors</b></p> <p>7. The Board of Directors shall report its operations to the General Meeting of Shareholders, specifically regarding its supervision of the Chief Executive Officer and other managing officers during a fiscal year. If the Board of Directors fails to make such report to the General Meeting of Shareholders, the relevant annual financial statements of the Company shall be deemed invalid and not approved by the Board of Directors</p>	<p><b>Article 35. Authorities of the Board of Directors</b></p> <p>6. The Board of Directors shall report its operations to the General Meeting of Shareholders, in particular the supervision of the Chief Executive Officer and other managing directors during a fiscal year.</p>	<p>Updated as the current Charter Template does not include the related content.</p>
68	<p>Clause 9, Article 35 (according to HSC's current Charter)</p>	<p><b>Article 35. Powers of the Board of Directors</b></p> <p>9. If a resolution which has been passed by the Board of Directors is found to be unlawful or in violation of the management regulations or this Charter of the Company, any shareholders who owns</p>	<p><b>Article 35. Authorities of the Board of Directors</b></p> <p>8. If the Board of Directors passes a resolution or decision which is contrary to the law, General Meeting of Shareholders' resolutions, company charter, causing damage to the company, the members who agreed to pass</p>	<p>Updated according to current Charter Template and Clause 4 Article 153 of the Law on Enterprises 2020.</p>

		shares of the Company for a continuous period of at least 01 year or the Supervisory Board may request the Company to immediately cancel such resolution and relevant decisions.	such resolution, decision must be jointly liable for that resolution, decision and shall compensate the company for the damage; any member who opposed the passage of such resolution, decision shall be exempted from liability. In such case, the company's shareholders may request a court to suspend the implementation or cancel such resolution, decision.	
69	Clause 10, Article 35 (according to HSC's current Charter)	<p><b>Article 35. Powers of the Board of Directors</b></p> <p>10. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>a) Rights of members of the Board of Directors:</p> <p>+ Members of the Board of Directors shall be entitled to remuneration for work and bonuses. Remuneration for work shall be calculated on the basis of the number of working days necessary to fulfill the duties of the members of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate a rate of remuneration for each member on the principle of unanimous agreement or equal division if no agreement is reached. The total amount of remuneration for the Board of Directors shall be decided by the General Meeting</p>	<p><b>Article 35. Authorities of the Board of Directors</b></p> <p>9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>a) Rights of members of the Board of Directors:</p> <p>+ Members of the Board of Directors shall be entitled to remuneration for work and bonuses. The Board of Directors shall estimate a rate of remuneration for each member on the principle of unanimous agreement or equal division if no agreement is reached. The total amount of remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting;</p>	Revised to be aligned with normal practices

		of Shareholders at the annual meeting;		
70	Clause 1, Article 36	<p><b>Article 36. Composition, term and number of members of the Board of Directors</b></p> <p>1. The Board of Directors of the Company shall have between five (05) to eleven (11) members. At least half (1/2) of the members of the Board of Directors must permanently reside in Vietnam. The structure of the Board of Directors must: ensure the balance between the members with knowledges and experience in law, finance and securities; ensure a balance between members holding managerial positions and members not holding managerial positions, in which at least one-third (1/3) of the total members of the Board of Directors must be non-executive members of the Board of Directors and 1/3 of the total members of the Board of Directors are independent.</p>	<p><b>Article 36. Composition, Term of office and numbers of members of the Board of Directors</b></p> <p>1. The Board of Directors of the Company shall have between five (05) to eleven (11) members, the specific number of members of the Board of Directors shall be approved by the General Meeting of Shareholders. The structure of the Board of Directors must ensure that at least one third of the number of members of the Board of Directors are non-executive members; and the number of independent members of the Board of Directors in each term must ensure:</p> <p>a) At least 01 independent member if the Board of Directors has 05 members;</p> <p>b) At least 02 independent members if the Board of Directors has between 06 and 08 members;</p> <p>c) At least 03 independent members if the Board of Directors has between 09 and 11 members.</p>	According to Clause 1 Article 154 of the Law on Enterprises 2020, Clause 1 Article 26 of the Charter Template and Clause 4 Article 276 of the Decree 155/2020/NĐ-CP.
71	Clause 2, Article 36	<p><b>Article 36. Composition, term and number of members of the Board of Directors</b></p> <p>2. The term of the Board of Directors shall</p>	<p><b>Article 36. Composition, Term of office and numbers of members of the Board of Directors</b></p> <p>2. The term of office of Board of Directors is</p>	According to Clause 2 Article 154 of the Law on Enterprises 2020.

		<p>be five (05) years and the term of office of each member of the Board of Directors shall not exceed five (05) years. The members of the Board of Directors may be reappointed for unlimited terms. The term of office of an additional member or a member who replaces a member who was disqualified, dismissed or removed during a term of office shall be the residual period of the term of the Board of Directors.</p>	<p>five (05) years and the term of office of Board of Directors' members must not exceed 05 years. Members of the Board of Directors may be re-elected for an unlimited number of terms. Each member may only be elected to be an independent member of the Board of Directors for a company for no more than 02 consecutive terms. The term of office of an additional member or a member who replaces a member who was disqualified, dismissed or removed during a term of office shall be the remaining period of the existing term of the Board of Directors.</p>	
72	<p>Clause 4, Article 36</p>	<p><b>Article 36. Composition, term and number of members of the Board of Directors</b></p> <p>4. Where the candidates to the Board of Directors are determined prior to a General Meeting of Shareholders, information of such candidates must be included in the meeting documents and published on the website of the Company at least 10 days before the date of the meeting for the shareholders to consider before voting. The candidates to the Board of Directors must commit in writing to the truthfulness, accuracy and rationality of the published personal information and must commit to perform their duties in an honest way if they</p>	<p><b>Article 36. Composition, Term of office and numbers of members of the Board of Directors</b></p> <p>When the candidates for a Board of Directors have been identified, the information related to them must be published at least 10 days before the opening day of the meeting of the Shareholders' General Meeting on the website of the company so that shareholders can find out information about the candidates before voting. .... Information related to the candidates for members of the Board of Directors to be disclosed includes:  Full name, date of birth;  Professional qualifications;  Working process; and  Other managerial titles;</p>	<p>According to Clause 1 Article 274 of the Decree 155/2020/NĐ-CP.</p>

	<p>become the members of the Board of Directors. Information of a candidate to the Board of Directors must contain the followings: identity of the candidate; identity of the shareholder or group of shareholders nominating such candidate (if any); age and educational qualifications of the candidate; experiences and professional qualifications of the candidate; the positions which the candidate is holding; report of assessment of the contributions of the candidate as a member of the Board of Directors to the Company in case of a renominated candidate; relationship of the candidate with the Company; position in the board of directors or other important positions which the candidate is holding or is nominated in any other company; relationship of the candidate with other Related Person in the Company; relationship of the candidate with main business partners of the Company; relevant information on financial status of the candidate and any other matter which may have an impact on the duties or ability to work independently of the candidate as a member of the Board of Directors; or declination of the candidate to provide the information requested by the Company (if any).</p>		
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73	Supplement to Clause 6, Article 36		<p><b>Article 36. Composition, Term of office and numbers of members of the Board of Directors</b></p> <p>6. The Company shall take responsibilities for disclosing information about companies in which a candidate is holding the title of a member of their Board of Directors, other managerial titles and interests related to the company of the candidate for member of the Board of Directors (if any).</p>	Supplement according to Clause 1, Article 274 of the Decree 155/2020/NĐ-CP and Point g, Clause 1, Article 25 of the Charter Template
74	Clause 2, 3, and 5, Article 37	<p><b>Article 37. Standard and conditions for acting as members of the Board of Directors</b></p> <p>2. Have professional expertise and experience in business management or the securities, finance or banking sectors;</p> <p>3. Not be the director (general director), a member of the board of directors or a member of the members' council of another securities company; not act concurrently as a member of the boards of directors of more than five (5) other companies (in the case of a listing company).</p> <p>....</p> <p>5. A member of the Board of Directors shall not be the spouse, natural parent,</p>	<p><b>Article 37. Criteria and conditions for acting as members of the Board of Directors</b></p> <p>2. Possessing professional qualifications and experience in business administration or experience in one of fields as securities, finance, banking, legal.</p> <p>3. Not be the Director (Chief Executive Officer), a member of the Board of Directors or a member of the members' council of another securities company; not concurrently act as a member of the boards of directors of more than five (5) years in other companies.</p> <p>.....</p> <p><del>5. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive</del></p>	According to Clause 1 Article 155 of the Law on Enterprises 2020 and Clause 3 Article 275 of the Decree 155/2020/NĐ-CP



		natural child, adoptive parent, adopted child, sibling, brother-in-law or sister-in-law of the Chief Executive Officer or any other managerial personnel of the Company.	<del>mother, biological child, adopted child or sibling is members of the Board of Director, Chief Executive Officer and other managers of the Company</del>	
75	Clause 3, Article 38	<p><b>Article 38. Meetings and meeting minutes of the Board of Directors</b></p> <p>3. .... The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (7) days of receipt of a request in the following cases:</p> <p>a. Receiving a request from the Supervisory Board;</p> <p>b. Receiving a request from the Chief Executive Officer or from at least five (05) other managerial personnel;</p> <p>c. Receiving a request from any independent member of the Board of Directors;</p> <p>d. Receiving a request from at least two (02) executive members of the Board of Directors;</p>	<p><b>Article 38. Meetings of the Board of Directors and meeting minutes</b></p> <p>3. ... The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:</p> <p>a. At the request of the Supervisory Board or an independent member of the Board of Directors;</p> <p>b. Receiving a request from the Chief Executive Officer or from at least five (05) other managers;</p> <p>c. At the request of independent member of the Board of Directors;</p> <p>d. At the request of at least 02 members of the Board of Directors;</p>	According to Point c Clause 3 Article 157 of the Law on Enterprises 2020.

76	Clause 6, Article 38	<p><b>Article 38. Meetings and meeting minutes of the Board of Directors</b></p> <p>6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations to such meeting to the members of the Board of Directors, Supervisory Board and Chief Executive Officer no later than five (05) working days prior to the date of the meeting.</p>	<p><b>Article 38. Meetings of the Board of Directors and meeting minutes</b></p> <p>6. The chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a meeting invitation at least three (03) working days prior to the date of meeting to all members of the Board of Directors, the Supervisory Board and Chief Executive Officer.</p>	According to Clause 6, Article 157 of the Law on Enterprises 2020.
77	Clause 13, Article 38	<p><b>Article 38. Meetings and meeting minutes of the Board of Directors</b></p> <p>13. All meetings of the Board of Directors must be minuted and may be sound recorded, or recorded and stored in other electronic forms at the head office of the Company. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language. Minutes prepared in Vietnamese and foreign languages shall have equal validity. In the case of any difference in the contents of the minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail. Minutes must be signed by all members attending</p>	<p><b>Article 38. Meetings of the Board of Directors and meeting minutes</b></p> <p>13. All meetings of the Board of Directors must be recorded in minutes and may be sound-recorded, recorded and stored in other electronic forms and shall be archived at the company's head office. Minutes shall be prepared in Vietnamese and may be in an additional foreign language. Minutes in Vietnamese and minutes in a foreign language shall be equal validity. If there are any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall be applied. Minutes must be signed by all members attending the meeting. If the chairman, minutes recorder refuses to sign in the meeting minutes, but such minutes is signed by the remaining members of the Board of Directors and contains sufficient</p>	According to Clause 2, Clause 3, Article 158 of the Law on Enterprises 2020.

		<p>the meeting. If a resolution of the Board of Directors has been passed in accordance with the Laws but there is a member who refuses to sign the minutes, his or her signature confirming his or her attendance at the meeting is considered as being included on the minutes. Minutes must have all contents in accordance with the Law on Enterprises. The chairman and the person writing the minutes must be responsible for the accuracy and truthfulness of the minutes of meetings of the Board of Directors.</p>	<p>contents according to the Laws, it shall be valid. If a resolution of the Board of Directors has been passed in accordance with applicable Laws but a member refuses to sign off the minute, his or her signature confirming his or her attendance at the meeting is considered his or her signature on the minute. Meeting minutes must include sufficient principal contents according to the Law on Enterprises. The chairman, the minute's recorder and others signing in the minutes must be jointly liable for the accuracy and trustfulness of the minutes of meetings of the Board of Directors.</p>	
78	Clause 16, Article 38	<p><b>Article 38. Meetings and meeting minutes of the Board of Directors</b></p> <p>16. The Chairman of the Board of Directors is responsible to deliver the minutes of a meeting of the Board to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection to the contents of the minutes provided within ten (10) days from the date of delivery. The minutes of a meeting of the Board of Directors must be prepared in Vietnamese and must bear the</p>	<p><b>Article 38. Meetings of the Board of Directors and meeting minutes</b></p> <p>16. The Chairman of the Board of Directors is responsible for circulating the minute of a meeting of the Board to other members, and such minute shall be the authentic evidence of the work carried out at that meeting. Minute of a meeting of the Board of Directors must be prepared in Vietnamese and must be signed off by all members of the Board of Directors attending the meeting. If the minute is made in multiple copies, each copy must be signed off by least one (1) member of the Board of</p>	Updated according to the current Charter Template.

		signatures of all members of the Board of Directors attending the meeting. If the minutes are made in multiple copies, each copy must bear the signature of at least one (1) member of the Board of Directors attending the meeting.	Directors attending the meeting.	
79	Point c, Clause 1, Article 39	<p><b>Article 39. Dismissal, removal and addition of members of the Board of Directors</b></p> <p>1. A member of the Board of Directors shall be discharged in the following cases:</p> <p>...c) There is a resignation letter by such member;</p>	<p><b>Article 39. Dismissal, removal and addition of members of the Board of Directors</b></p> <p>1. A member of the Board of Directors shall be relieved of duty in the following cases:</p> <p>...c) Having submitted a resignation letter which is approved</p>	Updated according to Point b Clause 1 Article 160 of the Law on Enterprises 2020.
80	Point a and Point e, Clause 2, Article 40	<p><b>Article 40. Independent and non-executive members of Board of Directors</b></p> <p>2. An independent member of Board of Directors is a member who does not directly or indirectly benefit from the Company, and must not be a manager, employee or related party of the Company. An independent member of the Board of Directors must satisfy the</p>	<p><b>Article 40. Independent and non-executive members of Board of Directors</b></p> <p>2. Independent members of the Board of Directors are member of the Board of Directors and must meet the following criteria and conditions:</p> <p>a) Not working for the same company, parent company or a subsidiary of the company; not used to work for the same company, parent company or a subsidiary of the company during at least 03 previous consecutive years;</p>	Updated according to Clause 2 Article 155 of the Law on Enterprises 2020.

		<p>following requirements:</p> <p>a) Not being a person currently working for the Company or any subsidiary of the Company; and not being a person having worked for the Company or any subsidiary of the Company for at least three preceding years;</p> <p>...</p> <p>e) Not being a person having been a member of the Board of Directors or the Supervisory Board of the Company for at least five preceding years.</p>	<p>...</p> <p>e) Not being a person who used to be a member of the Board of Directors, Supervisory Board of the company during at least 05 previous consecutive years; except for case of being consecutively appointed for 02 terms.</p>	
81	Clause 2, Article 41	<p><b>Article 41. Chairman of the Board of Directors</b></p> <p>2. The Chairman of the Board of Directors shall not concurrently act as the Chief Executive Officer, unless otherwise approved by the General Meeting of Shareholders. The annual General Meeting of Shareholders shall approve the Chairman of the Board of Directors concurrently acting as the Chief Executive Officer.</p>	<p><b>Article 41. Chairman of the Board of Directors</b></p> <p>2. The Chairman of the Board of Directors shall not be a Chief Executive Officer at the same time</p>	According to Clause 2 Article 156 of the Law on Enterprises 2020.

82	Article 42	<p><b>Article 42. Internal Audit Committee and Risk Management Committee of the Board of Directors</b></p> <p>1. The Internal Audit Committee conducts its role on an independent, honest, objective and confidential basis. Details of functions and responsibilities of the Internal Audit Committee are as follows:</p> <p>.....</p> <p>3. Requirements on personnel of the Internal Audit Committee:</p>	<p><b>Article 42. Internal Audit Committee and Risk Management Committee of the Board of Directors</b></p> <p>1. The Internal Audit Committee conducts its role on an independent, honest, objective and confidential basis. Details of functions and responsibilities of the Internal Audit Committee are as follows:</p> <p>.....</p> <p>3. Requirements on personnel of the Internal Audit Committee:</p>	To revised the name of the committee in Vietnamese
83	Point a, Clause 4, Article 45	<p><b>Article 45. Members, duties and powers of the Executive Management Board</b></p> <p>4. Duties and powers of the Chief Executive Officer</p> <p>a) To make decisions on issues relating to the day-to-day business of the Company which do not require to be approved by the Board of Directors, including executing financial and commercial contracts on behalf of the Company and organizing and operating daily business activities of</p>	<p><b>Article 45. Members, duties and powers of the Executive Management Board</b></p> <p>4. Duties and Authorities of the Chief Executive Officer</p> <p>a) To make decisions on issues related to the Company’s daily operations which are not required to be approved by the Board of Directors</p>	According to the current Charter Template, there is no relevant content.

		the Company in accordance with the best management practices;		
84	Clause 2, Article 48	<p><b>Article 48. Internal Control Section and Risk Management Section under the management of the Executive Management Board</b></p> <p>2.. A person working in the internal control section must satisfy the following requirements:</p> <p>.....</p>	<p><b>Article 48. Internal Control Section and Risk Management Section under the management of the Executive Management Board</b></p> <p>2. Personnel requirements of the internal control section</p> <p>.....</p> <p>f). To assign at least one (01) staff to act as a compliance controller.</p>	According to Clause 4 Article 12 of the Circular 121/2020/TT-BTC
85	Clause 1, Article 49	<p><b>Article 49. Person in charge of company governance</b></p> <p>1. The Board of Directors must appoint at least one (1) person to act as the person in charge of corporate governance in order to assist corporate governance to be carried out effectively. The term of office of such person shall be decided by the Board of Directors, but shall be a maximum of five (5) years.</p>	<p><b>Article 49. Persons in charge of company governance</b></p> <p>1.. The Board of Directors must nominate at least one (01) person in charge of company governance to support company governance. The person in charge of company governance can concurrently take over the position as the company secretary as specified in Clause 5, Article 152 of the Law on Enterprises.</p>	Updated according to Clause 1 Article 281 of the Decree 155/NĐ-CP and Article of the charter template.
86	Point d, Clause 1,	<p><b>Article 50. Duties and powers of the Supervisory Board</b></p>	<p><b>Article 50. Rights and obligations of the Supervisory Board</b></p>	According to Clause 1 Article 288 of the Decree 155/NĐ-CP and

	Article 50	<p>1. Duties of the Supervisory Board:</p> <p>...</p> <p>d) To propose selection of independent auditing companies, auditing fees and all related matters;</p>	<p>1. Obligation of the Supervisory Board</p> <p>...</p> <p>d) To propose selection of independent auditing companies, auditing fees and all related matters; to propose the Shareholders' General Meeting to approve the list of audit firms approved to audit the company's financial statements; decide the audit firm approved to inspect the company's operations, dismiss the approved auditor when necessary.</p>	Clause 1 Article 39 of the charter template.
87	Point o, Clause 1, Article 50	<p><b>Article 50. Duties and powers of the Supervisory Board</b></p> <p>1. Duties of the Supervisory Board:</p> <p>...</p> <p>o) Upon request for initiation of a legal action by a shareholder or group of shareholders as stipulated in Article 16.1(i), the Supervisory Board must make a response in writing confirming receipt of the request for initiation of a legal action and carry out the procedures for initiation of the legal action at the request of the shareholder within a period of fifteen (15) days from the date of receipt of the request for initiation of a legal action;</p>	To remove this Point entirely	According to current charter template, there is no relevant content.



88	Point s and t, Clause 1, Article 50	<p><b>Article 50. Duties and powers of the Supervisory Board</b></p> <p>1. Duties of the Supervisory Board:</p> <p>...</p> <p>s) Where a supervisor is aware that the members of the Board of Directors or members of the Executive Management Board breach the Law, the principles for administration and the Charter of the Company resulting in a violation of the rights and interests of the Company, but fails to report and to perform his or her stipulated responsibilities, such supervisor shall be responsible for the matters</p> <p>t) To develop a control process for approval by the General Meeting of Shareholders;</p>	<p><b>Article 50. Rights and obligations of the Supervisory Board</b></p> <p>1. Obligation of the Supervisory Board</p> <p>...</p> <p><del>s) Where a supervisor is aware that the members of the Board of Directors or members of the Executive Management Board breach the Law, the principles for administration and the Charter of the Company resulting in a violation of the rights and interests of the Company, but fails to report and to perform his or her stipulated responsibilities, such supervisor shall be responsible for the matters</del></p> <p>r) Developing the supervision process and the Regulation on Operation of the Supervisory Board and submitting it to the Shareholders' General Meeting for approval;</p>	- Point t: According to Clause 6 Article 288 of the Decree 155/2020/NĐ-CP and Clause 6 Article 39 of the Charter Template.
89	To supplement Point u Point v, Clause 1, Article 50	<p><b>Article 50. Duties and powers of the Supervisory Board</b></p> <p>1. Duties of the Supervisory Board:</p>	<p><b>Article 50. Rights and obligations of the Supervisory Board</b></p> <p>1. Obligation of the Supervisory Board</p> <p>...</p>	According to Clause 4 Article 170 of the Law on Enterprises 2020.

			<p>t) To review, inspect and evaluate the effect and efficiency of internal control, internal audit, risk management and early warning systems of the company.</p> <p>u) To report its activities at the General Meeting of Shareholders in accordance with applicable Laws.</p>	
90	Point c, Clause 2, Article 50	<p><b>Article 50. Duties and powers of the Supervisory Board</b></p> <p>2. Rights of the Supervisory Board</p> <p>.....</p> <p>c) To be provided with full information; Resolutions and minutes of the General Meeting of Shareholders, and the meetings of the Board of Directors must be sent to the Supervisors at the same time and in the same manner as the shareholders and members of the Board of Directors;</p>	<p><b>Article 50. Rights and obligations of the Supervisory Board</b></p> <p>2. Rights of the Supervisory Board</p> <p>.....</p> <p>c) To be provided with full information; Resolutions, decisions and meeting minutes of the General Meeting of Shareholders, Board of Directors; must be sent to the Supervisors at the same time and in the same manner as members of the Board of Directors;</p>	Updated according to Clause 1 Article 171 of the Law on Enterprises 2020.
91	Clause 5, Article 50	<p><b>Article 50. Duties and powers of the Supervisory Board</b></p> <p>5. Where it is discovered that a member of the Supervisory Board breaches an obligation during the exercise of delegated rights and duties, the Board of Directors must notify the Supervisory Board in writing; and request the person</p>	<p><b>Article 50. Rights and obligations of the Supervisory Board</b></p> <p>5. If detecting that a Supervisor commits a violation during the exercise of vested rights and performance of assigned obligations, a written notice thereof must be sent to the Supervisory Board; requesting the violator to stop his/her violation and take remedial measures.</p>	Amended according to Clause 6 Article 173 of the Law on Enterprises 2020.

		in breach to cease the breach and take measures to remedy any consequences.		
92	Clause 6, Article 51	<p><b>Article 51. Quantity and term of office of the Supervisory Board</b></p> <p>6. The Supervisory Board must elect one (01) member as the head of the Supervisory Board by a majority vote. The head of the Supervisory Board must be a professional auditor or accountant and must work full time for the Company. The head of the Supervisory Board shall have the following rights and responsibilities:</p>	<p><b>Article 51. Number and term of office of the Supervisory Board</b></p> <p>The Supervisory Board shall elect one from supervisors to be the Head of the Supervisory Board. Head of the Supervisory Board shall have the following rights and responsibilities:</p>	
93	Clause 3, Article 53	<p><b>Article 53. Criteria and conditions for acting as members of the Supervisory Board</b></p> <p>3. Not being the spouse, father, adoptive parent, mother, adoptive mother, child, adopted child or sibling of members of the Board of Directors, Chief Executive Officer and other managers.</p>	<p><b>Article 53. Criteria and conditions for acting as members of the Supervisory Board</b></p> <p>3. Not being persons in family relationship with managers of the company and parent company; person representing the capital of enterprise, person representing the State capital in the parent company and the company.</p>	According to Clause 6 and Clause 2 Article 169 of the Law on Enterprises 2020.
94	Clause 4, Article 53	<p><b>Article 53. Criteria and conditions for acting as members of the Supervisory Board</b></p> <p>...</p> <p>4. The head of the Supervisory Board must not concurrently be a member of the</p>	<p><b>Article 53. Criteria and conditions for acting as members of the Supervisory Board</b></p> <p>...</p> <p>4. The head of the Supervisory Board must not concurrently be a member of the supervisory</p>	According to Clause 3 Article 286 of the Decree 155/NĐ-CP and Clause 1 Article 38 of the charter template.

		supervisory board or a manager of another securities company.	board or a manager of another securities company. The head of the Supervisory Board must possess a university or higher degree in economics, finance, accounting, auditing, law, or business administration or another discipline relating to the company's business operations.	
95	To supplement Clause 6, Clause 7, Article 53	<b>Article 53. Criteria and conditions for acting as members of the Supervisory Board</b>	<b>Article 53. Criteria and conditions for acting as members of the Supervisory Board</b> ... 6. Not working in the accounting or finance department of the company 7. Not being a member or employee of an audit firm approved to audit the company's financial statements in the previous consecutive 03 years	The Clause 6 and Clause 7 were updated according to Clause 2 Article 286 of the Decree 155/2020/NĐ-CP and Clause 2 Article 37 of the charter template.
96	To amend Clause 1, supplement Point d Clause 2 of the Article 54	<b>Article 54. Discharge and removal of members of the Supervisory Board</b> 1. A member of the Supervisory Board shall be discharged in the following cases: .... b) Failure to exercise his or her rights and discharge his or her obligations within a six (6) consecutive month period, except in a case of force majeure;	<b>Article 54. Discharge, removal of members of the Supervisory Board</b> 1. A member of the Supervisory Board shall be relieved of duty in the following cases: ..... <del>b) Failure to exercise his or her rights within a six (6) consecutive month period, except in a case of force majeure;</del>	Amended according to Article 174 of the Law on Enterprises 2020.

		<p>.....</p> <p>2. A member of the Supervisory Board shall be removed in the following cases:</p> <p>a) Failure to fully undertake the duties and work assigned;</p> <p>b) Committing a serious breach of Law or committing breaches of obligations as a Supervisor stipulated in the Law on Enterprises and this Charter;</p> <p>c) Pursuant to a decision of the General Meeting of Shareholders</p>	<p>.....</p> <p>2. A member of the Supervisory Board shall be removed in the following cases:</p> <p>a) Failure to fully undertake duties and works assigned;</p> <p>b) Committing a serious breach or a series of breaches of obligations of a Supervisor as stipulated in the Law on Enterprises and this Charter;</p> <p>c) Pursuant to a decision of the General Meeting of Shareholders;</p> <p>d) Failure to perform his/her rights and obligations for six (06) consecutive months, except for force majeure situations.</p>	
97	Clause 1, Article 56	<p><b>Article 56. Responsibility to be honest and avoid conflicts of interest</b></p> <p>1. Members of the Board of Directors, Supervisors, Chief Executive Officers and other Executives must publicly disclose their relevant interests in accordance with Article 159 of the Law on Enterprises and other Laws.</p>	<p><b>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</b></p> <p>1. Members of the Board of Directors, Supervisors, Chief Executive Officers and other Executives must publicly disclose their related interests in accordance with Article 164 of the Law on Enterprises and other Laws.</p>	Updated according to current Laws.

98	Clause 3, Article 56	<p><b>Article 56. Responsibility to be honest and avoid conflicts of interest</b></p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Executives are obliged to notify the Board of Directors of all interests which may conflict with the interests of the Company and to which they may be entitled via other economic legal entities, transactions or individuals.</p>	<p><b>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</b></p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other executives are obliged to notify in writing the Board of Directors, the Supervisory Board about the transactions between the Company, the Company's subsidiaries, other companies that the Company owns more than 50% of charter capital or voting rights and the members in compliance with applicable laws. If the aforementioned transactions are approved by the General Meeting of Shareholders or by the Board of Directors, the Company must disclose the related resolutions in compliance with applicable regulations of the Law on Securities on information disclosure.</p>	According to Clause 3 Article 47 of the charter template.
99	Clause 4, Article 56	<p><b>Article 56. Responsibility to be honest and avoid conflicts of interest</b></p> <p>4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Executives and Related Persons of the above persons or the entity in which the above persons have financial interests,</p>	To remove this content	According to the charter template.

		unless the public company and the organization relating to such person are within the same group or are companies operating within a group of companies comprising parent company and subsidiaries, or an economic group or specialized branch law contains other provisions.		
100	Point b, Clause 4, Article 56	<p><b>Article 56. Responsibility to be honest and avoid conflicts of interest</b></p> <p>5. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Executives or their Related Persons or companies, partners, associations, or organizations in which the members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Executives or their Related Persons are members, or have related financial interests shall not be invalid in the following cases:</p> <p>...b) With respect to a contract with a</p>	<p><b>Article 56. Responsibilities to maintain integrity and to avoid conflicts of interest</b></p> <p>4. Contractual agreements or transactions between the Company and one or more than one members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, other executives and other people related to these personnel or companies, business partners, associations or organizations that the member of the Board of Directors, member of the Supervisory Board and other executives or people related to those personnel in which they are members or have financial interests shall not be invalid in the following cases:</p> <p>---</p> <p>b) With respect to contractual agreements whose values are above 20% of total assets in the latest financial statements or transactions</p>	According to Point b Clause 6 Article 47 of the charter template.

		value of more than 20% of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Directors, Supervisor, Chief Executive Officer or other manager have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders have voted in favour of such contract or transaction;	whose values make the total values of similar transactions in the last 12 months equal or exceed 20% of total assets in the latest financial statements, important terms and conditions of the contractual agreements or transactions as well as the relationships and interests of the member of the Board of Directors, the member of the Supervisory Board, the Chief Executive Officer and other executives have already been disclosed to shareholders who have no related interest and have rights to vote on these matters and the shareholders voted in favor of the contractual agreements or transactions.	
101	To supplement Clause 5, Clause 6, Article 56		<p><b>Article 56. Responsibilities to maintain integrity and to avoid conflicts of interest</b></p> <p>...</p> <p>5. Members of the Board of Directors are not allowed to vote on any transactions whose outcomes might benefit the members in compliance with the Law on Enterprises and this Charter.</p> <p>6. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other management positions and people related to these personel are not allowed to disclose internal information to other people who might use the internal</p>	According to Clause 4 Clause 5 Article 47 of the Charter Template.



			information for related-transactions.	
102	Clause 2, Article 62	<p><b>Article 62. Transactions subject to approval</b></p> <p>1. Contracts and transactions between the Company and the following parties must be approved by the General Meeting of Shareholders or by the Board of Directors:</p> <ul style="list-style-type: none"> <li>- A shareholder or authorized representative of a shareholder holding more than ten (10) percent of the ordinary shares of the Company and its related persons;</li> <li>- A member of the Board of Directors and the Executive Management Board;</li> <li>- Other enterprises as set out in the Law on Enterprises.</li> </ul> <p>2. Any contract and transaction valued at less than thirty five percent (35%) of the total value of assets recorded in the most recent financial statement of the Company shall be approved by the Board of Directors. In this case, the person representing the Company to sign the contract must send the draft contract or give notice of the main contents of the transaction to members of the Board of Directors and the Supervisory Board. The</p>	<p><b>Article 62. Transactions subject to approval</b></p> <p>1. Contracts and transactions between the Company and the following parties must be approved by the General Meeting of Shareholders or by the Board of Directors:</p> <ul style="list-style-type: none"> <li>- Shareholders, authorized representatives of institutional shareholders holding more than 10% of the total ordinary shares of the company, and their affiliated persons;</li> <li>-- Members of the Board of Directors, the Chief Executive Officer;</li> <li>- Other enterprises as described in the Law on Enterprises.</li> </ul> <p>2. The Board of Directors shall approve contracts and transactions specified in Clause 1 of this Article and having value at less than 35% of the total value of the company's assets as recorded in the latest financial statement. In this case, the person representing the company to sign the contract, transaction shall notify the members of the Board of Directors and the Supervisory Board. The Board of Directors shall decide on the approval of the contract, transaction within 15 days after receiving the notice. Members of the Board of Directors with interests related to parties of the contract, transaction shall not have the right to vote.</p>	According to Article 167 of the Law on Enterprises 2020.

		Board of Directors shall make a decision on approval of the contract or transaction within fifteen (15) days from the date of receipt of such notice, and any member with related interests shall not have the right to vote on such contract or transaction.		
103	Clause 3, Article 62	<p><b>Article 62. Transactions subject to approval</b></p> <p>3. Contracts and transactions other than those stipulated in clause 2 of this Article shall be approved by the General Meeting of Shareholders. In this case, the person representing the company to sign a contract must notify the Board of Directors and Supervisory Board of entities involved in such contract or transaction, and concurrently enclose the draft of the contract or the notice of main contents of the transaction. The Board of Directors shall submit the draft contract or explain the main contents of the transaction at the General Meeting of Shareholders or collect written opinions from shareholders. In this case, shareholders with related interests shall</p>	<p><b>Article 62. Transactions subject to approval</b></p> <p>3. The General Meeting of Shareholders shall approve the following contracts, transactions:</p> <p>a) Other contracts, transactions other than those prescribed in Clause 2 of this Article, even with a transaction resulting in a total transaction value (that has arisen within 12 months from the date of making the first transaction) of 35% or more of the total asset value recorded in the latest financial statement between the Company and one of the subjects specified in Clause 1 of this Article;</p> <p>b) Contracts, transactions on lending, borrowing, purchasing assets with value at more than 10% of the total value of the enterprise's assets recorded in the latest financial statement between the Company and shareholders owning 51% or more of the total voting shares or such shareholders' affiliated persons.</p>	According to Point a, Point b Clause 3 Clause 4 Article 167 of the Law on Enterprises 2020 and Clause 4 Article 293 of the Decree 155/2020/NĐ-CP.

		not have the right to vote on such contract or transaction, and such contracts and transactions shall be approved where shareholders representing sixty five percent (65%) of the total remaining votes agree to approve it.	In this case, the person representing the company to sign the contract, transaction shall notify the Board of Directors and supervisors of the persons related to such contract, transaction; the notice shall be enclosed with the draft contract or main contents of the transaction. The Board of Directors shall submit the draft contract, transaction or explain the main contents of the contract, transaction at the meeting of the General Meeting of Shareholders or collect written opinions from shareholders. In such case, shareholders with interests related to parties of the contract, transaction shall not be allowed to vote;	
104	Clause 4, Article 62	<p><b>Article 62. Transactions subject to approval</b></p> <p>4. Any contracts and transactions which have been signed or performed without the approval stipulated in clauses 2 and 3 of this Article, thereby causing loss to the Company shall be invalid and dealt with in accordance with Law. The person signing the contract, shareholders, members of the Board of Directors or the Chief Executive Officer or Deputy Chief Executive Officers concerned must jointly compensate for the loss caused and must return to the Company any benefits gained from the performance of such contract and</p>	<p><b>Article 62. Transactions subject to approval</b></p> <p>4. Contracts and transactions which have been signed not according to Clause 2 and Clause 3 of this Article shall be invalid according to the court's decision and handled according to law. The persons signing the contract, transaction, concerned shareholders, members of the Board of Directors or the Chief Executive Officer or director must be jointly liable for compensating for the arising damage and return to the company any benefits gained from the performance of such contract, transaction.</p>	According to Clause 5 Article 167 of the Law on Enterprises 2020.

		transaction.		
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