

HO CHI MINH CITY SECURITIES CORPORATION
Table of Detailed Changes to the Company Charter 2022

NO.	PROVISION	CURRENT CHARTER	PROPOSED AMENDMENT	REASONS
1	Legal basis	Legal basis - Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and its implementing regulations; - Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 and its implementing regulations.		Delete to follow the Mandatory Template
2	Add Clause 1 Article 1		Article 1. Interpretation of terms b. “Shareholder” means an individual, organization holding at least one share in the Company;	Add newly
3	Point c Clause 1 Article 1	Article 1. Interpretation of terms 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;	Article 1. Interpretation of terms d. “Law on Securities” means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;	Amend to make it clearer
4	Point d Clause 1 Article 1	Article 1. Interpretation of terms d) “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;	Article 1. Interpretation of terms e. “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and amended, supplemented on 11 January 2022;	Add to reflect new amendment
5	Point f Clause 1 Article 1	Article 1. Interpretation of terms f) “Establishment Date” means the date on which the Company obtained its Enterprise Registration Certificate (Enterprise Registration Certificate or other documents with equivalent validity) for the first time;	Article 1. Interpretation of terms f. “Establishment Date” means 29 April 2003 being the date of issuance by the State Securities Commission of the Securities Business Operation License No. 11/GPHDKD to the Company, after conducting business registration with Department of Planning and	Amend to reflect factual records

			Investment of Ho Chi Minh City on 23 April 2003;	
6	Point h Clause 1 Article 1	Article 1. Interpretation of terms h) “Managers” means members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors	Article 1. Interpretation of terms k.“Managers” means the following persons: Chairman and members of the Board of Directors, Chairman and members of the Committees of the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer (if any), Chief Accountant and Managing Directors;	Amend to reflect current practice at Company
7	Point i Clause 1 Article 1	Article 1. Interpretation of terms i) “Executives” 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;	Article 1. Interpretation of terms i.“Executives” means the members of the Executive Board including the Chief Executive Officer, Deputy Chief Executive Officer (if any), Chief Accountant, Managing Directors and other executives pursuant to clause 1 Article 39 of this Charter (if any)	Amend to reflect current practice and avoid misunderstanding
8	Point j Clause 1 Article 1	Article 1. Interpretation of terms j) “Person who has family relationships” means persons as stipulated in Clause 22, Article 4, Law on Enterprises;	Article 1. Interpretation of terms h.“Persons with Family Relationship” means persons who have relationship with each other pursuant to clause 22 Article 4 of the Law on Enterprises, including: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, children-in-law, siblings, siblings-in-law, spouse's siblings;	Amend to clarify the provisions of the Law
9	Point k Clause 1 Article 1	Article 1. Interpretation of terms k) “Insider” means persons as stipulated in Clause 45, Article 4, Law on Securities	Article 1. Interpretation of terms j. “Internal Persons” means persons who hold critical roles in management and executive system of the Company, including: Chairman and members of the Board of Directors, Chief Executive Officer cum legal representative, Deputy Chief Executive Officer (if any), Financial Director, Chief Accountant, Head and members of the Board of Supervision (Supervisor), Chairman and members of the Committees of the Board of Directors,	Amend to reflect current practice and apply easily

			Company secretary, person in charge of the Company's governance, person authorized for Company's information disclosure;	
10	Point l Clause 1 Article 1	Article 1. Interpretation of terms l) "Affiliated persons" means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities;	Article 1. Interpretation of terms g. "Related Persons" means individuals, organizations that are interrelated pursuant to clause 46 Article 4 of the Law on Securities, specifically including the following circumstances: i. The Company and its Internal Person; ii. The Company and Major Shareholders that are organizations, individuals owning more than 10% of the voting shares in the Company; iii. Organizations, individuals that, in connection with other organizations, individuals, directly or indirectly control or are under control of such organizations, individuals or together with such organizations, individuals are subject to the same control; iv. Individuals and their biological parents, adoptive parents, parents-in-law, spouses, biological children, adopted children, children-in-law, siblings and siblings-in-law; v. Contractual relations in which an organization, individual acts as the representative of the other organization, individual; and vi. Other organizations, individuals which are considered as related persons pursuant to the Law on Enterprises.	Amend to clarify Article 4.46 of the Securities Law
11	Add Point m Clause 1 Article 1 Proposal		Article 1. Interpretation of terms m. "Stock Exchange" means Vietnam Stock Exchange and its Subsidiaries, including Ho Chi Minh Stock Exchange;	Add newly

12	Clause 2 Article 2	<p>Article 2. Name, legal status, head office, organisational structure and term of operation of the Company</p> <p>2. Legal status of the Company: The Company is a joint stock company under the License No. 11/GPHĐKD issued on 29/04/2003. The Company operates pursuant to the Law on Securities and has the status of a legal entity in accordance with the applicable Laws of Vietnam.</p>	<p>Article 2. Name, form, head office, organizational structure and term of operation of the Company</p> <p>2. The Company is a joint stock company having status of a legal entity in accordance with the applicable Laws of Vietnam.</p>	Follow the Mandatory Template
13	Add Point a Clause 4 Article 2 Proposal		<p>Article 2. Name, form, head office, organizational structure and term of operation of the Company</p> <p>4. Organizational structure, operational network:</p> <p>a. The Company is structured and operates in accordance with the model stipulated in point a clause 1 Article 137 of the Law on Enterprises, including: the General Assembly of Shareholders, the Board of Directors, the Board of Supervision and the Chief Executive Officer.</p>	Add to ensure compliance with Enterprise Law
14	Delete Point d Clause 4 Article 2	<p>Article 2. Name, legal status, head office, organizational structure and term of operation of the Company</p> <p>4. Organisational structure, operational network:</p> <p>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.</p>		It is not necessary because the establishment must always comply with relevant regulations and laws

15	Clause 5 Article 2	<p>Article 2. Name, legal status, head office, organizational structure and term of operation of the Company</p> <p>5. Term of operation: The term of operation of the Company shall start from the Establishment Date and shall be unlimited, except in the case of early termination of operation of the Company pursuant to this Charter.</p>	<p>Article 2. Name, form, head office, organizational structure and term of operation of the Company</p> <p>5. Term of operation : The term of operation of the Company shall be indefinite starting from the Establishment Date, except in the case of termination of operation pursuant to the applicable Laws or this Charter.</p>	Amend to reflect the Mandatory Template and ensure compliance with Article 24.2 & Article 137.1 Enterprise Law
16	Add Clause 1 Article 3 Proposal		<p>Article 3. Legal Representative</p> <p>1. The Legal Representative of the Company shall exercise the rights and perform the obligations arising from transactions of the Company, and represent the Company in the capacity as the requester for settlement of civil matters, the plaintiff, the defendant, the person with related rights, interests, obligations before the Arbitration, the Court, and have other rights, obligations pursuant to the Laws.</p>	Add to reflect Article 12.1 Enterprise Law
17	Point a Clause 2 Article 3	<p>Article 3. At-law representative</p> <p>2. Authorisation of the at-law representative</p> <p>a) The Legal Representative of the Company under this Charter must reside in Vietnam. If the Legal Representative is absent from Vietnam more than thirty (30) days, the Legal Representative must authorise another person in writing to exercise the rights and perform the obligations of the Legal Representative;</p>	<p>Article 3. Legal Representative</p> <p>3. Authorization by the Legal Representative:</p> <p>a. The Legal Representative of the Company shall reside in Vietnam, and in case of absence from Vietnam, he/she must authorize in writing another person residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative of the Company;</p>	According to HFIC's recommendation
18	Point c Clause 2 và Clause 3 Article 3	<p>Article 3. At-law representative</p> <p>2. Authorisation of the at-law representative c)</p> <p>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,</p>	<p>Article 3. Legal Representative</p> <p>3. Authorization by the Legal Representative:</p> <p>c. In case the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing any other person to exercise the rights and perform the obligations of the Legal Representative of the Company,</p>	As this amendment, Clause 3 is not necessary

		<p>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 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</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>	<p>or is dead, missing, being prosecuted for criminal liability, held in temporary detention, serving their imprisonment penalty, serving administrative settlement measures at compulsory drug rehabilitation establishment or compulsory education establishment, has his/her civil act capacity limited or lost, has difficulty in perceiving and controlling his/her acts, is prohibited by the Court from holding certain positions or practicing certain professions or performing certain jobs, then the Board of Directors shall appoint another person the Legal Representative of the Company. During the period in which the Board of Directors has not so appointed the Legal Representative of the Company yet, the Chairman of the Board of Directors shall automatically become the Legal Representative of the Company.</p>	
19	Combine Clause 1 and Clause 3 Article 4	<p>Article 4. Scope of business activities</p> <p>1. The professional business activities of the Company include:</p> <p>a) Securities brokerage;</p> <p>b) Securities self-trading;</p>	<p>Article 5. Scope of business and operation of the Company</p> <p>1. Business activities of the Company shall include:</p> <p>a. Securities brokerage;</p>	Combine Clause 1 and Clause 3

		<p>c) Underwriting issues of securities; and d) Securities investment consultancy. 3. The Company may supplement, remove one or several professional business activities stipulated in clause 1 of this Article upon the SSC's approval.</p>	<p>b. Securities proprietary trading; c. Securities issuance underwriting; d. Securities investment consultancy. The Company may supplement, withdraw one or more of the aforesaid business activities subject to the SSC's approval.</p>	
20	Add Clause 3 Article 5 Proposal		<p>Article 5. Scope of business and operation of the Company 3. The Company shall obtain the SSC's written approval before performing the activities stipulated in clause 1 Article 87 of the Law on Securities, particularly including: a. Temporarily suspending its operation, except for the case of temporary suspension of operation due to a force majeure event; b. Offering and listing its securities abroad; c. Conducting indirect offshore investment; d. Establishing, closing its branches, representative offices domestically or abroad; establishing its subsidiaries abroad; e. Changing the business operations of its branches; establishing, closing its transaction offices; changing names, locations of its branches, representative offices, transaction offices; f. Providing online securities trading services; g. Providing or coordinating with credit institutions to provide clients with services of lending money to buy securities, services of lending securities, services of advancing proceeds to be received from securities sales; h. Securities depository; i. Securities clearing and settlement; j. Services in the derivatives market.</p>	Add to reflect Article 87 Securities Law
21	Article 5	<p>Article 5. Charter capital As of the date of adoption of this Charter, the Charter Capital of the Company is VND</p>	<p>Article 10. Charter Capital and shares 1. The Company's Charter Capital is VND 4,580,523,670,000 (Four thousand five</p>	Update new Charter Capital and rearrange content

		<p>3.058.822.630.000 (three thousand and fifty eight billion, eight hundred and twenty two million, six hundred and thirty thousand Vietnamese dong).</p> <p>The Company may change its Charter Capital if so approved by the General Meeting of Shareholders in accordance with the Laws.</p>	<p>hundred and eighty billion, five hundred and twenty three million, six hundred and seventy thousand Vietnamese dong).</p> <p>Article 15. Change to the Charter Capital 1. The Company may increase, decrease the Charter Capital pursuant to decision of the General Assembly of Shareholders subject to satisfaction of requirements under the Laws.</p>	
22	Article 6	<p>Article 6. Operational objectives 1. Operational objectives of the Company include to: a) promote sustainable benefits for all parties participating in the Company; b) provide products and services that add value exceeding clients' expectations; c) become a top-rated workplace and a second home of talent; and d) contribute to the socio-economic development of the country. 2. If any of the above objectives require any approval by any competent governmental authority, the Company shall only carry out such objectives upon approval of such authority.</p>	<p>Article 4. Operational objectives of the Company To become the leading securities company in Vietnam, providing diversified securities products and services which shall bring outstanding values to the clients, contributing to the socio-economic development of the country.</p>	Rewrite to make it shorter but clearer
23	Article 7	<p>Article 7. Operational principles 1. To comply with the Laws on Securities and securities market and relevant Laws 2. To conduct business activities in a fair and honest manner. 3. To issue professional business processes, internal control and risk management processes, ethical codes of practice pursuant to the professional business activities of the Company. 4. To assure necessary human resources, capital and facilities to serve the securities business</p>	<p>Article 6. Principles of operation 1. The Company shall comply with the general principles of operation regarding governance and management as follows: a. To comply with the Law on Securities, the Law on Enterprises, this Charter and other Laws relating to company governance; b. To clearly define responsibilities of the General Assembly of Shareholders, the Board of Directors, the Board of Supervision, the Chief Executive Officer in accordance with the Law on Securities, the</p>	Amend to reflect Article 3 Circular 121/2020

		<p>activities of the Company in accordance with the Laws.</p> <p>5. To maintain separation of the working office, personnel, data and report systems among professional sections in order to avoid conflicts of interest between the Company and its clients or as between its clients. The Company must disclose in advance to its clients any conflicts of interest that may arise between the Company, its practitioners and its clients</p> <p>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.</p> <p>7. When giving a price forecast or a recommendation on trading in relation to a specific type of securities on the media, the basis for analyses and the information source must be specified.</p>	<p>Law on Enterprises and other applicable Laws;</p> <p>c. To set up a system for communication with the Shareholders to ensure provision of sufficient information and fair treatment among the Shareholders, guaranteeing the legitimate rights and interests of the Shareholders;</p> <p>d. To establish the systems for internal control, risk management and supervision, prevention of conflicts of interest within the Company and in transactions with Related Person;</p> <p>e. To ensure that employees working in the professional departments shall have securities practicing certificates appropriate for the performed operational operations pursuant to the Laws on securities and stock market; and</p> <p>f. To do business in a fair and honest manner.</p>	
24	Add Clause 2 Article 6 Proposal		<p>Article 6. Principles of operation</p> <p>2. The Company must comply with the following principles in performing professional operations:</p> <p>a. To issue professional operation processes and issue code of conduct;</p> <p>b. Not to conduct investments on behalf of clients, except for the case of taking entrustment and management of securities trading accounts for individual investors;</p> <p>c. To be honest toward clients and not infringe upon the assets, other legitimate rights and interests of clients; separately manage assets of each client, separate the clients' assets from those of the</p>	Add to reflect Article 4 Circular 121/2020

			<p>Company;</p> <ul style="list-style-type: none">d. To sign contracts with clients when providing services to them; to provide complete and honest information to clients;e. Unless otherwise provided by the Laws, when providing services to clients, the Company shall not directly or indirectly commit the following acts:<ul style="list-style-type: none">i. Making securities investment decisions on behalf of clients,ii. Agreeing with clients to share profit or loss,iii. Advertising, declaring that the contents, the efficiency, or the methods of its securities analysis is of higher value than that of another securities company,iv. Providing untruthful information to entice or call upon clients to purchase or sell securities of a certain type,v. Providing falsified, deceiving or misleading information to clients,vi. Other acts contrary to the Laws;f. To implement the regime of accounting, auditing, statistics, financial obligations pursuant to the Laws;g. To conduct disclosure of relevant information and make reports promptly, fully and accurately pursuant to the Laws ;h. To build information technology systems, backup databases to ensure safe and continuous operations;i. To conduct supervision of securities transactions pursuant to regulations of the Minister of Finance;	
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			<p>j. To set up a specialized unit in charge of communication with clients and settlement of clients' questions and complaints; and</p> <p>k. To implement other obligations pursuant to the Laws .</p>	
25	Delete Article 8	<p>Article 8. Rights of the Company</p> <ol style="list-style-type: none"> 1. To have all the rights as stipulated in the Law on Enterprises if they are not contrary to the provisions of the Law on Securities 2. To provide services in relation to securities and financial services within the scope permitted by Law. 3. To collect charges and fees in accordance with the regulations of the Ministry of Finance. 4. To give priority to employing local labour, to protect the rights and interests of employees in accordance with the Labour Code and to respect the right to organize trade unions in accordance with the Laws 		It is not necessary to mention because there is similar general statement in Laws
26	Delete Clause 1 Article 9	<p>Article 9. Obligations of the Company</p> <ol style="list-style-type: none"> 1. General principles <ol style="list-style-type: none"> a) To fulfill all obligations as stipulated by the Law on Enterprises; b) To establish a system of internal control, risk management, and supervision and prevention of conflicts of interest within the Company and in transactions with Related Persons; c) To comply with principles for corporate governance in accordance with the Laws and the Charter of the Company; d) To comply with the regulations on financial safety as stipulated by the Ministry of Finance; 		It is not necessary to mention because there is similar general statement in Laws

		<ul style="list-style-type: none"> e) To retain complete source documents and accounts reflecting in detail and accurately all transactions of clients and of the Company; f) To comply with the regulations of the Ministry of Finance on securities business activities; g) To implement the accounting, auditing, statistics regimes and financial obligations in accordance with the relevant Laws; h) To disclose information, reports and archives in accordance with the Law on Enterprises, the Law on Securities and their implementing regulations; i) To make contributions to the settlement assistance fund in accordance with the regulations on securities registration, depository, clearance and payment. 		
27	Delete Clause 2 Article 9	<p>Article 9. Obligations of the Company</p> <p>2. Obligations to shareholders</p> <ul style="list-style-type: none"> 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; b) To establish a communication system with the shareholders to ensure the provision of adequate information and fair treatment among the shareholders, to ensure the legitimate rights and interests of the shareholders; c) To not conduct the following acts: <ul style="list-style-type: none"> - give any undertaking about income and profit to the shareholders (except for shareholders owning preference shares with a fixed dividend); 		It is not necessary to mention because there is similar general statement in Laws

		<ul style="list-style-type: none"> - illegally hold any benefit or income from shares of the shareholders; - finance or provide guarantees to the shareholders directly or indirectly; to extend loans in any form to the Major Shareholders, members of the Supervisory Board, members of the Board of Directors, members of the Executive Management Board, Chief Accountant and other managers of the Company appointed by the Board of Directors and their Related Persons; - create income for the shareholders by way of redeeming shares of the shareholders in a form not in accordance with the Laws; - violate the rights of the shareholders such as ownership, options, the right to fair trading or the right to be provided with information and other legitimate rights and interests 		
28	Delete Clause 3 Article 9	<p>Article 9. Obligations of the Company</p> <p>3. Obligations to clients:</p> <p>a) To maintain the trust given by clients and not violate the assets, rights and other lawful interests of clients;</p> <p>b) To manage separately money and securities of each client, and to manage money and securities of clients separately from money and securities of the Company. All transactions in cash of clients must be made via bank transfer. Not to misuse the assets entrusted by clients to the Company and money to be paid for transactions of clients or the securities deposited by clients in the Company;</p> <p>c) To sign written contracts with clients when providing services to such clients; to provide complete and truthful information to clients when performing services provided by the Company;</p>		It is not necessary to mention because there is similar general statement in Laws

		<p>d) To only provide appropriate advice to a client on the basis of efforts to collect the following information about the client: the financial condition, investment objectives, risk capacity and profit expectation of the client and update information in accordance with Law. To ensure that investment recommendations and advice given by the Company to clients is appropriate for such clients;</p> <p>e) To be responsible for the reliability of information disclosed to clients. To ensure that clients make investment decisions on the basis of being provided with sufficient information, including the contents and risks of the provided products or services. All fraudulent acts and false disclosure of information are strictly forbidden;</p> <p>f) To be cautious and not to create conflicts of interest with clients. Where such conflicts of interest is unavoidable, the Company must inform clients in advance and take the necessary measures to ensure its fair treatment to such clients;</p> <p>g) To give priority to implementing orders of clients prior to orders of the Company;</p> <p>h) To set up a specialised department to be responsible for communicating with clients and resolving any complaints or claims of clients;</p> <p>i) To fulfill its obligations to clients in the best way;</p> <p>j) To keep clients' information confidential:</p> <ul style="list-style-type: none">- The Company is responsible to maintain the confidentiality of information relating to ownership of securities and money of clients, and refuse to permit any investigation, blockage, retention or transfer of assets of clients without the consent of such client.		
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		<ul style="list-style-type: none"> - The provision in this clause shall not apply in the following circumstances: + When auditors audit financial statements of the Company; + When information is supplied at the request of the competent governmental authorities. 		
29	Point a Clause 1, Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>1. Provisions applicable to the Company:</p> <p>a. Not to provide any statements or guarantees to clients about the level of income or profit obtainable from investments of clients, and not to guarantee that clients will not suffer losses, except in the case of investment in securities with a fixed revenue;</p>	<p>Article 7. Provisions on general prohibition and restriction in respect of the Company</p> <p>7. Not to provide clients with assessments or guarantees in respect of rate of income or profit gained from their investments, guarantee that customers will not suffer losses, except for the case of investment in securities with fixed income;</p>	Rewrite to make it clearer
30	Point c Clause 1, Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>1. Provisions applicable to the Company:</p> <p>c. Not directly or indirectly to set up fixed locations outside the transaction offices approved by the SSC to sign contracts, receive and execute securities trading orders or settle payment for securities with clients;</p>		Delete as it has already been addressed (refer to Article 8)
31	Delete Point f, i Clause 1 Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>1. Provisions applicable to the Company</p> <p>f. Not to appropriate securities or money nor temporarily retain securities of clients by the way of depository in the name of the Company;</p> <p>i. The contracts on opening of a securities trading account must not contain any agreements to: evade the legal obligations of the Company; limit the scope of compensation of the Company; or transfer the risk from the Company to clients; or force clients to pay any compensation unfairly, and/or any agreements</p>		It is not necessary to mention because there is similar general statement in Laws

		which result in adverse effect to clients on an unfair basis;		
32	Delete Clause 2 Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>2.Provisions applicable to securities practitioners</p> <p>a) Except in cases of being: appointed as representatives of capital contribution portions; or, appointed to be the management of the organisations owning the Company; or, organisations which the companies invest in, securities practitioners must not:</p> <ul style="list-style-type: none"> - work concurrently for another organization with an ownership relationship with the Company; - work concurrently for another securities company or fund management company; - act concurrently as director (general director) of an organization making a public offer of securities or for a listed organization; <p>b) To only open a securities trading account for himself or herself (if any) at the Company. This provision shall not apply to any cases where the Company is not a member of the Stock Exchange;</p> <p>c) When performing the professional business activities of the Company, the securities practitioners shall be the person to carry out transactions with clients on behalf of the Company and the Company shall be responsible for all activities of the securities practitioners. Not to use money or securities in a client’s account without written authorisation of the Company in accordance with the written authorisation from such client to the Company.</p>		It is not necessary to regulate securities practitioners in Charter

33	Delete Clause 3 Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>3.Provisions applicable to members of the Board of Directors, head of the Supervisory Board, and members of the Executive Management Board</p> <p>a) The members of the Board of Directors must not concurrently be members of the board of management, members of the members' council or the directors (general directors) of other securities company;</p> <p>b) The head of the Supervisory Board must not concurrently be a member of the supervisory boards or a manager of other securities company;</p> <p>c) The Chief Executive Officer and the Deputy Chief Executive Officers must not work concurrently for other securities companies, fund management companies or other securities companies. The Chief Executive Officer must not be a member of the board of directors, member of the members' council of other securities companies.</p>		Delete as it has been governed under the Board of Directors, Supervisory Board, and CEO
34	Add Article 7 Proposal		<p>Article 7. Provisions on general prohibition and restriction in respect of the Company</p> <ol style="list-style-type: none"> 1. Not to directly or indirectly commit deceitful or swindling acts, forge documents, fabricate untruthful information or disclose falsified information or hide information or omit necessary information causing serious misunderstanding which affects securities offering, listing, trading, business or investment, provision of securities services. 2. Not to use internal information to buy or sell securities for oneself or for others; disclose, provide internal information or 	Add to reflect Article 12 & Article 91 Securities Law

			<p>advise others to buy, sell securities based on internal information.</p> <ol style="list-style-type: none">3. Not to use one or more trading accounts of one's own or others or connive with others in buying or selling securities with a view to creating false supply and demand; conduct securities transactions in the form of colluding with or enticing others to buy or sell securities with a view to manipulating securities prices; use in combination with or use other trading methods or combine with spreading untruthful rumors, providing false information to the public with a view to manipulating securities prices.4. Not to carry out securities business activities, provide securities services without having licenses or certificates granted or being approved by the SSC.5. Not to use accounts, assets of clients without their entrustment or in contravention of the laws or abuse trust to appropriate clients' assets.6. Not to lend accounts to others to conduct securities trading, use one's own name to own securities on others' behalf, which leads to acts of manipulating securities prices.7. Not to provide clients with assessments or guarantees in respect of rate of income or profit gained from their investments, guarantee that customers will not suffer losses, except for the case of investment in securities with fixed income.8. Not to disclose information about clients, unless consented by the clients or requested by a competent authority.	
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			<p>9. Not to take acts that mislead customers and investors as to securities prices.</p> <p>10. To carry out business operations, provide securities services in one's own names; not use names of other organizations, individuals or permit other organizations, individuals to use one's own name in securities trading or providing securities services.</p> <p>11. Not to contribute capital for establishment of, purchase shares, capital contributions in another securities company in Vietnam, except for the following cases:</p> <ol style="list-style-type: none"> a. The purchase is for the purpose of consolidation or merger; b. The purchase is for itself or itself and its related person (if any) to own no more than 05% of outstanding voting shares in a securities company listed or registered for trading. 	
35	Add Clause 1 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>1. In respect of securities brokerage:</p> <ol style="list-style-type: none"> a. Not to give groundless opinions on securities price increase or decrease with a view to enticing clients to participate in trading; b. Not to make agreement upon or offer particular interest rates or make agreement on sharing profits or losses with clients with a view to enticing clients to participate in trading; c. Not to directly or indirectly establish fixed places outside transaction places 	Add to reflect Article 13.4 Circular 121

			<p>approved by the SSC for signing contracts on opening trading accounts with clients, receiving, executing securities trading orders or conducting settlement of securities transactions with clients, except for the case of conducting online securities transactions;</p> <p>d. Not to receive orders, conduct settlement of transactions with persons other than the holders of trading accounts without written authorization from the holders of trading accounts;</p> <p>e. Not to reveal contents of trading orders placed by clients or other confidential information acquired through conducting transactions for clients, which are not for information disclosure or not based on requests for inspection, examination pursuant to the Laws;</p> <p>f. Not to use names or accounts of clients for securities registration, trading;</p> <p>g. Not to infringe upon assets, other rights and interests of clients.</p>	
36	Add Clause 2 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>2. In respect of securities investment and proprietary trading:</p> <p>a. To ensure having sufficient money and securities to conduct settlement for trading orders for its own accounts;</p> <p>b. To act on its own name, not in the name of another person or in the capacity of an individual or let others use its proprietary trading accounts;</p> <p>c. To give a higher priority to the execution</p>	Add to reflect Article 22 Circular 121

			<p>of clients' orders over that of its own orders;</p> <ul style="list-style-type: none"> d. To keep clients notified when it acts as a counterparty in put through transactions with clients; e. Not to purchase, sell in advance the securities of the same type for itself or disclose information to third parties for them to purchase, sell such securities if the securities purchase, selling orders of clients may significantly affect the price of such securities; f. Not to conduct front running purchase or selling of the securities of the same type for itself at a price equal to or better than clients' prices before clients' orders are executed in case the clients place limited orders; g. Not to conduct by itself or entrust other organizations, individuals to conduct: <ul style="list-style-type: none"> i. Investment in shares or capital contributions in a company that holds more than 50% of the Company's Charter Capital, except for the case of purchase of odd-lot shares at the request of clients; ii. Together with Related Person, investment in 05% or more of the charter capital of another securities company; iii. Investment in more than 20% of total outstanding shares, fund certificates of a listed institution; iv. Investment in more than 15% of total outstanding shares, fund certificates of an unlisted institution, this provision shall not be applicable to membership 	<p>Point g Clause 2 Article 8 of Proposal is regulated in Article 28.4 Circular 121</p>
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			<p>fund certificates, exchange traded fund certificates and open-ended fund certificates;</p> <ul style="list-style-type: none"> v. Investment in or contribution of more than 10% of total contributed capital of a limited liability company or business project; vi. Investment in or contribution of capital to an organization or business project, which is valued more than 15% of equity capital; vii. Investment in shares, capital contributions and business projects, which is valued more than 70% of equity capital, and provided that no more than 20% of equity capital shall be invested in unlisted shares, capital contributions and business projects. 	
37	Add Clause 3 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>3. In respect of securities issuance underwriting: Issuance underwriting shall not be conducted in the form of firm commitment or in the capacity as the principal underwriter in the following cases:</p> <ul style="list-style-type: none"> a. The Company independently or together with its related person owns 10% or more of the charter capital of the issuer, or has the right to control the issuer, or has the right to appoint the Chief Executive Officer of the issuer; b. At least 30% of the Company's Charter Capital and at least 30% of the charter capital of the issuer are held by the same 	Add to reflect Article 23.2 Circular 121

			<p>individual or organization;</p> <p>c. The issuer, independently or together with its subsidiaries or related person, owns 20% or more of the Company’s Charter Capital, or has the right to control the Company, or has the right to appoint the Chief Executive Officer of the Company;</p> <p>d. A member of the Board of Directors, the Chief Executive Officer or a related person of the Company is concurrently a member of the board of directors, the Chief Executive Officer (director) of the issuer;</p> <p>e. A member of the board of directors, the Chief Executive Officer (director) and the related person of the issuer are the member of the Board of Directors, the Chief Executive Officer of the Company;</p> <p>f. The Company and the issuer have the same legal representative.</p>	
38	Add Clause 4 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>4. In respect of securities investment consultancy:</p> <p>a. To ensure that the securities investment consultancy contents are reasonably and suitably grounded on the basis of reliable information, logical analyses; the provided securities investment recommendations be relevant and appropriate to securities analysis contents and stock market, with sources of cited data and names of responsible persons being clearly specified;</p> <p>b. To ensure that clients make investment decisions based on sufficient information being provided, including both contents and</p>	Add to reflect Article 24.3 to 24.7 Circular 121

			<p>risks of provided products and services;</p> <p>c. To keep confidentiality of information received from consultancy service users in the course of providing consultancy services, unless consented by clients or otherwise required by the Laws;</p> <p>d. To provide investment consultancy relevant to clients' investment purposes and financial status and take responsibility for analysis results and reliability of information provided to clients;</p> <p>e. Not to provide securities investment consultancy services to companies of which the Company holds 10% or more of the charter capital.</p>	
39	Clause 1 Article 11	<p>Article 11. Classes of shares</p> <p>1. The total Charter Capital of the Company is divided into 305.822.263 shares. The par value of each share is 10,000 Vietnamese dong.</p>	<p>Article 10. Charter Capital and shares</p> <p>1. The Company's Charter Capital is 4,580,523,670,000 (Four thousand five hundred and eighty billion, five hundred and twenty three million, six hundred and seventy thousand Vietnamese dong).</p> <p>2. The Company's total Charter Capital is divided into 458,052,367 ordinary shares. The face value of shares is VND 10,000/share.</p>	Amend to reflect current Charter Capital
40	Delete Clause 2 Article 11	<p>Article 11. Classes of shares</p> <p>2. Classes of shares of the Company:</p> <p>a) Ordinary shares: 305.822.263 shares;</p> <p>b) Voting preference shares: 0 share;</p> <p>c) Dividend preference shares: 0 share;</p> <p>d) Redeemable preference shares: 0 share.</p>		<p>Delete all classes of shares: voting/ dividend preference shares,...because:</p> <ul style="list-style-type: none"> - the Mandatory Template does not have similar provision - No need to repeat the definition stated in Law - HSC does not have these shares

41	Delete Clause 3 Article 11	Article 11. Classes of shares 3. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders. The General Meeting of Shareholders shall approve the method and ratio of conversion in accordance with the Laws.		Delete all classes of shares: voting/ dividend preference shares,...because: - the Mandatory Template does not have similar provision - No need to repeat the definition stated in Law - HSC does not have these shares
42	Add Clause 3 Article 10 Proposal		Article 10. Charter Capital and shares 3.The Company's shares on the date this Charter is adopted include only ordinary shares. The rights and obligations of Shareholders holding ordinary shares are stipulated in Articles 16, 17 and 18 of this Charter.	Amend to reflect current practice
43	Point a Clause 4 Article 11	Article 11. Classes of shares 4. Characteristic of each class of shares: a) Ordinary shares: Each ordinary share shall carry one vote. Owners of ordinary shares shall be ordinary shareholders. Persons holding ordinary shares are entitled to participate in the decision making process of the Company by voting at the General Meeting of Shareholders;	Article 10. Charter Capital and shares 4.Each ordinary share carries one (01) vote. The person owning ordinary shares is an ordinary Shareholder. The holders of ordinary shares shall have the right to participate in the Company's decision-making process in the form of casting votes at the meeting of the General Assembly of Shareholders or collecting Shareholder's written opinion;	Add to reflect law regulation
44	Delete Point b, c, d Clause 4 Article 11	Article 11. Classes of shares 4. Characteristic of each class of shares: a) Voting preference shares: A voting preference share shall carry more votes than an ordinary share as decided by the General Meeting of Shareholders. Only organisations authorised by the Government and the founding Shareholders are entitled to hold voting preference shares. Voting preference shareholders are not allowed to transfer such shares to other persons. Voting preference		Delete all classes of shares: voting/ dividend preference shares,...because: - the Mandatory Template does not have similar provision - No need to rewrite the definition as Law - HSC does not have these shares

		<p>rights of the founding shareholders shall be valid for three (3) years from the issuance date of the Company's establishment and operation license. After such period, voting preference shares of the founding shareholders shall be converted into ordinary shares.</p> <p>b) Dividend preference shares: A dividend preference share is paid dividends at a rate higher than that paid for an ordinary share or at an annual fixed rate as decided by the General Meeting of Shareholders. Annually paid dividends shall include fixed dividends and bonus dividends. Fixed dividends shall not depend on the outcome of the business of the Company. The specific rate of fixed dividends and method for determination of bonus dividends shall be stipulated in dividend preference share certificates;</p> <p>c) Redeemable preference shares: A redeemable preference share is a share the contributed capital of which is redeemable by the Company at the request of its owner or in accordance with the conditions stipulated in the redeemable preference share certificate. The price for redemption shall be decided by the General Meeting of Shareholders and shall not be higher than the market price and not lower than the book value in the financial statements for the most recent quarter to the time of redemption.</p>		
45	Clause 6 Article 11	<p>Article 11. Classes of shares</p> <p>6. Ordinary shareholders must be given priority to be offered ordinary shares in proportion to their respective ordinary shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that have not been registered for</p>	<p>Article 10. Charter Capital and shares</p> <p>5. In case the Company issues additional ordinary shares to increase capital, such additional ordinary shares being issued must be priorly offered for sale to existing Shareholders in proportion to their ratio of ordinary share ownership in the Company.</p>	Amend to make it clearer

		subscription by the shareholders shall be determined by the Board of Directors. The Board of Directors may distribute such shares to any entities according to the conditions and manners that the Board of Directors deems appropriate, but shall not sell such shares under more favorable conditions than those offered to the existing shareholders except for the shares which are sold through the Stock Exchange by auction	Unless the General Assembly of Shareholders decides otherwise, if an existing Shareholder does not register to purchase in full the ordinary shares being additionally issued, the Board of Directors may decide to distribute such shares to other entities in accordance with such terms and manner which the Board of Directors deems appropriate, provided that the terms of distribution shall not be more favorable than those being offered for sale to existing Shareholders.	
46	Clause 7 Article 11	Article 11. Classes of shares 7. The Company may purchase shares issued by itself in the manner as stipulated in this Charter and applicable Laws. Shares purchased by the Company shall be treasury shares and the Board of Directors may offer to sell such shares in a manner which is compliant with the provisions of this Charter, the Law on Securities and relevant guiding documents.	Article 10. Charter Capital and shares 6. The Company may redeem shares issued by the Company itself in the manners specified in this Charter and the applicable Laws. The shares being redeemed by the Company shall be treasury shares, which may be offered for sale by the Board of Directors in manners consistent with this Charter and the Laws.	Amend to make it clearer
47	Clause 8 Article 11	Article 11. Classes of shares 8. The Company may issue other classes of securities upon the approval of the General Meeting of Shareholders and in accordance with the Laws.	Article 10. Charter Capital and shares 7. The Company may issue other types of shares when approved by the General Assembly of Shareholders and in accordance with applicable Laws.	Amend to reflect
48	Clause 1 Article 12	Article 12. Assignment of shares 1. Shares may be freely assigned, except in the cases stipulated in the Law on Enterprises, the Law on Securities and this Charter. Shares listed on the Stock Exchange are transferred in accordance with the Laws on Securities and the securities market.	Article 13. Transfer of shares 1. The Company's shares may be freely transferred, except for cases in which the share transfer is restricted pursuant to this Charter and the applicable Laws. The Company's shares which are listed on the Stock Exchange may be transferred pursuant to the Laws on securities and stock market.	Amend to make it clearer

<p>49</p>	<p>Article 13 amended as Article 14 of Proposal</p>	<p>Article 13. Redemption of shares</p> <p>1. The Company shall only be entitled to redeem shares upon satisfaction of all conditions and ratio of redemption in accordance with the Laws.</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> <p>b) Redemption of shares pursuant to decision of the Company</p> <p>The Company may redeem issued shares (including redeemable preference shares) to use as treasury shares. The ratio, method and procedures for purchasing treasury shares shall be in compliance with the provisions of the Laws on Securities and the securities market.</p>	<p>Article 14. Redemption of shares</p> <p>1. The Company at its discretion may redeem no more than 30% of the total number of sold ordinary shares in order to decrease the Charter Capital pursuant to Article 133 of the Law on Enterprises in accordance with the following provisions:</p> <p>a. The Board of Directors may decide to redeem no more than 10% of the total number of sold ordinary shares within 12 months. In other cases, the redemption of shares shall be decided by the General Assembly of Shareholders.</p> <p>b. The Board of Directors shall decide on the price for redemption of shares. The price for redemption of ordinary shares must not be higher than the market price at the time of redemption, except for the case specified in point c of this clause.</p> <p>c. The Company may redeem shares of each Shareholder in proportion to their ratio of share ownership in the Company pursuant to the following order, procedures:</p> <p>i. The Company's decision on redemption of shares shall be notified via a method that guarantees reaching to all Shareholders within 30 days after the decision on redemption is made. The notice must include the name, head office address of the Company, total number of shares and type of shares to be redeemed, price for redemption or principle for determination of the price for redemption, procedures and time limit for payment, procedures and time limit for Shareholders to sell their shares to the Company.</p>	<p>Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law</p>
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			<p>ii.A Shareholder who agrees to have its shares redeemed shall send a written agreement on selling of shares via a method that guarantees reaching to the Company within 30 days from the date of notification. The written agreement on selling of share must specify the full name, contact address, number of legal document in respect of Shareholders being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholders being organization; number of shares owned and number of shares agreed for selling; payment method; signature of the Shareholder or its Legal representative. The Company shall only redeem shares within the above-mentioned time limit.</p>	
50	Clause 2 Article 14 Proposal		<p>Article 14. Redemption of shares 2. The Company may redeem shares at the request of an existing Shareholder pursuant to Article 132 of the Law on Enterprises in the case such Shareholder has voted against a resolution on the reorganization of the Company (including division, separation, consolidation, merger or conversion of enterprise form) or the change to the rights, obligations of Shareholders specified in this Charter. Within ten (10) days from the date the General Assembly of Shareholders passes the resolution against which the Shareholder voted, the Shareholder must send a written request to the Company clearly stating the name and address of the Shareholder, the number of shares of each</p>	<p>Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law</p>

			<p>type, the expected selling price, the reason for requesting redemption by the Company. In this case, the Board of Directors shall decide the redemption plan. Unless otherwise stipulated by the Laws, the share redemption price shall be the lowest of:</p> <ol style="list-style-type: none"> a. the average of the closing price of thirty (30) trading days immediately preceding the date the Company agrees to the redemption, b. Seventy percent (70%) of the book value recorded in the Company's latest audited or reviewed financial statements. 	
51	Clause 3, 4, 5 Article 14 Proposal		<p>Article 14. Redemption of shares</p> <ol style="list-style-type: none"> 3. The Company shall redeem the employees' shares pursuant to the Company's employee stock ownership plan. In this case, the Board of Directors shall decide on the redemption plan and report the total number of employees' shares having been redeemed by the Company to the nearest annual meeting of the General Assembly of Shareholders. After completing the redemption, the Company must carry out procedures to reduce the Charter Capital corresponding to the total par value of the shares redeemed by the Company. 4. The Company may redeem odd shares under a plan of issuance of share to pay dividends, issuance of shares from equity capital source at the decision of the Chief Executive Officer on the basis of the share issuance plan approved by the General Assembly of Shareholders. 5. The Company may redeem shares to correct transaction errors and odd-lot shares at the 	Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law

			decision of the Chief Executive Officer.	
52	Clause 6 Article 14 Proposal		<p>Article 14. Redemption of shares</p> <p>6. The Company shall not redeem its shares in the following circumstances:</p> <p>a. It is having overdue payable liabilities based on the latest audited annual financial statements (if the expected time of redemption is before 30 June) or based on the reviewed semi-annual financial statements (if the expected time of redemption is after 30 June), except for the case the Company redeems shares pursuant to clause 5 this Article.</p> <p>b. It is in the process of offer for sale, issuance of shares to mobilize additional capital, except for the case the Company redeems shares pursuant to clause 5 this Article.</p> <p>c. The Company's shares are subject to public offering for purchase, except for the case the Company redeems shares pursuant to clauses 2, 3, 4, 5 this Article.</p> <p>d. It has carried out the redemption of its shares in 6 preceding months (from the date of reporting the redemption result) or has completed a tranche of offer for sale, issuance of shares to increase capital in 6 preceding months (from the date of completion of the tranche of offer for sale, issuance), except for the case the Company redeems shares pursuant to clauses 2, 3, 4, 5 this Article.</p> <p>e. Except for the case of redemption of shares in proportion to ratio of ownership in the Company or redemption of shares pursuant to a judgement or decision of the Court or</p>	Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law

			<p>Arbitration or redemption of shares via transactions conducted in accordance with order matching method, the Company shall not redeem shares of the following entities:</p> <ul style="list-style-type: none"> i. Internal Persons and their related persons; ii. Persons owning shares which are subject to transfer restrictions pursuant to the Laws; and iii. Major Shareholders. 	
53	Delete Article 14	<p>Article 14. Revocation of shares (in the case of registration of the company establishment)</p> <p>1. Where a shareholder fails to pay in full and on time the amount payable to purchase the shares, the Board of Directors shall provide a notice and has the right to require such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.</p> <p>2. The payment notice mentioned above must specify the new time-limit for payment (at least seven (7) days after the date of sending the notice) and place for payment, and clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.</p> <p>3. The Board of Directors has the right to revoke shares which have not yet been paid for in full and on time if the requirements in the above-mentioned notice have not been fulfilled.</p> <p>4. Revoked shares shall be deemed to be shares entitled to be offered for sale as stated in Article 111.3 of the Law on Enterprises. The Board of Directors may, by itself or by authorization, sell or re-distribute such shares</p>		Delete provisions on withdrawal of shares (when initial issuance and initial registration fail) as this does not apply to HSC (it only applies to newly established company and failed to sell first batch, first registration)

		<p>on conditions and in the manner that the Board of Directors considers appropriate.</p> <p>5. Shareholders holding revoked shares must waive their status as shareholder with respect to such shares, but must still pay (all relevant amounts) plus interest at a ratio (not exceeding 20% per year) at the time of revocation as decided by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation.</p> <p>6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.</p>		
54	Clause 1 Article 15	<p>Article 15. Methods of increase or decrease of the Charter Capital</p> <p>1. After officially commencing its operation, the Company may increase or decrease its Charter Capital as decided by the General Meeting of Shareholders when satisfying the requirements under the applicable Laws</p>	<p>Article 15. Change to the Charter Capital</p> <p>1. The Company may increase, decrease the Charter Capital pursuant to decision of the General Assembly of Shareholders subject to satisfaction of requirements under the Laws.</p>	Retain the old regulations even though the the Mandatory Template and Law do not stipulate
55	Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>Shareholders are owners of the Company, who have the rights and obligations corresponding to the number and class of of shares held by them. Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed by them to the Company.</p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>a) Right to attend the General Meeting of Shareholders:</p>	<p>Article 16. Rights of the Shareholders</p> <p>1. To attend and express opinion in the meeting of the General Assembly of Shareholders and exercise the voting right directly or through an authorized representative or in other forms stipulated by Laws. Each ordinary share carries one vote. In case of authorization, the authorization must be made in writing or by other electronic method in accordance with the Law, which must clearly state the name of the authorized individual, organization and the number of authorized</p>	Rights and obligations of shareholders are completely replaced with new regulations according to the the Mandatory Template because it is concise, clear, and consistent with the logic of the new Law on Enterprises (e.g., 3 items of general shareholder, shareholder 5%, shareholder 10%)

		To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorised representative or in other forms provided by law or the company Charter. Each ordinary share must carry one vote. The shareholders may authorise members of the Board of Directors to act on their behalf at the General Meeting of Shareholders.	shares.	
56	Delete Point b Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>b) Right to vote:</p> <ul style="list-style-type: none"> - A shareholder may participate in the process of making decisions of the Company by way of exercising the right to vote at the General Meeting of Shareholders. - The right to vote may be exercised directly or through an authorized representative. An authorized representative shall be permitted to act on behalf of the shareholder in making decisions at the General Meeting of Shareholders. The Company shall not be permitted to prevent any shareholder from attending a the General Meeting of Shareholders and, at the same time, must facilitate the shareholder in authorising his or her representative to attend the General Meeting of Shareholders at his or her request. All individuals may act as a representative, so long as they are duly authorized and are not subject to a restriction stipulated by Laws. 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 		According to Enterprise Law and the Mandatory Template

		<p>organization and number of authorized shares.</p> <ul style="list-style-type: none"> - Ordinary shareholders are not entitled to vote in the following cases: <ul style="list-style-type: none"> + Failure to pay in full for the shares; + Treasury shares; + Approval of transactions with related parties: where an ordinary share is owned by a shareholder being a Related Person of the Company, such shareholder shall not have the right to vote for transactions of the Company with the related party in which such shareholder is a party having, directly or indirectly, benefits; + A share which is acquired due to a breach of the provisions on purchase of shares in transactions for acquiring control or a breach of the compulsory provisions on tender offer; + When the General Meeting of Shareholders makes a decision on issues such as cancellation or reduction of obligations of a shareholder to the Company; or commencement or cancellation of a lawsuit against a shareholder, the related shareholder shall not have the right to vote on such issues. 		
57	Point j Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>j) Right to receive dividend: The General Meeting of Shareholders shall decide the dividend rate and the method of payment of dividends to shareholders.</p>	<p>Article 16. Rights of the Shareholders</p> <p>2. To receive dividends at the rate decided by the General Assembly of Shareholders .</p>	Follow the Mandatory Template
58	Point f Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>f) Pre-emption right in subscribing for securities:</p> <ul style="list-style-type: none"> - A shareholder shall have the pre-emption right in subscribing for new shares offered for sale or convertible securities before the Company offers those for sale to third parties. The pre-emption right is in proportion to the 	<p>Article 16. Rights of the Shareholders</p> <p>3. To be given priority in subscribing for new shares in proportion to each Shareholder's ratio of ordinary share ownership in the Company</p>	Follow the Mandatory Template

		<p>number of ordinary shares currently held by such shareholder, unless otherwise decided by the General Meeting of Shareholders.</p> <ul style="list-style-type: none"> - A shareholder shall have the right to transfer its pre-emption right in subscribing for securities to another person or to implement all or part of their pre-emption right in subscribing for securities. 		
59	Point e Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>e) Right to freely transfer shares : Except for cases in which transfer is restricted under the Law on Enterprises, the Law on Securities, the Charter of the Company or under the resolutions of the General Meeting of Shareholders, an ordinary shareholder shall have the right to freely transfer its shares at any time at any price without the approval from the regulator, the Company or other shareholders.</p>	<p>Article 16. Rights of the Shareholders</p> <p>4. To freely transfer their shares to others, except for cases of transfer restriction pursuant to the Laws .</p>	Follow the Mandatory Template
60	Point d Clause 1 Article 16	<p>Article 16. Rights of shareholders</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"> - 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. - Shareholders must comply with the following internal regulations of the Company on procedures for providing information and 	<p>Article 16. Rights of the Shareholders</p> <p>5. To review, look up and make extract of information on names and contact addresses in the list of Shareholders with voting rights, request correction of their incorrect information pursuant to Article 49 of this Charter. In case the Company's shares are listed on the Stock Exchange, the review, lookup and extract of information must comply with the Laws on securities.</p> <p>6. To review, look up, make extract or copy of the Company's Charter, the meeting minutes of the General Assembly of Shareholders and the Resolution of the General Assembly of Shareholders pursuant to Article 49 of this Charter</p>	Follow the Mandatory Template

		documents: the Company shall provide documents to shareholders for inspection at the head office within seven (07) working days from the date of receipt of the request from the shareholders. The shareholders shall pay a fee to the Company for a copy of documents.		
61	Point h Clause 1 Article 16	Article 16. Rights of shareholders h) Right to receive assets upon liquidation of the Company - Upon dissolution or bankruptcy of the Company, a shareholder shall have the right to receive a part of the remaining assets in proportion to the number of shares held in the Company after the Company has paid in full its debts (including debt liabilities to the State, taxes, fees) and to shareholders holding other classes of share of the Company in accordance with the Laws. - The order of payment of debts and allocation of remaining assets to the shareholders shall comply with the Laws.	Article 16. Rights of the Shareholders 7. When the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to the ratio of share ownership in the Company .	Follow the Mandatory Template
62	Point g Clause 1 Article 16	Article 16. Rights of shareholders g) Right to request the Company redeem shares : - A shareholder shall have the right to demand the Company redeem all or part of its shares if such shareholder votes against, or refuses to vote for, a resolution of the General Meeting of Shareholders on the following matters: a change to the rights and obligations of shareholders stipulated in the Charter of the Company or the reorganization of the Company. - The demand for redemption of shares must be made in writing and specify the name and address of the shareholder, the number of shares	Article 16. Rights of the Shareholders 8. To request the Company to redeem shares pursuant to clause 2 Article 14 of this Charter .	Rewrite briefly

		<p>of each class, the intended selling price, and the reason for demanding redemption by the Company. Such demand must be sent to the Company within ten (10) working days from the date on which the General Meeting of Shareholders passed the resolution on an aforesaid matter.</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> <p>.</p>		
63	Add Clause 9 Article 16 Proposal		Article 16. Rights of the Shareholders 9. To be entitled to equal treatment. Each ordinary share shall give Shareholders equal rights, obligations and benefits .	Follow the Mandatory Template
64	Point d Clause 1 Article 16	<p>Article 16. Rights of shareholders</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> <p>- Where shares of the Company are listed on the Stock Exchange, shareholders shall be entitled to be fully informed by way of periodical and</p>	Article 16. Rights of the Shareholders 10. To have full access to periodic and extraordinary information disclosed by the Company pursuant to the Laws	Follow the Mandatory Template

		extraordinary information on the operation of the Company in accordance with the governance regulations applicable to listed companies		
65	Add Clause 11, 12 Article 16 Proposal		Article 16. Rights of the Shareholders 11. To be entitled to protection of their legitimate rights and interests; propose the termination, cancellation of resolutions, decisions of the General Assembly of Shareholders, the Board of Directors pursuant to the Laws. 12. Other rights pursuant to this Charter and the Laws.	Follow the Mandatory Template
66	Delete Point i Clause 1 Article 16	Article 16. Rights of shareholders 1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights: i) Right to initiate lawsuits on behalf of the Company - A shareholder is entitled to request the court to cancel a resolution of the General Meeting of Shareholders if such resolution is contrary to the applicable Laws. - 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.		Follow the Mandatory Template
67	Point d Clause 1 Article 16	Article 16. Rights of shareholders d) Right to receive information of the Company and right to examine, look up the list of	Article 17. Rights of Major Shareholders 1. A Shareholder or group of Shareholders owning 05% or more of the total number of	Rights and obligations of shareholders are completely replaced with new regulations

		<p>shareholders; to request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company</p> <p>- 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 operation of the company when finding it necessary.</p>	<p>ordinary shares has the following rights:</p> <p>a. To review, look up, make extract of the book of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervision, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents relating to trade secrets, business secrets of the Company pursuant to Article 49 of this Charter.</p> <p>c. To request the Board of Supervision to examine each specific issue relating to the management and operation of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal document of the individual in respect of Shareholders being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholders being organization; the number of shares and the time of registration of shares of each Shareholder, the total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company; the issues to be examined, the purpose of the examination.</p>	<p>according to the the Mandatory Template because it is concise, clear, and consistent with the logic of the new Law on Enterprises (e.g., 3 items of general shareholder, shareholder holding 5%, shareholder holding 10%)</p>
68	Point k Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>k) Right to convene the General Meeting of Shareholders</p> <p>A shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to convene a General</p>	<p>Article 17. Rights of Major Shareholders</p> <p>1. A Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares has the following rights:</p> <p>b. To request convening the meeting of the General Assembly of Shareholders in case</p>	Amend to make it clearer

		<p>Meeting of Shareholders in the cases:</p> <ul style="list-style-type: none"> - The Board of Directors commits a serious breach of the rights of the shareholders or the obligations of managers or makes a decision which falls outside its delegated authority. - The term of office of the Board of Directors has expired for more than six months and a new Board of Directors has not been elected to replace it. 	<p>the Board of Directors seriously violates the rights of Shareholders, the obligations of managers or makes decisions beyond its delegated authority. The request to convene the meeting of the General Assembly of Shareholders must be in writing and include the following contents: full name, contact address, nationality, number of legal document of the individual in respect of Shareholders being individual; name, enterprise code or number of legal documents of organization, head office address in respect of Shareholders being organizations; the number of shares and the time of registration of shares of each Shareholder, the total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company, the grounds and reasons for requesting to convene the meeting of the General Assembly of Shareholders. Enclosed with the request to convene meeting, there must be documents and evidences about violations of the Board of Directors, the seriousness of violations or decisions beyond the competence.</p>	
69	Add Point d, e Clause 1 Article 17 Proposal		<p>Article 17. Rights of Major Shareholders</p> <p>1. A Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares has the following rights:</p> <p>d. To propose issues to be included in the agenda of the meeting of the General Assembly of Shareholders. The proposal must be in writing and sent to the Company at least 07 working days before the opening date. The proposal must clearly state the name of the Shareholder, the number of</p>	Follow the Mandatory Template

			<p>shares of each type of the Shareholder, the issues proposed to be included in the meeting agenda, the reasons and purpose of the proposal.</p> <p>e. Other rights pursuant to this Charter and the Laws.</p>	
70	Point 1 Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>l) Right to nominate candidates to the Board of Directors and the Supervisory Board : A shareholder or a group of shareholders shall have the right to nominate candidates to the Board of Directors and the Supervisory Board as stipulated in Article 30 of this Charter .</p>	<p>Article 17. Rights of Major Shareholders</p> <p>2. A Shareholder or groups of Shareholders owning 10% or more of the total number of ordinary shares shall have the right to nominate persons to the Board of Directors and the Board of Supervision pursuant to Articles 30 and 41 of this Charter. The nomination of persons to the Board of Directors and the Board of Supervision shall be conducted as follows:</p> <p>a. The ordinary Shareholders forming group for nominating persons to the Board of Directors and the Board of Supervision must make notification of the group’s meeting to the Shareholders attending the meeting before the opening of the meeting of the General Assembly of Shareholders.</p> <p>b. Based on the number of members of the Board of Directors and the Board of Supervision, a Shareholder or a group of Shareholders stipulated in this clause may nominate one or more persons pursuant to the decision of the General Assembly of Shareholders as candidates for the Board of Directors and the Board of Supervision.</p>	<p>Rights and obligations of shareholders are completely replaced with new regulations according to the the Mandatory Template because it is concise, clear, and consistent with the logic of the new Law on Enterprises (e.g., 3 items of general shareholder, shareholder holding 5%, shareholder holding 10%)</p>
71	Delete Point c Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>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 resolutions of the General Meeting of</p>		<p>This content is mentioned in Article 29 Proposal</p>

		<p>Shareholders :</p> <ul style="list-style-type: none"> - Where a resolution of the General Meeting of Shareholders breaches the Law or the basic interests of shareholders, a shareholder shall have the right to request the Company not to implement such resolution in accordance with the order and procedures stipulated by the Law. - 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: <ul style="list-style-type: none"> + 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 ; + The order, procedures for issuing resolution and the resolution content violates the laws or the Company charter . 		
72	Delete Clause 2, 3, 4 Article 16	<p>Article 16. Rights of shareholders</p> <p>2. Rights of shareholders owning voting preference shares :</p> <ul style="list-style-type: none"> - 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 . - 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. <p>3. Rights of shareholders owning dividend</p>		<p>Delete all classes of shares: voting/ dividend preference shares,...because:</p> <ul style="list-style-type: none"> - the Mandatory Template does not have similar provision - No need to rewrite the definition as Law - HSC does not have these shares

		<p>preference shares c:</p> <ul style="list-style-type: none"> - To receive dividends in accordance with Article 11.4(c) of this Charter. - Upon dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion to the number of shares contributed to the Company after the Company has paid in full its debts and redeemable preference shares. - 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. - The right to vote for case specified in Article 25 of this Charter. <p>4. Rights of shareholder owning redeemable preference shares :</p> <ul style="list-style-type: none"> - To have their contributed capital redeemed by the Company in accordance with Article 11.4(d) of this Charter . - Upon dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion to the number of shares in the Company after the Company has paid in full its debts . - 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. - The right to vote to be converted into ordinary shares as specified in the Article 25 of this Charter. 		
73	Clause 1 Article 17	<p>Article 17. Obligations of Shareholders</p> <p>1. To pay in full and on time for the shares registered for subscription and be liable for</p>	<p>Article 18. Obligations of Shareholders</p> <p>1.To pay in full and on time for the number of shares committed to buy.</p>	Follow the Mandatory Template

		debts and other property obligations of the Company to the extent of the capital contributed to the Company. Not to withdraw in any way the capital contributed to the Company, except where shares are redeemed by the Company or purchased by other persons in accordance with the Laws. Where a shareholder withdraws all or part of the capital contributed not in accordance with this clause, the related person in the Company must be jointly liable for debts and other property obligations of the Company to the extent of the value of shares withdrawn and any loss arising.	2. Not to withdraw capital having been contributed by way of ordinary shares from the Company in any form, except for the case of share redemption by the Company or share purchase by another person. In case a Shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such Shareholder and the persons with related interests in the Company must be jointly liable for all debts and other property obligations of the Company to the extent of the value of the shares having been withdrawn and the damages having arisen	
74	Delete the first bullet point of Clause 5 Article 17	Article 17. Obligations of Shareholders 5. Other obligations: - To provide accurate addresses when subscribe for shares and fulfill other obligations in accordance with applicable Laws ;		Follow the Mandatory Template
75	Amend the second bullet point of Clause 5 Article 17	Article 17. Obligations of Shareholders 5. Other obligations: - Major shareholders must promptly notify the Company fully and fulfill their obligations in information disclosure in accordance with the Laws on Securities;	Article 18. Obligations of Shareholders 8.A Shareholder or group of related Shareholders owning 05% or more of the total number of ordinary shares shall be obliged to disclose information when becoming or no longer being a major shareholder of the Company and when there is a change in the number of shares owned over the thresholds of 1% of the Company's voting shares.	Amend to make it clearer
76	Amend the third bullet point of Clause 5 Article 17	Article 17. Obligations of Shareholders 5. Other obligations: - 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	Article 18. Obligations of Shareholders 5.To keep confidentiality of information provided by the Company; only use the provided information to exercise and protect their legitimate rights and interests; it is strictly prohibited to distribute or copy, send information provided by the Company to other organizations, individuals.	Amend to make it clearer

		organizations and individuals shall be strictly prohibited;		
77	Amend the fourth bullet point of Clause 5 Article 17	<p>Article 17. Obligations of Shareholders</p> <p>5. Other obligations:</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>	<p>Article 18. Obligations of Shareholders</p> <p>6. To attend the meeting of the General Assembly of Shareholders and exercise the voting right through the following forms:</p> <p>a. Attending and voting directly at the meeting.</p> <p>b. Authorizing other individuals, organizations to attend and vote at the meeting.</p> <p>c. Attending and voting via online conference, electronic voting or other electronic means.</p> <p>d. Sending votes to the meeting by mail, fax, email or other form of communication.</p>	Follow the Mandatory Template
78	Add Clause 9 Article 18 Proposal		<p>Article 18. Obligations of Shareholders</p> <p>9. To fulfill other obligations pursuant to the Laws.</p>	Follow the Mandatory Template
79	Delete Article 18	<p>Article 18. Register of Shareholders</p> <p>1. The Company must establish and maintain a register of shareholders from the date of issuance of the Establishment and Operation License</p> <p>2. The register of shareholders must contain the main details as stipulated in the Law on Enterprises .</p> <p>3. Forms of the register of shareholders: in the form of a written document or an electronic data file .</p> <p>4. The register of shareholders shall be kept at the head office of the Company or at the Vietnam Securities Depository.</p> <p>5. The Chairman of the Board of Directors shall be responsible for certifying the registration of shares of the shareholders in a complete and</p>		It is not necessary to mention because Company is listed.

		timely manner. At the same time, he/she must be responsible for maintaining the register and ensuring the accuracy of the register to avoid any damage caused to the shareholders or third parties due to failure to perform such obligations. In case of any discrepancies between the data on the register retained at the Company and the data registered at the Vietnam Securities Depository, the data retained by the Vietnam Securities Depository shall be valid.		
80	Clause 2 Article 19	Article 19. Share certificates 2. Share certificates are certificates issued by the Company, book entries or electronic data certifying the ownership of one or more shares of the Company. A share certificate must contain the main details in accordance with Article 120.1 of the Law on Enterprises.	Article 11. Share certification 2.Share certificate shall be written certificate issued by the Company, book entry or electronic data, which confirms the ownership over one or more shares in the Company. Share certificate must contain all contents as required by the Laws.	Amend to make it clearer
81	Clause 3 Article 19	Article 19. Share certificates 3. Within fifteen (15) days from the date of submission of a complete file requesting a transfer of the ownership of shares in accordance with regulations of the Company or within two (2) months (or subject to the terms on issue) from the date of full payment of the share purchase price under the share issuance plan of the Company, a shareholder shall be issued with a share certificate without paying any fee to the Company.	Article 11. Share certification 3.In case the shares are listed or registered for trading on the stock market, the certification of shares shall be carried out pursuant to the Law on Securities and relevant Laws. In other cases, the certification of shares shall be carried out within fifteen (15) days, from the date the parties submit the full application dossier for transfer of ownership of shares to the Company or within two (02) months (or subject to the issuance terms) from the date of full payment of share purchase price pursuant to the share issuance plan of the Company.	Amend to reflect current practice at Company
82	Clause 4 Article 19	Article 19. Share certificates 4. If only part of the registered shares in a registered share certificate is assigned, the previous certificate shall be destroyed and a new certificate recording the remaining shares	Article 11. Share certification 4.In case only a portion of shares recorded in a share certificate are transferred, the old certificate shall be destroyed and the new certificate recording the remaining shares shall be issued free of charge by the	Article 7.4 the Mandatory Template attached to Circular 116/2020/TT-BTC only provides general provisions on

		shall be issued by the Company free of charge..	Company.	shares, regardless of registered or non-registered shares
83	Clause 5 Article 19	<p>Article 19. Share certificates</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 shares and pay all relevant expenses. The request must include below information:</p> <p>a) Information of the share certificates which were lost, damaged or destroyed .</p> <p>b) Commitment to take full responsibilities for all disputes arising from the re-issuance of new share certificates.</p>	<p>Article 11. Share certification</p> <p>5. In case the share certificate is erased, damaged or lost, destroyed, the owner of the shares may request the Company to reissue the new share certificate on the condition that such owner must provide evidence of share ownership and pay all related expenses. The Shareholder's request must include the following contents:</p> <p>Information about the share certificate being lost, damaged or otherwise destroyed.</p> <p>Commitment to take responsibility for disputes arising from the reissuance of new share certificate.</p>	<p>Article 7.4 the Mandatory Template attached to Circular 116/2020/TT-BTC only provides general provisions on shares, regardless of registered or non-registered shares</p>
84	Article 20	<p>Article 20. Other securities certificates</p> <p>Bond certificates or other securities certificates of the Company (except letters of offer for sale, temporary certificates and similar documents) shall bear the seal of the Company and the specimen signature of the legal representative of Company.</p>	<p>Article 12. Certificate of other securities</p> <p>Bond certificate or certificate of other securities of the Company (except for offer letters, temporary certificates and similar documents) shall be affixed with the Company's seal and signed by the Company's Legal Representative.</p>	Follow the Mandatory Template
85	Clause 1 Article 21	<p>Article 21. Issuance of covered warrants 1. The Company shall issue covered warrants subject to applicable laws and carry out relevant business activities.</p>	<p>Article 9. Issuance of secured warrants</p> <p>1. The Company shall issue warrants and carry out all professional activities relevant to secured warrants pursuant to the Laws.</p>	Amend to reflect Article 4.4.b) Circular 107 for covered warrants issuance. This content was previously consulted and agreed by SSC.
86	Clause 3 Article 21	<p>Article 21. Issuance of covered warrants 3. A holder of a covered warrant issued by the Company is a creditor of the debt partially secured by the Company and has the following rights:</p> <p>a) Right to receive payments in cash or</p>	<p>Article 9. Issuance of secured warrants</p> <p>3. An owner of warrant in the Company shall be a partially secured creditor of the Company and have the following rights:</p> <p>a. To be paid in cash or by transfer of underlying securities pursuant to the conditions and</p>	Amend to reflect Article 4.4.b) Circular 107 for covered warrants issuance. This content was previously consulted and agreed by SSC.

		<p>physical delivery of underlying assets as stipulated in the settlement terms in the prospectus of each issuance, and complied with related regulation ;</p> <p>b) Right to receive cash settlement when the covered warrants issued by the Company are delisted as stipulated by law ;</p> <p>c) Right to transfer, donate, bequest, pledge for loan in civil relationships in accordance with the law ;</p> <p>d) Right to receive priority in payment when the Company is dissolved or involved in bankruptcy process as stipulated by law;</p> <p>e) And other rights as prescribed by law.</p>	<p>payment methods prescribed by the Company in the prospectus of each issuance tranche and pursuant to the relevant Laws;</p> <p>b.To resell the warrants to the Company pursuant to the regulations on market creation activities;</p> <p>c. To be paid in cash when the secured warrants are delisted pursuant to the Laws;</p> <p>d.To transfer, give or present, bequeath, pledge for borrowing loan in civil relationships pursuant to the Laws;</p> <p>e. To be given priority in payment when the Company is dissolved or bankrupt pursuant to the Laws; and</p> <p>f. Other rights as prescribed in the respective prospectus and pursuant to the Laws.</p>	
87	Delete Article 22	<p>Article 22. Organizational and managerial structure of the Company</p> <ol style="list-style-type: none"> 1. The General Meeting of Shareholders. 2. The Board of Directors. 3. The Executive Management Board. 4. The Supervisory Board. 		Follow the Mandatory Template
88	Clause 1 Article 23	<p>Article 23. Authority of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall include all shareholders entitled to vote and shall be the highest decision-making authority of the Company.</p>	<p>Article 19. General Assembly of Shareholders</p> <p>1.The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the financial year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting</p>	Follow the Mandatory Template and Enterprise Law

			venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.	
89	Add Clause 1 Article 20 Proposal		<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> 1. The General Assembly of Shareholders shall have the following rights and obligations: <ol style="list-style-type: none"> a. To approve the Company's development orientation; b. To decide on the increase or decrease of the Charter Capital; c. To decide on the class of shares and the total number of shares of each type which may be offered for sale; decide on the annual dividend rate of each type of shares; d. To elect, remove, dismiss members of the Board of Directors, members of the Board of Supervision; e. To decide on the investment or selling of assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company; f. To decide on the amendment, supplement of this Charter; g. To approve annual financial statements; h. To decide on the redemption of 10% to 30% of the total number of sold shares in the Company; i. To review and handle violations by members of the Board of Directors, members of the Board of Supervision causing damage to the Company and its Shareholders; j. To decide on the reorganization, dissolution of the Company; k. To decide on the budget or total remuneration, bonus and other benefits for 	Follow the Mandatory Template and Enterprise Law

			<p>the Board of Directors, the Board of Supervision;</p> <p>l. To approve the Internal Regulations on Corporate Governance; the Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision;</p> <p>m. To approve the list of approved Audit Companies; decide on the approved Audit Company which will audit the operations of the Company, dismiss the approved auditor when deeming it necessary.;</p> <p>n. Other rights and obligations as provided by the Laws.</p>	
90	Clause 2 Article 23	<p>Article 23. Thẩm quyền của Đại hội đồng cổ đông</p> <p>2. The General Meeting of Shareholders has the following rights and duties</p> <p>a) An annual General Meeting of Shareholders shall discuss and approve the following issues;</p> <p>(i) Annual audited financial statements of the Company ;</p> <p>(ii) Annual business plan of the Company;</p> <p>(iii) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors;</p> <p>(iv) Report of the Supervisory Board regarding business results of the Company and operational results of the Board of Directors and the Chief Executive Officer;</p> <p>(v) Report on self-assessment of operational results of the Supervisory Board and of each Supervisor;</p> <p>(vi) Amount of dividend payable on each class of share;</p> <p>(vii) Short-term and long-term development</p>	<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>a. Annual business plan of the Company;</p> <p>b. Audited annual financial statements;</p> <p>c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;</p> <p>d. Report of the Board of Supervision on the business results of the Company, the performance of the Board of Directors, the Chief Executive Officer;</p> <p>e. Self-assessment report on the performance of the Board of Supervision and each Supervisor;</p> <p>f. Dividend rate per share of each type;</p> <p>g. Number of members of the Board of Directors, the Board of Supervision;</p> <p>h. Election, removal, dismissal and replacement of members of the Board of Directors and the Board of Supervision;</p>	<p>Follow the Mandatory Template and Enterprise Law</p> <p>Clause 2 Article 20 Proposal combine point a và point b</p> <p>Clause 2 Article 23 of current Charter</p>

		<p>plans of the Company.</p>	<ul style="list-style-type: none"> i. Decision on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors, the Board of Supervision; j. Approval on the list of approved Audit Companies, decision on the approved Audit Company which will audit the Company's operations when deeming it necessary; k. Supplement and amendment to this Charter, except for the case of adjustment of Charter Capital as a result of the sale of new shares made on the basis of the General Assembly of Shareholders approving the offer for sale of shares to increase the charter capital, and concurrently assigning the Board of Directors to conduct procedures to register the increase in charter capital after closing of each tranche of share sale, which case shall be approved by the Board of Directors; l. Type and number of new shares issued for each type of shares; m. Division, separation, consolidation, merger or conversion of the Company; n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator; o. Decision on the investment or selling of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company; p. The Company redeeming more than 10% to 30% of the total number of sold shares in the Company; 	
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91	Add Point q Clause 2 Article 20 Proposal		<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>q. The Company entering into contracts, transactions with a value of 35% or more or transactions which cause the total value of transactions arising within 12 months from the date of performing the first transaction to be 35% or more of the total value recorded in the latest financial statements of the Company with the following related persons:</p> <p>i. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;</p> <p>ii. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</p> <p>iii. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must disclose pursuant to the Law on Enterprises.</p>	Follow Article 167.1 Enterprise Law – the transaction item does not need to be separated into a separate section
92	Add Point r,s Clause 2 Article 20 Proposal		<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>r. The Company entering into contracts, transactions on borrowing, lending, selling of assets with a value greater than 10% of the</p>	Follow Article 167.3.b Enterprise Law

			<p>total value of assets recorded in the latest financial statements of the Company with a Shareholder owning 51% or more of the total number of shares with voting rights or related persons of such Shareholder;</p> <p>s. Internal Regulations on Corporate Governance, Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision;</p> <p>t. Other matters as provided by the Laws and this Charter.</p>	
93	Delete Point b Clause 2 Article 23	<p>Article 23. Authority of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders has the following rights and duties</p> <p>b) An annual General Meeting of Shareholders shall discuss and approve the following issues:</p> <p>(i) Approval of the developmental direction of the Company;</p> <p>(ii) Approval of annual financial statements;</p> <p>(iii) Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;</p> <p>(iv) The number of members of the Board of Directors and the Supervisory Board in each term ;</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>		The contents are mentioned in Clause 2 Article 20 Proposal (see Article 20)

		<p>(vi) Election, removal or discharge of members of the Board of Directors and the Supervisory Board;</p> <p>(vii) Total remuneration of the members of the Board of Directors and reports on remuneration of the Board of Directors;</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>(ix) Increase or decrease of the Charter Capital of the Company;</p> <p>(x) Classes of shares and total number of shares of each class which may be offered for sale and any transfer of shares of the founding shareholders within the first three (03) years from the date of establishment of the Company;</p> <p>(xi) Division, separation, consolidation, merger or conversion of the Company;</p> <p>(xii) Re-structuring and dissolution (liquidation) of the Company and appointment of liquidator ;</p> <p>(xiii) Inspection of and dealing with breaches by the Board of Directors and the Supervisory Board which cause loss to the Company and its shareholders;</p> <p>(xiv) Decision on transactions of investment/selling assets of the Company with a value of thirty five (35) percent or more of the total value of assets of the Company recorded in the most recent audited financial statements;</p> <p>(xv) To decide on redemption of more than 10% of the total number of shares of each type already sold;</p> <p>(xvi) To approve the Internal Regulation on Corporate Governance; Regulation on</p>		
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		<p>Operation of the Boards of Directors, Supervisory Board;</p> <p>(xvii) Entry by the Company into any contracts with any person as stipulated in Article 162.1 of the Law on Enterprises with a value of 35% or more of the total value of assets of the Company recorded in the most recent audited financial statements of the Company;</p> <p>(xviii) Review and handling of breaches of the Board of Directors and the Supervisory Board which cause loss to the Company and its shareholders;</p> <p>(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.</p> <p>c) The issues listed in clause 2(b) of this Article may be passed by way of collecting written opinions.</p>		
94	Delete item (vii) Point a Clause 2 Article 23	<p>Article 23. Authority of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders has the following rights and duties</p> <p>a) An annual General Meeting of Shareholders shall discuss and approve the following issues:</p> <p>(vii) Short-term and long-term development plans of the Company.</p>		Follow the Mandatory Template

95	Clause 1 Article 24	<p>Article 24. Authorised representatives</p> <p>1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with Law may authorize individuals or organizations to act as their representatives to attend. If there is more than one (1) representative, then the number of shares and the number of votes authorized to each representative must be specified.</p>	<p>Article 21. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>1. Shareholders, authorized representatives of Shareholders being organization may directly attend the meeting or authorize one or more other individuals, organizations to attend the meeting. In case a Shareholder has more than one authorized representative, it must specify the number of shares and the number of votes authorized to each representative.</p>	Follow the Mandatory Template
96	Clause 2 Article 24	<p>Article 24. Authorised representatives</p> <p>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:</p> <p>a) If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and by the individual authorized or by the legal representative of the organization authorized to attend the meeting;</p> <p>b) If a shareholder being an organization is the principal, then the power of attorney must be signed by the authorized representative or legal representative of the shareholder being an organization, and by the individual authorized or by the legal representative of the organization authorized to attend the meeting;</p> <p>c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and by the person authorized to attend the meeting.</p>	<p>Article 21. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>2. The authorization for a representative to attend the meeting of the General Assembly of Shareholders must be made in writing. The authorization document may be made in paper or by electronic means in accordance with the Laws, clearly stating the name of the authorizing Shareholder, the name of the authorized individual, organization, the number of authorized shares, the contents of authorization, the scope of authorization, the period of authorization and must have signature in accordance with the following provisions:</p> <p>a. In case the Shareholder being individual is the authorizing person, the authorization document must be signed by such Shareholder and the person authorized to attend the meeting,</p> <p>b. In case the Shareholder being organization is the authorizing person, authorization document must be signed by the legal representative of the Shareholder being</p>	Amend to make it clearer

		A person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.	organization or the duly authorized representative of such person and the person authorized to attend the meeting.	
97	Clause 3 Article 24	Article 24. Authorised representatives 3. Where a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer (if it was not registered with the Company)	Article 21. Authorization to attend the meeting of the General Assembly of Shareholders 3. The person authorized to attend the meeting of the General Assembly of Shareholders must submit the authorization document before the start of the meeting of the General Assembly of Shareholders. In case of re-authorization, the meeting attendee must also present the original authorization document of the Shareholder, the authorized representative of the Shareholder being organization (if not previously registered with the Company).	Follow the Mandatory Template
98	Clause 4 Article 24	Article 24. Authorised representatives 4. Except for the case stipulated in clause 3 of this Article, the voting card of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases: a) The principal dies, or his or her capacity for civil acts is lost or is restricted ; b) The principal rescinds the appointment of authorization; c) The principal rescinds the authority of the particular person carrying out the authorization. This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of commencement of the	Article 21. Authorization to attend the meeting of the General Assembly of Shareholders 4. The vote of the person authorized to attend the meeting within the scope of authorization shall still be valid when one of the following cases occurs: a. The authorizing person has died, has capacity for civil acts limited or has lost capacity for civil acts; b. The authorizing person has cancelled the authorization; c. The authorizing person has cancelled the power of the person performing the authorization.	Follow the Mandatory Template

		General Meeting of Shareholders or prior to the time the meeting is reconvened.	This clause shall not apply in case the Company receives a notice of one of the above cases before the opening time of the meeting of the General Assembly of Shareholders or before the meeting is re-convened.	
99	Delete Article 25	<p>Article 25. Change of rights</p> <p>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 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. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present in person or via authorized representatives shall be</p>		HSC does not have class of preference shares

		<p>deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the meeting mentioned above.</p> <p>2. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in Articles 28 and 31 of this Charter.</p> <p>3. Unless otherwise stipulated in the terms of share issues, special rights attached to various classes of shares with preference rights with respect to some or all matters relating to the distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same class.</p>		
100	Clause 1 Article 26	<p>Article 26. Convening of a General Meeting of Shareholders</p> <p>1. Number, period, method of organisation and venue of meetings:</p> <p>a) The General Meeting of Shareholders shall convene at least one annual meeting per year or extraordinary meetings. An annual General Meeting of Shareholders must not be convened in the form of collecting written opinions. The location of the General Meeting of Shareholders must be within the territory of Vietnam. 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>Article 19. General Assembly of Shareholders</p> <p>1. The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the financial year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the</p>	Follow the Mandatory Template

		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.	meeting and must be in the territory of Vietnam	
101	Delete Clause 2 Article 26	<p>Article 26. Convening of a General Meeting of Shareholders</p> <p>2. Authority to convene the General Meeting of Shareholders: The Board of Directors shall be responsible to convene the General Meeting of Shareholders. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated, the chairman of the Board of Directors must be responsible before the Laws and must compensate for any loss and damage arising to the Company.</p>	<p>Article 19. General Assembly of Shareholders</p> <p>2.The Board of Directors shall convene the annual meeting of the General Assembly of Shareholders and select an appropriate venue. The annual meeting of the General Assembly of Shareholders shall decide on issues provided by the Law and this Charter, especially shall approve the audited annual financial statements. In case the report on audit of the annual financial statements of the Company contains material exceptions, conflicting opinions or refusals, the Company must invite a representative of the audit organization approved to audit the financial statements of the Company to attend the annual meeting of the General Assembly of Shareholders and the representative of such approved audit organization has the responsibility to attend the annual meeting of the General Assembly of Shareholders of the Company.</p>	Follow the Mandatory Template
102	Clause 3 Article 26	<p>Article 26. Convening of a General Meeting of Shareholders</p> <p>3. The extraordinary General Meeting of Shareholders must be convened in the following cases:</p> <p>a) The Board of Directors considers that it is necessary to do so in the interests of the Company ;</p> <p>b) The annual balance sheet, the six-monthly or quarterly report or the audit report of the fiscal</p>	<p>Article 19. General Assembly of Shareholders</p> <p>3. The Board of Directors must convene an extraordinary meeting of the General Assembly of Shareholders in the following cases:</p> <p>a.The Board of Directors considers it necessary for the benefit of the Company.</p> <p>b.The number of remaining members of the Board of Directors, the Board of Supervision are less than the minimum</p>	Follow the Mandatory Template

		<p>year reflect the loss of half of the owner's equity in comparison with the amount at the beginning of the same period;</p> <p>c) The number of the members of the Board of Directors or of the Supervisory Board is less than the number of members required by Law ;</p> <p>d) A shareholder or a group of shareholders as stipulated in Article 16.1(k) of this Charter requests to convene the General Meeting of Shareholders in writing. Such request must specify reasons and purposes of the meeting and must be signed by all related shareholders or such request may be made in multiple copies and signatures of all related shareholders then collated;</p> <p>e) At the request of the Supervisory Board;</p> <p>f) Other cases as stipulated in this Charter and by the Laws.</p>	<p>number of members provided by the Laws.</p> <p>c. At the request of a Shareholder or a group of Shareholders provided in clause 1 Article 17 of this Charter.</p> <p>d. At the request of the Board of Supervision.</p> <p>e. Other cases provided by the Laws and this Charter.</p>	
103	Clause 4 Article 26	<p>Article 26. Convening of a General Meeting of Shareholders</p> <p>4. The time limit for convening an extraordinary meeting of the General Meeting of Shareholders shall be in accordance with the Laws. Where the Board of Directors fails to convene an extraordinary General Meeting of Shareholders, the Supervisory Board shall, in place of the Board of Directors, convene the General Meeting of Shareholders. If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with the Laws, the head of the Supervisory Board must be responsible before the Laws and must compensate for any loss caused to the Company, and at the same time a shareholder or group of shareholders as stipulated in Article 16.1(k) of this Charter shall be entitled to convene the General Meeting of Shareholders.</p>	<p>Article 19. General Assembly of Shareholders</p> <p>4. Convening an extraordinary meeting of the General Assembly of Shareholders</p> <p>a. The Board of Directors must convene a meeting of the General Assembly of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, the Board of Supervision are as provided in point b clause 3 of this Article or upon receipt of a request provided in points c and d clause 3 of this Article. In case the Board of Directors fails to convene a meeting of the General Assembly of Shareholders as provided, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any damage incurred to the Company.</p> <p>b. In case the Board of Directors fails to</p>	Follow the Mandatory Template

		<p>a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors is as stipulated in clause 3(c) of this Article or from the date of receipt of a request as stipulated in clauses 3(d) and 3(e) of this Article;</p> <p>b) Where the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in clause 4(a) of this Article, within thirty (30) days thereafter, the Supervisory Board shall, in place of the Board of Directors, convene a General Meeting of Shareholders;</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 Follow Clause 4 Article 140 of the Law on Enterprises.</p> <p>In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the sequence and procedures for convening, conducting the meeting and issuing the resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses shall not include any amounts paid by the shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.</p>	<p>convene the meeting of the General Assembly of Shareholders as provided in point a clause 4 of this Article, within the next 30 days, the Board of Supervision shall in replacement of the Board of Directors convene the meeting of the General Assembly of Shareholders. In case the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided, the Board of Supervision must compensate for any damage incurred to the Company.</p> <p>c. In case the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided in point b this clause, the Shareholder or group of Shareholders provided in clause 1 Article 17 of this Charter shall have the right to represent the Company to convene the meeting of the General Assembly of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Assembly of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Assembly of Shareholders. All costs for convening and conducting the meeting of the General Assembly of Shareholders shall be reimbursed by the Company. These costs shall not include expenses spent by Shareholders when attending the meeting of the General Assembly of Shareholders, whether they are accommodation and travel expenses.</p>	
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104	Add Clause 5 Article 19 Proposal		Article 19. General Assembly of Shareholders 5. In respect of the contents approved under the previous resolutions of the General Assembly of Shareholders, which have not been implemented, the Board of Directors must report the same to the General Assembly of Shareholders at the nearest annual meeting. In case there is a change in content falling under the decision-making authority of the General Assembly of Shareholders, the Board of Directors must submit it to the General Assembly of Shareholders at the nearest meeting for approval before implementation	Follow Article 272.2 Decree 155 – as per SSC's guidelines on 3 Dec 2021
105	Delete Clause 1 Article 27	Article 27. Program and agenda of a General Meeting of Shareholders 1. An annual General Meeting of Shareholders shall discuss and make decisions on the following issues : a) Annual audited financial statements ; b) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors; c) Report of the Supervisory Board regarding business results of the Company, operational results of the Board of Directors and the Executive Management Board; d) Amount of dividend payable on each class of share ; e) Total remuneration to be paid for the Board of Directors and the Supervisory Board;	Article 20. Rights and obligations of the General Assembly of Shareholders	This content has been aggregated in Article 20 Proposal

		<p>f) Short-term and long-term development plans of the Company</p> <p>g) Other issues under this Charter and applicable Laws.</p>		
106	Add Clause 1 Article 22 Proposal		<p>Article 22. Convening the meeting, meeting agenda and notice of invitation to the meeting of the General Assembly of Shareholders</p> <p>1. The annual and extraordinary meeting of the General Assembly of Shareholders shall be convened in the cases provided in Article 19 of this Charter.</p>	Add referencing content
107	Clause 2 Article 27	<p>Article 27. Program and agenda of a General Meeting of Shareholders</p> <p>2. The convenor of a General Meeting of Shareholders must carry out the following duties:</p> <p>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;</p> <p>b) To prepare the program and agenda of the meeting and prepare documents for the meeting ;</p> <p>c) To draft the resolution of the General Meeting of Shareholders; the list and detailed information of candidates in the case of election</p>	<p>Article 22. Convening the meeting, meeting agenda and notice of invitation to the meeting of the General Assembly of Shareholders</p> <p>2. The convenor of the meeting of the General Assembly of Shareholders must perform the following tasks:</p> <p>a. Preparing a list of Shareholders eligible to attend and vote at the meeting of the General Assembly of Shareholders. The list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders shall be made no earlier than ten (10) days before the date of sending the notice of invitation to the meeting of the General Assembly of Shareholders. The Company must disclose information about the making of the list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders at least 20 days before the last registration date.</p> <p>b. Preparing the agenda and contents of the meeting.</p> <p>c. Preparing documents relevant to the contents of the meeting.</p> <p>d. Preparing draft resolutions of the General</p>	<p>Sticking to the Mandatory Template. A lot of detailed content related to AGM, BOD and the Supervisory Board will no longer be in the Charter, which implies that the legislator moves to the Internal Governance Regulations and Operational Regulations.</p>

		<p>of members of the Board of Directors, Supervisors;</p> <p>d) To determine the time and venue of the meeting;</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> <p>f) Others work to serve the meeting.</p>	<p>Assembly of Shareholders according to the proposed contents of the meeting.</p> <p>e. Determining the time and venue of the meeting.</p> <p>f. Sending notice of invitation to the meeting to all Shareholders entitled to attending the meeting.</p> <p>g. Other tasks which serve the meeting.</p> <p>3. Notice of meeting of the General Assembly of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attending the meeting by a guaranteed method and at the same time published on the Company's website, the websites of the Stock Exchange, the SSC (when the Company is being listed or registered for trading). The notice of meeting of the General Assembly of Shareholders must be sent at least twenty one (21) days before the date of the meeting of the General Assembly of Shareholders (from the date on which the notice is duly sent or transmitted). The agenda of the meeting of General Assembly of Shareholders, documents relating to the issues to be voted on at the meeting shall be sent to the Shareholders or/and posted on the website of the Company. In case the documents are not attached to the notice of the meeting of the General Assembly of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents so that the Shareholders can access, including:</p> <p>a. Meeting agenda, documents used in the meeting;</p> <p>b. List and details of candidates in case of</p>	
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			<p>election of members of the Board of Directors, members of the Board of Supervision;</p> <p>c. Voting slips;</p> <p>d. Draft resolutions for each issue in the meeting agenda.</p>	
108	Clause 3 Article 27	<p>Article 27. Program and agenda of a General Meeting of Shareholders</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>a) The recommendation was sent outside the stipulated time-limit or is incomplete or is irrelevant;</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> <p>c) The item recommended does not fall within the decision-making authority of the General Meeting of Shareholders;</p> <p>d) Other cases as stipulated under the Laws and</p>	<p>Article 22. Convening the meeting, meeting agenda and notice of invitation to the meeting of the General Assembly of Shareholders</p> <p>4.A Shareholder or group of Shareholders provided in clause 1 Article 17 of this Charter shall have the right to propose contents to be included in the agenda of the meeting of the General Assembly of Shareholders.</p> <p>5.The convener of the meeting of the General Assembly of Shareholders shall have the right to refuse the proposal provided in clause 4 this Article in the following cases:</p> <p>a. The proposal is not sent in accordance with point d clause 1 Article 17 of this Charter.</p> <p>b. At the time of proposal, the Shareholder and group of Shareholders do not hold in full 05% or more of ordinary shares.</p> <p>c. The proposed issues, contents are not within the scope of competence and tasks of the General Assembly of Shareholders.</p> <p>d. Other cases as provided by the Laws.</p> <p>6.Except for the case of refusal of proposal under clause 5 this Article, the convener of the meeting of the General Assembly of Shareholders must accept and include the proposal in the intended agenda and contents of the meeting of the General Assembly of Shareholders.</p>	Follow the Mandatory Template

		this Charter.		
109	Clause 1 Article 28	<p>Article 28. Conditions for conducting a General Meeting of Shareholders</p> <p>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 .</p>	<p>Article 23. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>1. The meeting of the General Assembly of Shareholders shall be conducted when the number of Shareholders attending the meeting represent more than 50% of the total number of votes.</p>	Follow the Mandatory Template
110	Clause 4 Article 28	<p>Article 28. Conditions for conducting a General Meeting of Shareholders</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>a) Attending and voting directly at the meeting;</p> <p>b) Authorizing other individuals and organizations to attend and vote at the meeting;</p> <p>c) Attending and voting by video conferencing, or by another form of meeting;</p> <p>d) Sending the vote to the meeting by mail, fax or e-mail.</p>	<p>Article 23. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>4. Shareholders shall be considered as attending and voting at the meeting of the General Assembly of Shareholders in the following cases:</p> <p>a. Attending and voting directly at the meeting.</p> <p>b. Authorizing one or more other individuals, organizations to attend and vote at the meeting.</p> <p>c. Attending and voting via online conference, electronic voting or other electronic means.</p> <p>d. Sending votes to the meeting by mail, fax, email or other form of communication.</p>	Amend to reflect current practice
111	Delete Clause 5 Article 28	<p>Article 28. Conditions for conducting a General Meeting of Shareholders</p> <p>5. The Company may widely use information technology for voting, including remote voting via a secured electronic system or voting via the internet or by telephone to facilitate shareholders in attending a General Meeting of Shareholders.</p>		Mentioned at Point d Clause 2 Article 23 Proposal

112	Add Clause 5 Article 23 Proposal		<p>Article 23. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>5. The provision of clause 4 this Article shall apply in case the General Assembly of Shareholders meets physically, via online conference and a combination of the above forms .</p>	Add to reflect current practice
113	Clause 1, 2, 3, 4 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>1. On the date of holding the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered.</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 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</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>1. Before opening the meeting, the Company must carry out procedures for registration of Shareholders and must carry out the registration until all Shareholders with the right to attend the meeting, which are present, have been fully registered in accordance with the following order:</p> <p>a. When conducting registration of Shareholders, the Company shall provide a voting slip to each Shareholder or authorized representative with voting right, which shall specify the registration number, full name of the Shareholder, full name of the authorized representative and number of votes of such Shareholder.</p> <p>b. Shareholders, authorized representatives of Shareholders being organization or authorized persons who arrive after the opening of the meeting may be registered immediately and then may attend and vote at the meeting immediately after registration. The chairman has no obligation to stop the meeting for registration of the latecomers and the validity of previous voting shall not change.</p>	Follow the Mandatory Template

		<p>Meeting of Shareholders based on a request of the Chairman.</p> <p>3. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the timeframe applicable to each issue in the agenda for the meeting.</p> <p>4. Any shareholder or person authorised to attend a meeting who arrives after the commencement of the meeting shall still be registered and has the right to participate in voting immediately after registration. The Chairman is not obliged to stop the meeting so that late arrivals may register. In such case, the effectiveness of any item which was previously voted on shall not be affected.</p>		
114	Clause 5 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</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 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</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>2. The election of the Chairman, Secretary and Vote Counting Committee of the meeting of the General Assembly of Shareholders shall be 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 Chairman of the meetings convened by the Board of Directors. In case the Chairman is absent or temporarily subject to loss of working ability, the remaining members shall elect one of them to act as the Chairman of the meeting pursuant to the principle of majority. In case of failure to elect a person to act as the chairman, the Head of the Board of Supervision shall direct the General Assembly of Shareholders to</p>	Follow the Mandatory Template

		<p>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>	<p>elect the meeting chairman and the person with the highest number of votes shall act as the meeting chairman.</p> <p>b. Except for the case provided in point a this clause, the person signing the convention of the meeting of the General Assembly of Shareholders shall direct the General Assembly of Shareholders to elect the meeting chairman and the person with the highest number of votes shall act as the meeting chairman.</p> <p>c. The Chairman shall appoint the Secretary, prepare the meeting minutes of the General Assembly of Shareholders.</p> <p>d. The General Assembly of Shareholders shall elect one or more persons to the Voting Counting Committee at the proposal of the Chairman of the meeting.</p>	
115	Delete Clause 6 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>6. The chairman is the person who has the right to make decisions on the sequence, procedures and events arising outside of the agenda of the General Meeting of Shareholders.</p>		Follow the Mandatory Template
116	Clause 7 và Clause 10 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>7. The chairman and secretary of a General Meeting of Shareholders shall have the right to take necessary measures to direct the conduct of the meeting in a reasonable and orderly manner in accordance with the agenda as passed, and so that it reflects the wishes of the majority of attendees.</p> <p>10. The convenor of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>4. Chủ tọa có quyền thực hiện các biện pháp cần thiết và hợp lý để Article hành cuộc họp một cách có trật tự, đúng theo chương trình đã được thông qua và phản ánh được mong muốn của đa số người dự họp. Chủ tọa sau khi đã xem The chairman may take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of</p>	Follow the Mandatory Template

		<p>a) Arrange seating at the venue of the meeting;</p> <p>b) Ensure safety for all persons present at the venue of the meeting ;</p> <p>c) Facilitate the shareholders to attend (or continue to attend) the meeting .</p> <p>The convenor of the General Meeting of Shareholders has full powers to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.</p>	<p>meeting attendees. The chairman, after careful consideration, may take appropriate measures to:</p> <p>a. Arrange seats at the venue of the meeting of the General Assembly of Shareholders;</p> <p>b. Ensure the safety of everyone present at the meeting places;</p> <p>c. Facilitate the Shareholders to attend (or continue to attend) the meeting.</p> <p>The convenor of the meeting of the General Assembly of Shareholders may at his/her sole discretion change the above measures and apply all necessary measures. The applied measures may include issuance of a pass for entry or use of other options.</p>	
117	Add Clause 5 Article 23 Proposal		<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>5. The General Assembly of Shareholders shall discuss and vote on each issue in the agenda. Voting must be done right at the meeting and conducted by voting in one of three options: agreement, disagreement and abstention. Shareholders' opinions other than the above voting options shall be invalid. The results of the vote counting shall be announced by the Chairman immediately before the closing of the meeting.</p>	Add to reflect the Mandatory Template and current practice
118	Clause 9 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</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>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>7. The Chairman may postpone the meeting of the General Assembly of Shareholders, of which the quorum has been met, for no more than three (03) working days from the intended date of opening the meeting and</p>	Follow the Mandatory Template

		<p>the venue of the meeting only in the following cases:</p> <p>a) The location for the meeting does not have sufficient suitable seating for all the attendees;</p> <p>b) The communication means at the location of the meeting do not ensure the attending Shareholders participate, discuss and vote at the meeting;</p> <p>c) There is an attendee who obstructs the meeting or disrupts order, and there is a danger that the meeting might not be conducted fairly and lawfully;</p> <p>d) If the chairman adjourns or suspends a General Meeting of Shareholders contrary to the provisions in items a, b, c of this clause, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion. All resolutions passed at such meeting shall be effective.</p>	<p>may only postpone the meeting or change the meeting venue in the following cases:</p> <p>a. There are insufficient convenient seats in the meeting venue for all participants.</p> <p>b. It cannot be ensured that the means of communication at the meeting venue shall facilitate the Shareholders attending the meeting to participate, discuss and vote.</p> <p>c. There are attendees who obstruct, disrupt order, threaten to prevent the meeting from being conducted in a fair and lawful manner.</p> <p>8. In case the Chairman postpones or temporarily suspends the meeting of the General Assembly of Shareholders contrary to clause 7 this Article, the General Assembly of Shareholders shall elect one of the attendees to run the meeting until at the closing in replacement of the Chairman. All resolutions passed at such meeting shall come into force</p>	
119	Clause 8 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>8. The convenor of a General Meeting of Shareholders has the following rights:</p> <p>a) To require all persons attending the meeting to be security-checked or subject to other lawful and reasonable security measures ;</p> <p>b) To request a competent agency to maintain order during the meeting; to expel from a General Meeting of Shareholders any person who fails to comply with the right of the chairman to control the meeting, who disrupts order or intentionally prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>6. The convenor or the Chairman of the meeting of the General Assembly of Shareholders shall have the following rights:</p> <p>a. To require all meeting attendees to undergo a security check or comply with other security measures.</p> <p>b. To request the competent body to maintain order of the meeting; expel those who do not comply with the Chairman's executive power, intentionally disrupt order, obstruct the normal process of the meeting or fail to comply with the requirements of security check from the meeting of the General Assembly of Shareholders.</p>	Follow the Mandatory Template

120	Delete Clause 11 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>11. If the General Meeting of Shareholders takes any of the above measures, then the convener of the General Meeting of Shareholders may, when determining the venue of the meeting:</p> <p>a) Notify that the meeting will be conducted at the venue stated in the notice and the chairman of the meeting shall be present there (“Official Venue of the Meeting”);</p> <p>b) Arrange and organize matters so that the shareholders or authorized representatives are unable to attend the meeting in accordance with this Article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;</p> <p>A notice of holding a meeting is not required to state the detailed measures for holding it in accordance with this Article.</p>		Follow the Mandatory Template
121	Delete Article 30	<p>Article 30. Cumulative voting</p> <p>1. 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> <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>a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total shares with</p>		Regarding cumulative voting, the the Mandatory Template does not have a separate Article. Article 148.3 The Law on Enterprises also provides general provisions. So, the cumulative voting section will be moved to Nominations and candidates for BOD & Board of Supervisors (see Article 30, Article 41 Proposal)

		<p>voting right is entitled to nominate no more than one (01) candidate to the Board of Directors and one (01) candidate to the Supervisory Board;</p> <p>b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total shares with voting right is entitled to nominate no more than two (02) candidates to the Board of Directors and two (02) candidates to the Supervisory Board;</p> <p>c) A shareholder or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total shares with voting right is entitled to nominate no more than three (03) candidates to the Board of Directors and three (03) candidates to the Supervisory Board;</p> <p>d) A shareholder or a group of shareholders holding from forty percent (40%) to less than fifty (50%) of the total shares with voting right is entitled to nominate no more than four (04) candidates to the Board of Directors and four (04) candidates to the Supervisory Board;</p> <p>e) A shareholder or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) of the total shares with voting right is entitled to nominate no more than five (05) candidates to the Board of Directors and five (05) candidates to the Supervisory Board;</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)</p>		
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		<p>candidates to the Board of Directors;</p> <p>g) A shareholder or a group of shareholders holding from seventy percent (70%) to less than eighty percent (80%) of the total shares with voting right is entitled to nominate no more than seven (07) candidates to the Board of Directors;</p> <p>h) A shareholder or a group of shareholders holding from eighty percent (80%) to less than ninety percent (90%) of the total shares with voting right is entitled to nominate no more than eight (08) candidates to the Board of Directors;</p> <p>i) A shareholder or a group of shareholders holding from ninety percent (90%) or more of the total shares with voting right is entitled to nominate no more than nine (09) candidates to the Board of Directors.</p>		
122	Add Clause 1 Article 30 Proposal		<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>1. The nomination and candidacy for members of the Board of Directors shall be as follows:</p> <p>a. A Shareholder or group of Shareholders owning 10% to less than 20% of the total number of voting shares may nominate up to one (01) candidate to the Board of Directors;</p> <p>b. A Shareholder or group of Shareholders owning 20% to less than 30% of the total number of voting shares may nominate up to two (02) candidates for the Board of Directors;</p> <p>c. A Shareholder or group of Shareholders owning 30% to less than 40% of the total number of voting shares may nominate up to three (03) candidates for the Board of Directors;</p> <p>d. A Shareholder or group of Shareholders</p>	As mentioned above, regulation on accumulate votes is taken back from the old Charter and amended to be consistent with the relevant regulations

			<p>owning 40% to less than 50% of the total number of voting shares may nominate up to four (04) candidates for the Board of Directors;</p> <p>e. A Shareholder or group of Shareholders owning 50% to less than 60% of the total number of voting shares may nominate up to five (05) candidates for the Board of Directors;</p> <p>f. A Shareholder or group of Shareholders owning 60% to less than 70% of the total number of voting shares may nominate up to six (06) candidates for the Board of Directors;</p> <p>g. A Shareholder or group of Shareholders owning 70% to less than 80% of the total number of voting shares may nominate up to seven (07) candidates for the Board of Directors;</p> <p>h. A Shareholder or group of Shareholders owning 80% to less than 90% of the total number of voting shares may nominate up to eight (08) candidates for the Board of Directors;</p> <p>i. A Shareholder or group of Shareholders owning 90% or more of the total number of voting shares may nominate the full number of candidates for the Board of Directors.</p>	
123	Add Clause 2 Article 30 Proposal		<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>2. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the website of the Company so that Shareholders may learn</p>	Follow the Mandatory Template

			<p>about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Directors. Information related to candidates for the Board of Directors to be published shall include:</p> <ul style="list-style-type: none"> a. Full name, date of birth; b. Qualifications; c. Work experience; d. Other management titles (including the titles in the Board of Directors of other Companies); e. Interests related to the Company and related parties of the Company. 	
124	Clause 3 Article 30	<p>Article 30. Cumulative voting</p> <p>3. If the number of the candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates which they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors/ the Supervisory Board or other shareholders. The mechanism for nomination of candidates to the Board of Directors/ Supervisory Board by the incumbent Board of Directors/ Supervisory Board must be clearly announced to and approved by the General Meeting of Shareholders.</p>	<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>3. In case the number of candidates for the Board of Directors through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Directors shall nominate additional candidates in accordance with the order, procedures provided in the Internal Regulations on Corporate Governance and the Regulations on Operations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Directors.</p>	Amend to make it clearer

125	Clause 4 Article 30	<p>Article 30. Cumulative voting</p> <p>4. Candidates selected to be members of the Board of Directors or the Supervisory Board shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by this Charter have been elected. If there are two (02) or more candidates who obtain the same number of votes for being the last member of the Board of Directors or the Supervisory Board, such member shall be elected again amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election.</p>	<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>4. Voting to elect members of the Board of Directors must be done by cumulative voting, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Directors to be elected and such shareholder may cumulate all or a part of its total votes in favour of one or more candidates. The persons who are successfully elected as members of the Board of Directors shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members provided in this Charter have been reached. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations.</p>	Supplement for more clarity on cumulative voting method
126	Delete Clause 1 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall pass decisions which fall within its authority by way of voting in a meeting or collecting written opinions .</p>		Follow the Mandatory Template. This content specified in Clause 4, Article 10 (see Article 10)
127	Clause 2 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</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</p>	<p>Article 25. Conditions for passing a Resolution of the General Assembly of Shareholders</p> <p>2. A resolution on the following contents shall be approved if it is agreed by the number of</p>	Amend referencing content

		<p>total votes of all attending shareholders, except for cases provided in Clauses 4, Clause 13 this Article and Clause 1 Article 25 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>	<p>Shareholders representing at least 65% of the total votes of all Shareholders attending and voting at the meeting, except for the case provided in clause 4 Article 30, and clause 4 Article 41 of this Charter:</p> <p>a. Type of shares and total number of shares of each type.</p> <p>b. Change to business lines and fields.</p> <p>c. Change to the Company's structure of organization and management.</p> <p>d. Project of investment or sale of assets valued at 35% or more of the total value of assets of the Company recorded in the latest audited financial statements.</p> <p>e. Reorganization, dissolution of the Company.</p>	
128	Clause 3 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>3. Other resolutions shall be adopted when approved by a number of shareholders representing more than fifty percent (50%) of the total votes of all attending shareholders, except for cases provided in Clause 2, Clause 4, Clause 13 this Article and Clause 1 Article 25 of this Charter.</p>	<p>Article 25. Conditions for passing a Resolution of the General Assembly of Shareholders</p> <p>1. A resolution of the General Assembly of Shareholders shall be approved if it is agreed by the number of Shareholders representing more than 50% of the total votes of all Shareholders attending and voting at the meeting, except for the cases provided in clause 2 this Article, Article 27, clause 4 Article 30, and clause 4 Article 41 of this Charter</p>	Amend referencing content
129	Delete Clause 4 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>4. Voting to elect members of the Board of Directors and of the Supervisory Board must be implemented by the method of cumulative voting, whereby each shareholder shall have as its total number of votes the total number of shares it owns multiplied by the number of members to be elected to the Board of Directors</p>		Follow the Mandatory Template

		or the Supervisory Board. The shareholders are entitled to accumulate all or part of their total votes for one or more candidates.		
130	Clause 5 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>5. Resolutions of the General Meeting of Shareholders adopted by shareholders owning one-hundred percent (100%) of the total number of voting shares must be valid and effective, even when the order or procedures for passing such resolutions fail to comply with the Laws.</p>	<p>Article 25. Conditions for passing a Resolution of the General Assembly of Shareholders</p> <p>3. Resolutions approved by the General Assembly of Shareholders at the ratio of 100% of the total voting shares shall be legal and effective even if the order and procedures for approving such resolutions violate the Law on Enterprise and this Charter.</p>	Follow the Mandatory Template
131	Add Article 26 Proposal		<p>Article 26. Organization of the meeting of the General Assembly of Shareholders in the form of online conference</p> <p>1. Depending on the situation and circumstances, the Board of Directors may decide on conducting the meeting of the General Assembly of Shareholders in the form of online conference or a combination of both physical meeting and online conference in the same meeting of the General Assembly of Shareholders to approve decisions of the General Assembly of Shareholders on all issues within the competence of the General Assembly of Shareholders.</p> <p>2. The Company shall widely use information technology for meeting in the form of online conference to create favorable conditions for Shareholders to attend the meeting of the General Assembly of Shareholders.</p> <p>3. Conditions for conducting the meeting of the General Assembly of Shareholders in the form of online conference shall be the same as those under Article 23 of this Charter. The basis for calculating the number of</p>	This is a completely new rule. The Law on Enterprises and the Mandatory Template only stipulates that companies can apply technology.

			<p>Shareholders attending the meeting shall be the number of Shareholders having completed registration to attend the online conference. In case of combining both physical meeting and online conference in the same meeting, the number of meeting attendees shall be the total number of Shareholders attending physically, and Shareholders registering to attend the online conference.</p> <p>4. Meetings via online conference shall apply electronic voting and votes shall be cast electronically. The organizers may use technology to count and check the votes electronically. The organizers may decide to make the counting process public or only make the vote counting results public. Vote counting results must be announced before the closing of the meeting of the General Assembly of Shareholders, except that the Chairman may decide otherwise for objective reasons.</p> <p>5. Resolutions approved in the form of online conference shall follow provisions under Article 25, clause 4 Article 30 and clause 4 Article 41 of this Charter and shall have the same validity as those approved at a physical meeting of the General Assembly of Shareholders.</p>	
132	Clause 6 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>6. The Board of Directors may collect written opinions of the shareholders to pass resolutions of the General Meeting of Shareholders if it is deemed in the best interests of the Company. The content of such written opinion forms,</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>1. Based on the actual situation and if it is deemed necessary for the benefit of the Company, the Board of Directors may</p>	Amend to reflect current practice at Company

		procedures of delivery and receipt of such written opinion forms, and minutes of vote-counting must comply with the Law on Enterprises.	decide to collect written opinions of Shareholders to approve the decision of the General Assembly of Shareholders on all issues falling within the competence of the General Assembly of Shareholders.	
133	Clause 7 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</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>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>2. The Board of Directors shall prepare the opinion collection form, draft resolution of the General Assembly of Shareholders, documents explaining the draft resolution and send the same to all Shareholders with voting rights no later than 10 days before the deadline to return the opinion collection form. The requirements and method for sending the opinion collection form and accompanying documents shall be the same as those provided in clause 3 Article 22 of this Charter.</p>	Follow the Mandatory Template
134	Clause 8 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>8. The written opinion form must contain the following principal details:</p> <p>a) Name, head office address, number and date of issue of the enterprise registration certificate and place of business registration of the Company;</p> <p>b) Purpose of collecting written opinions;</p> <p>c) Full name, contact address, nationality, serial number of legal documents for an individual shareholder; name, enterprise identification</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>3. The opinion collection form must contain the following main contents::</p> <p>a. Name, head office address, enterprise code of the Company.</p> <p>b. Purpose of opinion collection.</p> <p>c. Full name, contact address, nationality, number of legal document of individual in respect of Shareholders being individual; name, enterprise code or number of legal</p>	Follow the Mandatory Template

		<p>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> <p>d) Issue on which it is necessary to obtain opinions for passing ;</p> <p>e) Voting options, comprising consent, non-consent, or abstention;</p> <p>f) Time-limit within which the completed written opinion form must be returned to the Company;</p> <p>g) Full names and signatures of the Chairman of the Board of Directors and of the legal representative of the Company.</p>	<p>document of organization, head office address in respect of shareholders being organization or full name, contact address, nationality, number of legal document of individual in respect of the representative of Shareholder being organization; number of shares of each type and number of votes of Shareholder.</p> <p>d. Issues on which opinion needs to be collected to approve the decision.</p> <p>e. Voting options including agreement, disagreement and abstention for each issue on which opinion needs to be collected.</p> <p>f. Time limit for sending the completed opinion collection form to the Company.</p> <p>g. Full name, signature of the Chairman of the Board of Directors.</p>	
135	Add Clause 4 Article 27 Proposal		<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>4.Shareholders shall give answer in respect of the issue on which opinion needs to be collected in the opinion collection form by choosing one of three voting options: agreement, disagreement and abstention.</p>	Amend to reflect current practice at Company
136	Clause 9 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>9. The completed written opinion form must bear the signature of the shareholder being an individual; and the authorized representative or of the legal representative of the shareholder being an organization.</p> <p>The written opinion form which is returned to the Company must be enclosed in a sealed</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>5. Shareholders may send the completed opinion collection form to the Company by mail, fax, email or other means of communication as follows::</p> <p>a. The completed opinion collection form must be signed by the Shareholder being</p>	Follow the Mandatory Template

		<p>envelope and must not be opened by any person prior to vote-counting.</p> <p>The written opinion form sent by fax or email must be kept confidential until the time of counting of votes.</p> <p>Any completed written opinion form which is returned to the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Written opinion forms which are not returned shall be deemed to be forms not participating in the vote.</p>	<p>individual, the legal representative of the authorized organization or the legal representative of the Shareholder being organization.</p> <p>b. In case of mailing, the opinion collection form sent to the Company shall be put in closely sealed envelope and no one may open it before vote counting is conducted. In case of sending by fax or email or by other means of communication, the opinion collection form must be kept confidential until the time the vote counting is conducted.</p> <p>c. Opinion collection forms which have been opened in case of mailing or published before the time the vote counting is conducted in case of sending by fax, email, or other means of communication shall be invalid.</p>	
137	Add Clause 6 Article 27 Proposal		<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>6. Opinion collection forms sent back within the requested time limit but not complying with clauses 4 and 5 this Article shall be invalid. Opinion collection forms not sent back and opinion collection forms sent to the Company after the end of the opinion collection shall be considered as not participating in the voting.</p>	Add to reflect current practice at Company
138	Clause 10 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>10. 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</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>7. The Board of Directors shall count the votes and makes a minutes on vote counting under the witness of the Board of Supervision or</p>	Follow the Mandatory Template

		<p>the company. The minutes of vote-counting shall contain the following basic details:</p> <ol style="list-style-type: none"> Name, head office address, number of issue of the enterprise registration certificate, place of business registration; Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution; Number of shareholders with total numbers of votes having participated in the vote, number of valid votes and number of invalid votes and method of sending votes, an appendix listing the shareholders having participated in the vote; Total number of votes for, against and abstentions on each issue voted on; Matters which have been passed; Full names and signatures of the Chairman of the Board of Directors; the legal representative of the Company; the person who supervised the vote-counting; and the person who counted votes. <p>The members of the Board of Directors, the person who counted votes and the person who supervised the vote-counting are jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and are jointly liable for any loss arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.</p>	<p>Shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following main contents:</p> <ol style="list-style-type: none"> Name, head office address, enterprise code of the Company; Purpose and issues on which opinion needs to be collected to approve the resolution; Number of Shareholders with the total number of votes having participated in the voting, in which the number of valid and invalid votes and the method of sending votes must be distinguished, together with an appendix specifying the list of Shareholders participating in the voting; Total number of votes of agreement, disagreement and abstention for each issue; Issues having been approved and the corresponding ratio of votes of approval; Full name, signature of the Chairman of the Board of Directors, the person counting the votes and the person supervising the vote counting. <p>The members of the Board of Directors, the person counting the votes and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest, inaccurate counting of votes.</p>	
139	Clause 11 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>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</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>8. The vote counting minutes and resolutions shall be published on the Company's website</p>	Rewrite to make it clear

		sent to shareholders within 15 days from the date the vote counting ends.	within twenty four (24) hours from the closing of the vote counting or sent to the Shareholders within fifteen (15) days from the closing of the vote counting.	
140	Clause 13 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>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 approval and shall have the same validity as a resolution adopted in a General Meeting of Shareholders.</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>10. Resolutions shall be approved in the form of collection of Shareholders' written opinions if it is agreed by the number of Shareholders owning more than 50% of the total votes of all Shareholders; resolutions for selection of member of the Board of Directors shall be approved in accordance with clause 4 Article 30 and selection of member of the Board of Directors shall be approved in accordance with clause 4 Article 41 of this Charter. Resolutions approved in the form of collection of Shareholders' written opinions shall have the same value as that of the resolution approved at a meeting of the General Assembly of Shareholders.</p>	Rewrite to make it clear
141	Delete Clause 14 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>14. Any resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to participating in the General Meeting of Shareholders within fifteen (15) days from the date such resolution is passed. The resolution may be published on the website of the Company instead.</p>		This content has been specified in Clause 8 Article 27 Proposal
142	Article 32	<p>Article 32. Effect of the General Meeting of Shareholders' resolutions</p> <p>1. A resolution of the General Meeting of</p>	<p>Article 29. Request for cancellation of a Resolution of the General Assembly of Shareholders</p> <p>2. During the time the resolution of the General</p>	Rewrite to make it shorter but clearer

		<p>Shareholders shall be effective as of the date such resolution is passed or on another date as specified in the resolution .</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>	<p>Assembly of Shareholders is considered by the Court or the Arbitration, the resolution of the General Assembly of Shareholders shall continue to be implemented until the decision of the Court or the Arbitration on cancellation of this resolution takes effect, except for the case of application of injunctive relief under a decision of a competent authority.</p>	
143	Article 33	<p>Article 33. Request for revocation of resolutions of the General Meeting of Shareholders</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 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>	<p>Article 29. Request for cancellation of a Resolution of the General Assembly of Shareholders</p> <p>1. Within ninety (90) days from the date of receipt of the resolution or meeting minutes of the General Assembly of Shareholders or the minutes on vote counting results for collection of the Shareholders' written opinions, a Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares may request the Court or the Arbitration to consider, cancel the resolution or a part of the contents of the resolution of the General Assembly of Shareholders in the following cases:</p> <p>a. The order, procedures for convening the meeting and making the resolution of the General Assembly of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except for the case the resolution is approved at the ratio of 100% as provided in clause 3 Article 25 of this Charter.</p> <p>b. The contents of the resolution violate the Laws or this Charter.</p>	Follow the Mandatory Template

144	Article 33	<p>Article 33. Request for revocation of resolutions of the General Meeting of Shareholders</p> <p>If any resolution of the General Meeting of Shareholders is cancelled in accordance with the decision of a court or an arbitrator, the person who convened the meeting in which such cancelled resolution is adopted may consider re-organizing a General Meeting of Shareholders in accordance with the sequence and procedures under the Law on Enterprises and this Charter.</p>	<p>Article 29. Request for cancellation of a Resolution of the General Assembly of Shareholders</p> <p>3. In case the resolution of the General Assembly of Shareholders is cancelled pursuant to the decision of the Court or the Arbitration, a meeting of the General Assembly of Shareholders may be reorganized in accordance with the manner and procedures provided in this Charter for re-considering, re-determining the contents mentioned in the cancelled resolution.</p>	Rewrite to make it clearer
145	Clause 1 Article 34	<p>Article 34. Minutes of the meeting of the General Meeting of Shareholders</p> <p>1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded and archiveed in other electronic forms with required contents under the Law on Enterprises. The meeting minutes shall be made in writing in Vietnamese and may also be prepared in any other foreign language with the same validity. In case of any consistency between the Vietnamese version and any foreign language version of the meeting minutes, the Vietnamese version shall prevail. The meeting minutes must be signed by the chairman and secretary of such meeting and must be prepared in accordance with the Law on Enterprises and this Charter.</p>	<p>Article 28. Resolutions and meeting minutes of the General Assembly of Shareholders</p> <p>1. Meetings of the General Assembly of Shareholders must be recorded in minutes and may be audio or video recorded and kept in other electronic forms. Minutes must be made in Vietnamese, and in addition may be made in a foreign language and shall contain the following main contents:</p> <ul style="list-style-type: none"> a. Name, head office address, enterprise code of the Company; b. Time and venue of the meeting of the General Assembly of Shareholders; c. Meeting agenda and meeting contents; d. Full name of the chairman and the secretary; e. Summary of the meeting progress and opinions expressed at the meeting of the General Assembly of Shareholders on each issue in the agenda; f. Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix specifying the list of registered Shareholders, representatives of Shareholders attending the meeting with the corresponding number of shares and votes; 	Follow the Mandatory Template

			<p>g. Total number of votes for each issue to be voted on, clearly stating the voting method, total number of valid and invalid votes, votes of agreement, disagreement and abstention; the respective ratio over the total number of votes of the Shareholders attending the meeting;</p> <p>h. Issues having been approved and the respective ratio of votes of approval;</p> <p>i. Full name and signature of the Chairman and the Secretary. In case the Chairman, the Secretary refuses to sign the meeting minutes, such minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all contents as provided in this clause. The meeting minutes shall clearly state that the Chairman, the Secretary refuses to sign the meeting minutes.</p> <p>3. Minutes made in Vietnamese and foreign language shall have the same legal effect. In case there is any discrepancy in contents between the minutes in Vietnamese and foreign languages, the contents in the Vietnamese minutes shall prevail.</p>	
146	Clause 3 Article 34	<p>Article 34. Minutes of the meeting of the General Meeting of Shareholders</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 signed on such minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the meeting minutes. The</p>	<p>Article 28. Resolutions and meeting minutes of the General Assembly of Shareholders</p> <p>2. The meeting minutes of the General Assembly of Shareholders must be finalized and approved before the closing of the meeting. The Chairman and the secretary of the meeting or another person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.</p> <p>4. Resolutions, meeting minutes of the General</p>	<p>Amend to make it clearer</p> <p>The content of refusal to sign the meeting minutes is specified in Point i Clause 1 Article 28 Proposal</p>

		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.	Assembly of Shareholders and relevant documents must be disclosed pursuant to the Laws within twenty four (24) hours .	
147	Delete Clause 4, 5 Article 34	Article 34. Minutes of the meeting of the General Meeting of Shareholders 4. Minutes of the meeting of the General Meeting of Shareholders are deemed as authentic evidence of the work conducted at the meeting. 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 disclosed Follow regulation on information disclosure on the stock market and must be stored at the head office of the Company.		Follow the Mandatory Template
148	Clause 1 Article 35	Article 35. Authorities of the Board of Directors 1. The Board of Directors is a management body of the Company and shall have full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company which do not fall within the authority of the General Meeting of Shareholders. The Board of Directors shall be responsible for ensuring the operations of the Company are in compliance with the Laws, this Charter and other internal regulations of the Company, and shall be fair to all shareholders and respect interests of any persons related to the Company.	Article 32. Rights and obligations of the Board of Directors 1. The Board of Directors shall be the management body of the Company, have full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations of the General Assembly of Shareholders.	Follow the Mandatory Template

149	Point a Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: a) To make decisions on medium-term development strategies and plans, and on annual business plans and budget of the Company;	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: a.To decide on the strategy, medium-term development plan and annual business plan of the Company;	Follow the Mandatory Template
150	Delete Point b Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: b) To determine operational objectives based on strategic plans approved by the General Meeting of Shareholders		Follow the Mandatory Template
151	Point d Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: d) To make decisions on offering new shares within the number of shares of each class which may be offered for sale; to make decisions on raising capital by other methods;	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: c. To decide on the selling of unsold shares within the number of shares authorized to be offered for sale of each type; decide on mobilizing additional capital in other form;	Follow the Mandatory Template
152	Delete Point e Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: e) To make recommendations on issuance of convertible bonds and warrants allowing the owners of such bonds and warrants to purchase shares at a specified price;		Follow the Mandatory Template

153	Point f Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>f) To decide on the price of shares, bonds and other convertible securities issued by the Company;</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>2.The Board of Directors shall have the following rights and obligations:</p> <p>d. To decide on the selling price of shares and bonds of the Company ;</p>	Follow the Mandatory Template
154	Point g Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</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>Article 32. Rights and obligations of the Board of Directors</p> <p>2. The Board of Directors shall have the following rights and obligations:</p> <p>e. To decide on the redemption of no more than 10% of the total number of sold shares of each type within 12 months and decide on the redemption price in accordance with Article 14 of this Charter;</p>	Follow the Mandatory Template
155	Point i Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</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 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>Article 32. Rights and obligations of the Board of Directors</p> <p>2.The Board of Directors shall have the following rights and obligations:</p> <p>g.To decide on the market development, marketing and technology solutions;</p> <p>i. To approve contracts on purchase, selling, borrowing, lending and other contracts, transactions with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company, except for contracts, transactions falling under the decision-making power of the General Assembly of Shareholders as provided in points q and r clause 2 Article 20 of this Charter or unless otherwise provided by the Law on Enterprises;</p>	Follow the Mandatory Template

156	Add Point h Clause 2 Article 32 Proposal		<p>Article 32. Rights and obligations of the Board of Directors</p> <p>2.The Board of Directors shall have the following rights and obligations:</p> <p>h.To approve the contracts, transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements of the Company with the following related persons:</p> <p>i. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;</p> <p>ii. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</p> <p>iii. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must declare pursuant to the Law on Enterprises.</p>	Follow Article 167.1, 167.2 Enterprise Law (similar to Internal regulations on corporate governance)
157	Point j Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>j) To appoint, dismiss, remove the Chairman of the Board of Directos, the Person in charge of Corporate Governance; to appoint, dismiss, remove from office and sign contracts or terminate contracts with the Chief Executive Officer, 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</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>2.The Board of Directors shall have the following rights and obligations:</p> <p>j.To elect, remove, dismiss the Chairman of the Board of Directors; appoint, remove, dismiss, sign contracts, terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officers and important executives of the Company as provided in the Regulations on Operations of the Board of Directors; decide on the salary and other</p>	Follow the Mandatory Template

		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	benefits of such executives; appoint authorized representatives to participate in the members' council or the general assembly of shareholders of other companies, decide on the remuneration and other benefits of such persons;	
158	Delete Point k Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: k) To report to the General Meeting of Shareholders on appointment of the Chief Executive Officer by the Board of Directors;		Follow the Mandatory Template
159	Point m Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: 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 other company as stipulated in the Laws and Charter of the Company	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: 1.To decide on the organizational structure, internal management regulations of the Company, decide on the establishment of Subsidiaries, branches, transaction offices, representative offices and the activities of merger, acquisition with other enterprises, which are not the proprietary investment activities and daily activities of the Company;	Rewrite to make it clearer

160	Point n Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: n) To approve the agenda of, and the contents of documents prepared for the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass relevant resolutions	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: m.To approve the program, contents of documents serving the meeting of the General Assembly of Shareholders, convene the meetings of the General Assembly of Shareholders or collect opinions for the General Assembly of Shareholders to approve resolutions;	Rewrite to make it clearer
161	Point o Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: o) To submit annual audited financial statements and annual management reports of the Company to the General Meeting of Shareholders	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: n.To submit the audited annual financial statements to the General Assembly of Shareholders ;	Follow the Mandatory Template
162	Delete Point r Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: r) To establish standard procedures for convening meetings and voting at meetings of the Board of Directors for approval by the General Meeting of Shareholders; procedures for nominating, standing for election, appointing, dismissing and removing members of the Board of Directors, and the procedures for coordination between the Board of Directors and the Supervisory Board and the Executive Management Board; to establish basis for operations, rewards and disciplines applicable to members of the Board of Directors, Executive Management Board and other managerial personnels		Follow the Mandatory Template

163	Point s Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: s) To establish any body or appoint any person to conduct internal inspection and risk management in order to set out strategic policies on risk management in the operations of the Company and review and assess the compliance and effectiveness of the established risk management system in the Company	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: x. To establish departments or appoint persons to perform risk management and internal control tasks to meet the requirements of the Laws;	Rewrite to make it clearer
164	Add Point r, s, t Clause 2 Article 32 Proposal		Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: r. To take responsibilities before Shareholders for the Company's operations ; s. To treat all Shareholders equally and respect the interests of the persons having interests related to the Company ; t. To ensure that the Company's operations comply with the Laws, this Charter and the Company's internal regulations ;	Follow Article 278 Decree 155
165	Point t Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: t) To carry out measures to prevent and resolve any conflicts which may arise between the shareholders and the Company. The Board of Directors may appoint officers to implement required systems or establish specialized departments to resolve conflicts within the Company or serve this purpose	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: u.To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers, including the misuse of the Company's assets and abuse of transactions with related party;	Follow Article 278 Decree 155

166	Add Point v, w Clause 2 Article 32 Proposal		Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: v. To appoint the Person in charge of the Company's governance ; w. To organize training courses on corporate governance and necessary skills for members of the Board of Directors, the Chief Executive Officer and other Managers of the Company ;	Follow Article 278 Decree 155
167	Point x Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: 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	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: q. To decide on the issuance of the Regulations on Operations of the Board of Directors, the Internal Regulations on Corporate Governance after they are approved by the General Assembly of Shareholders; decide on the issuance of regulations on operations of the Audit Committee, the Risk Management Committee, the Salary and Bonus Committee under the Board of Directors, decide on the issuance of regulations on information disclosure of the Company and other internal regulations of the Company;	Follow the Mandatory Template
168	Add Point aa Clause 2 Article 32 Proposal		Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: aa. The procurement of management liability insurance, which is not intended to bring material benefits or income to the Managers and Supervisors ;	Add this content from experience dealing with D&O

169	Delete Point v, y, z Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</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>y) To determine values of assets used as 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>		Follow the Mandatory Template
170	Clause 3 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>3. The Board of Directors shall pass resolutions by voting at meetings, by collecting written opinion forms (or any other methods as determined by the Company). Each member of the Board of Directors shall have one vote</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>3.The Board of Directors shall approve resolutions, decisions by way of voting at meeting or collecting written opinions .</p> <p>4.The Internal Regulations on Corporate Governance, the Regulations on Operations of the Board of Directors shall provide details regarding method to organize meetings, authorization to attend meetings, approval of resolutions, decisions of the Board of Directors and other issues. Each member of the Board of Directors shall have one vote. The organization of collection of written opinions to approve resolutions, decisions of the Board of Directors shall be conducted in accordance with the Internal Regulations on Corporate Governance.</p>	Follow Article 153.3 Enterprise Law

171	Delete Clause 4, 5 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>4.The Board of Directors may authorise the Chairman of the Board of Directors to carry out part of its powers and functions during the time the Board of Directors does not hold any meeting. The scope of authorisation must be clear and specific. The Chairman of the Board of Directors shall not be authorised to decide important matters which have a major impact to the interests of the Company.</p> <p>5. Unless otherwise provided by the Laws and Charter, the Board of Directors may authorise its subordinates and representative managing officers to act on behalf of the Company.</p>		Follow the Mandatory Template
172	Clause 6 Article 35	<p>Article 35. Authorities of the Board of Directors</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>Article 32. Rights and obligations of the Board of Directors</p> <p>5. The Board of Directors must report to the annual meeting of the General Assembly of Shareholders on the results of operations, which shall include at least the following contents:</p> <ul style="list-style-type: none"> a. Remuneration, operating costs and other benefits of the Board of Directors and each member of the Board of Directors; b. Summary of meetings of the Board of Directors and decisions of the Board of Directors during the year; c. Report on transactions between the Company, its subsidiaries (if any), companies of which the Company controls more than 50% of charter capital (if any) and members of the Board of Directors and related persons of such members; transactions between the Company and enterprises of which the member of the Board of Directors is a founding member or a manager during the last 3 years prior to the 	Follow Article 280 Decree 155

			<p>transaction date;</p> <p>d. Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors;</p> <p>e. Activities of Committees under the Board of Directors;</p> <p>f. Results of supervision over the Chief Executive Officer and other executives;</p> <p>g. Operation plan for following year.</p>	
173	Delete Clause 7, 8 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>7.The Board of Directors must comply with the Laws, the Charter of the Company and resolutions of the General Meeting of Shareholders when performing its functions and obligations. Where any resolution passed by the Board of Directors is not compliant with the Laws or this Charter and causes damage to the Company, the members approving such resolution shall be jointly responsible and compensate the Company for such damage; the members who opposed the passing of such resolutions shall be relieved from liability.</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 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.</p>		Follow the Mandatory Template

174	Delete the first bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors</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> <ul style="list-style-type: none"> - Right to access information : + Members of the Board of Directors may demand the members of the Executive Management Board and the managers of the Company provide information and documents on the financial situation and business operations of the Company and of units in the Company; + A manager receiving such a demand must provide all information and documents promptly and accurately as demanded by the members of the Board of Directors. 		Follow the Mandatory Template
175	The second bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <ul style="list-style-type: none"> - Rights to receive remuneration and other benefits: The Company has the right to pay remuneration and salaries to the members of the Board of Directors based on the business results and efficiency. The remuneration, salaries and other benefits which the members of the Board of Directors are entitled to shall be determined based on the followings: + 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 	<p>Article 33. Remuneration, bonus and other benefits of members of the Board of Directors</p> <ol style="list-style-type: none"> 1. The Company may pay remuneration, bonus to members of the Board of Directors according to business results and efficiency. 2. Members of the Board of Directors shall be entitled to work remuneration and bonus. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonus for the Board of Directors shall be decided by the General Assembly of Shareholders at the annual meeting 	Follow the Mandatory Template

		decided by the General Meeting of Shareholders at the annual meeting;		
176	The second bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors 9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>+Members of the Board of Directors shall be entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses they have incurred in order to perform their delegated duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors or any committees of the Board of Directors;</p> <p>+The total amount payable to each member of the Board of Directors include remuneration, costs, commission, right to purchase shares and other benefits from the Company, its subsidiaries or affiliates and other companies in which the member of the Board of Director represent the Company's interest must be announced in detail in the annual report of the Company.</p>	<p>Article 33. Remuneration, bonus and other benefits of members of the Board of Directors 5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses which they have had to pay when performing their duties as a member of the Board of Directors, including expenses incurred in attending meetings of the General Assembly of Shareholders, the Board of Directors or the Committees of the Board of Directors.</p>	Follow the Mandatory Template
177	The second bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors 9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>+The members of the Board of Directors who hold any executive position or work at committees of the Board of Directors or perform other work which is deemed by the Board of Directors to be outside the normal scope of duties of members of the Board of Directors may be entitled to additional remuneration in the form of one-off payment, salaries, commissions, percentage of profits or</p>	<p>Article 33. Remuneration, bonus and other benefits of members of the Board of Directors 4. Members of the Board of Directors working in committees of the Board of Directors or performing other works outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum allowance, salary, commission, profit percentage or other form as decided by the Board of Directors.</p>	Follow the Mandatory Template

		in other forms as decided by the Board of Directors;		
178	Delete Point b Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>b) Obligations of member of the Board of Directors:</p> <ul style="list-style-type: none"> - To exercise their delegated powers and perform their delegated duties strictly in accordance with the Law on Enterprises, the Law on Securities, the relevant Laws, the Charter of the Company, and the resolutions of the General Meeting of Shareholders; - To exercise their delegated powers and perform their delegated duties honestly and prudently in the optimal legitimate interests of the Company and of the shareholders; - To be loyal to the interests of the Company and shareholders; not to use information, secrets, business opportunities of the Company, not to abuse their position and powers and assets of the Company for their own personal benefits or for the benefit of other organizations or individuals; - To participate in all meetings of the Board of Directors and to provide their clear opinion of the issues raised for discussion at the meetings; - To notify the Company in a timely manner, fully and accurately of enterprises in which they or their related persons own or have contributed capital or controlling shares. Such notice shall be displayed at the head office and branches of the Company - The members of the Board of Directors may not be entitled to any salary increments and 		Follow the Mandatory Template

		<p>bonuses where the Company has not paid in full all debts which are due and payable;</p> <p>- To perform other duties as stipulated under applicable Laws and Charter of the Company.</p>		
179	Clause 1 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</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>	<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>1.The number of members of the Board of Directors shall be at least five (05) persons and at most eleven (11) persons, and the specific number in each term shall be decided by the General Assembly of Shareholders.</p> <p>3. In respect of the composition of the Board of Directors, it must be ensured that at least one third (1/3) of the total number of members of the Board of Directors shall be non-executive members, and in respect of the number of independent members of the Board of Directors in each term, it must be ensured that:</p> <p>a. There shall be at least 01 independent member in case the Board of Directors comprises 05 members;</p> <p>b. There shall be at least 02 independent members in case the Board of Directors comprises 06 to 08 members;</p> <p>c. There shall be at least 03 independent members in case the Board of Directors comprises 09 to 11 members.</p>	Follow the Mandatory Template
180	Clause 2, clause 5 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>2.The term of office of Board of Directors is 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.</p>	<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the</p>	Follow the Mandatory Template

		<p>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> <p>5. Upon expiry of the term of the Board of Directors, if the General Meeting of Shareholders has not elected the new Board of Directors, the Board of Directors of the term which has expired shall continue its operation until a new Board of Directors is elected and takes over the duties.</p>	<p>Board of Directors of the Company for no more than 02 consecutive terms. In case all members of the Board of Directors have their terms ended at the same time, those members shall continue to be members of the Board of Directors until new members are elected for replacement and take over the duty. The term of office of the members elected for supplement or replacement of the members who have lost his/her membership status, are removed, dismissed within the term shall be the remaining period of the Board of Directors' term of office.</p>	
181	Add Clause 4 Article 31 Proposal		<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>4. A member of the Board of Directors shall no longer be qualified as member of the Board of Directors in case he/she is removed, dismissed, replaced by the General Assembly of Shareholders in accordance with the Laws.</p>	Follow the Mandatory Template
182	Add Clause 5, 6 Article 31 Proposal		<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>5. The appointment, removal, dismissal, replacement of members of the Board of Directors shall be disclosed in accordance with the Laws on information disclosure on the stock market.</p> <p>6. Members of the Board of Directors are not required to be Shareholders of the Company.</p>	Follow the Mandatory Template
183	Clause 3 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>3. The Board of Directors shall be elected by the</p>	<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>3. In case the number of candidates for the</p>	Follow the Mandatory Template and current law regulations

		<p>General Meeting of Shareholders on the principle of cumulative voting as prescribed in Article 30 of this Charter. Where the number of candidates to the Board of Directors is less than the necessary number, the incumbent Board of Directors, Supervisory Board and other shareholders may appoint additional candidates or arrange the nomination in accordance with the mechanism stipulated by the Company. The nomination mechanism or method for the incumbent Board of Directors, the Supervisory Board and other shareholders to nominate candidates to the Board of Directors must be clearly published and must be approved by the General Meeting of Shareholders before the nomination is conducted. The candidates to the Board of Directors must satisfy the conditions stipulated in Article 37 of this Charter.</p>	<p>Board of Directors through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Directors shall nominate additional candidates in accordance with the order, procedures provided in the Internal Regulations on Corporate Governance and the Regulations on Operations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Directors.</p> <p>5. The members of the Board of Directors must meet the standards and conditions as provided by the Laws, the Company's Internal Regulations on Corporate Governance and Regulations on Operations of the Board of Directors.</p>	
184	Delete Clause 4 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>4. 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. 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 become the members of the Board of Directors. Information related to the candidates for members of the Board of Directors to be disclosed includes: full</p>	<p>Article 30. Đề cử, ứng cử thành viên Hội đồng Quản trị</p>	<p>This content is generally stipulated in Clause 2 Article 30 (see Article 30).</p>

		name, date of birth; professional qualifications; working process; and other managerial titles.	
185	Delete Clause 6 Article 36	Article 36. Composition, Term of office and numbers of members of the Board of Directors 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).	Follow the Mandatory Template This content is mentioned in Clause 2 Article 30 Proposal
186	Delete Article 37	Article 37. Criteria and conditions for acting as members of the Board of Directors 1. Have full capacity for civil acts, and not fall into the category of persons not permitted to establish or manage an enterprise as stipulated in the Law of Enterprises. 2. Possessing professional qualifications and experience in business administration or experience in one of fields as securities, finance, banking, legal. 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. 4. Have not been a member of the board of management or legal representative of a company which was bankrupt or was prohibited from operation due to serious breaches of Law. 5. On commencement of a term of office, all members of the Board of Directors must meet all requirements under the Laws, governance regulations, Charter and other internal rules of	Briefed in clause 5 Article 30 Proposal and mentioned in Internal Regulations on Corporate Governance

		the Company. During their term of office, the members of the Board of Directors must notify the Chairman of the Board of Directors of any change. The criteria and conditions set out under this Article are concurrently applicable to any alternate or additional member of the Board of Directors.		
187	Clause 1 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>1.Meetings of the Board of Directors may be held on a regular or extraordinary basis. The Chairman of the Board of Directors may convene a meeting considered necessary, provided that there must be at least one (01) meeting every quarter.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>2. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.</p>	Follow the Mandatory Template
188	Clause 2 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>2.In case the Board of Directors elects a new Chairman for a new term of office, the initial meeting of the Board of Directors to elect the new Chairman and decide other issues must be conducted within seven (07) working days from the date of completion of the election of the Board of Directors for that term of office. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If more than one member obtains the same highest number of votes or the same highest percentage of votes, the members shall select a person amongst them by a majority vote to convene the meeting.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the closing of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest ratio of votes. In case more than one member receive the highest and equal number of votes or ratio of votes, the members shall conduct election on the principle of majority to select one of them to convene the meeting of the Board of Directors.</p>	Follow the Mandatory Template
189	Clause 3 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>3.The Chairman of the Board of Directors shall</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>3.The Chairman of the Board of Directors shall convene a meeting of the Board of</p>	Follow the Mandatory Template

		<p>convene an extraordinary meeting if he or she deems it is necessary for the interests of the Company. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors without delay if there is not a proper reason for such delay, when one of the following persons sends a written request presenting the purpose of the meeting and matters that need to be discussed. 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> <p>e) The request to convene a meeting must be made in writing and must specify the objectives, matters to be discussed and resolved by the Board of Directors.</p>	<p>Directors in the following cases:</p> <p>a. At the request of the Board of Supervision or independent members of the Board of Directors;</p> <p>b. At the request of the Chief Executive Officer or at least five (05) other Managers;</p> <p>c. At the request of at least two (02) members of the Board of Directors.</p> <p>4. The request provided in clause 3 this Article shall be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Directors.</p>	
190	Clause 4 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>4. If the Chairman fails to convene a meeting of the Board of Directors pursuant to a request, the Chairman shall be liable for loss and damage caused to the Company; and the person making the request has the right to convene a meeting of the Board of Directors in place of the Board of Directors.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receipt of the request provided in clause 3 this Article. In case of failure to convene the meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be liable for any damage caused to the Company; the requester may in</p>	Follow the Mandatory Template

			replacement of the Chairman of the Board of Directors convene the meeting of the Board of Directors.	
191	Clause 6 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</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. Any member of the Board of Directors may decline the meeting invitation in writing and such decline may be changed or terminated in writing by such member. The meeting invitation shall be made in Vietnamese and shall include details of time and place of the meeting, agenda, matters to be discussed and resolved, attached with the documents to be used in the meeting, voting cards of the members and voting cards for the members who are unable to attend the meeting. The notification shall be sent in accordance with the Law on Enterprises.</p> <p>The meeting invitation shall be sent by post, fax, electronic mail or any other methods, but must be sent to the correct address of each member of the Board of Directors and the Supervisory Board which has been registered with the Company.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send the notice of invitation to the meeting at least three (03) working days before the meeting date. The meeting invitation notice shall specify the time and venue of the meeting, the agenda, the issues for discussion and decision. The meeting invitation notice must be enclosed with the documents used at the meeting and the voting slips of the members.</p> <p>7. Notice of invitation to the meeting of the Board of Directors may be sent in the form of invitation letter, by phone, fax, email or other means of communication guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.</p> <p>8. The Chairman of the Board of Directors or the convenor shall send the meeting invitation notice and enclosed documents to the members of the Board of Supervision, the Chief Executive Officer in the same manner as that for the members of the Board of Directors.</p>	Follow the Mandatory Template and current practice at Company
192	Delete Clause 7 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>7.Meetings of the Board of Directors shall be conducted at the registered address of the Company or any other address in Vietnam or in other foreign countries, pursuant to the decision</p>		Follow the Mandatory Template

		of the Chairman of the Board of Directors as approved by the Board of Directors.		
193	Clause 8 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>8.A member of the Supervisory Board and the Chief Executive Officer, who is not a member of the Board of Directors, may attend and discuss in the meetings of the Board of Directors but is not entitled to vote in such meetings.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>9. Members of the Board of Supervision, the Chief Executive Officer may attend meetings of the Board of Directors; may discuss but shall not vote.</p>	Follow the Mandatory Template
194	Delete Clause 9 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>9. Voting</p> <p>a) Except for clause 9(b) of this Article, each member of the Board of Directors or his or her authorized person who is present in his or her capacity as an individual at a meeting of the Board of Directors shall have one vote;</p> <p>b) A member of the Board of Directors is not permitted to vote on any contract, transaction or proposal in which such member or any Related Person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the quorum required to be present to hold a meeting of the Board of Directors regarding decisions on which such member does not have the right to vote;</p> <p>c) Subject to Clause 9(d) of this Article, when an issue arises at a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting right of a member</p>		Follow the Mandatory Template

		<p>which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, such issue shall be referred to the chairman of the meeting for decision. The decision of the chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;</p> <p>d) Any member of the Board of Directors who benefits from any contract stipulated in Articles 56.5(a) and 56.5(b) of this Charter shall be deemed to have a material interest in such contract;</p> <p>e) Supervisors have the right to attend meetings of the Board of Directors and to take part in discussions but do not have any voting rights.</p>		
195	Delete Clause 10 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>10. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is unaware that such member and his/her related persons have an interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes</p>		<p>Follow the Mandatory Template.</p> <p>This is mentioned in Internal Regulations on Corporate Governance</p>

		aware that he/she has or will have an interest in the relevant contract or transaction.		
196	Clause 11 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>11.Meetings of the Board of Directors shall be conducted if at least three-quarters of the number of members of the Board of Directors are present in person or via their representatives (being authorized representatives) if the majority of members of the Board of Directors so agree. If the number of attending members is insufficient as stipulated, the meeting must be re-convened within seven (7) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Directors attend.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>11. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total number of members attend the meeting. In case the quorum of a meeting convened pursuant to this clause is not met, such meeting may be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.</p>	Follow the Mandatory Template
197	Clause 12 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>12. The Board of Directors shall pass decisions and issue resolutions on the basis of the consent of the majority of members of the Board of Directors present. Where the number of votes for and against are equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>15.Resolutions, decisions of the Board of Directors shall be approved if agreed by a majority of the attending members; In case of tie votes, the final decision shall belong to the side possessing the opinion of the Chairman of the Board of Directors.</p>	Follow the Mandatory Template
198	Add Clause 12,13,14 Article 35 Proposal		<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>12.A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:</p> <ol style="list-style-type: none"> a. Attending and voting directly at the meeting; b. Authorizing another person to attend the meeting and vote in accordance with clause 14 this Article; 	Follow the Mandatory Template

			<p>c. Attending and voting via online conference, electronic voting or other electronic means;</p> <p>d. Sending voting slip to the meeting by mail, fax, email or other means of communication;</p> <p>e. Sending voting slip by other means pursuant to the previous decision of the Board of Directors.</p> <p>13. In case of sending the voting slip to the meeting by mail, the voting slip must be put in a closely sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting slips may only be opened in the presence of all attendees.</p> <p>14. Members shall fully attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.</p>	
199	Delete Clause 13 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</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</p>		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance</p>

		<p>in the meeting minutes, but such minutes is signed by the remaining members of the Board of Directors and contains sufficient 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>		
200	Delete Clause 14 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>14.A meeting of the Board of Directors may be held in the form of a conference among the members of the Board of Directors when all or a number of the members are at different locations, provided that each member attending the meeting is possible:</p> <ul style="list-style-type: none"> a) To hear other members of the Board of Directors discuss at the meeting; b) To concurrently discuss with all other attending members. <p>Discussion between the members may be made directly by telephone or by other means of communication or a combination of all these methods. A member of the Board of Directors attending such a meeting shall be considered as "present" at the meeting. The location of the meeting held pursuant to this provision shall be a place where the largest group of members of the Board of Directors gathers or, if there is not</p>		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance and the BoD's TOR</p>

		<p>such a group, the place where the Chairman of the meeting is present.</p> <p>Decisions passed at a meeting properly held and processed by telephone shall be effective immediately after the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.</p>		
201	Delete Clause 15, clause 16 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>15. A resolution by way of collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting</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 at least one (1) member of the Board of Directors attending the meeting.</p>		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance and the BoD's TOR</p>
202	Clause 17 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>17. The Board of Directors may establish subsidiary sub-committees to be responsible for policies on development, personnel, salaries and bonuses, and internal audit. The Board of</p>	<p>Article 36. Committees of the Board of Directors</p> <p>1. The Board of Directors may establish committees to take charge of development policies, personnel, compensation and benefits, internal audit and risk management.</p> <p>2. The number of members of each committee</p>	Follow the Mandatory Template

		<p>Directors shall decide the number of members of any sub-committee which should be at least three (3) and must include a member of the Board and an external member. Independent members of the Board of Directors and non-managerial members of the Board of Directors should constitute the majority of members of a sub-committee, and one of such people should be appointed as the head of the sub-committee pursuant to a decision of the Board of Directors. Activities of sub-committees must comply with regulations of the Board of Directors. Resolutions of a sub-committee shall take effect only when the majority of members attending and voting at the meeting of the sub-committee are members of the Board of Directors.</p>	<p>shall be decided by the Board of Directors but it should be ensured that each committee has at least three (03) members. One of these members shall be appointed as the Head of the committee under a decision of the Board of Directors. Members of a committee may also be members of the Board of Directors and non-members. Each committee shall have at least one independent member of the Board of Director/non-executive member of the Board of Director.</p>	
203	Clause 18 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>18. Implementation of decisions of the Board of Directors, of sub-committees under the Board of Directors or of a person with the status of member of a sub-committee of the Board of Directors must comply with applicable Law and provisions in this Charter.</p>	<p>Article 36. Committees of the Board of Directors</p> <p>3.The committees shall operate in compliance with their own regulations of operations issued by the Board of Directors, regulations of operations of the Board of Directors, Internal Regulations on Corporate Governance, this Charter and relevant Laws.</p>	Rewrite to make it clearer
204	Delete Clause 1,2,3,4 Article 39	<p>Article 39. Relief of duty, removal from office and addition of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be relieved of duty in the following cases:</p> <p>a) The member of the Board of Directors no longer meets the requirements and qualifications under Article 37 of this Charter ;</p> <p>b) The member of the Board of Directors does not attend any meeting of the Board of</p>		<p>Follow the Mandatory Template</p> <p>This content is tipulated in the Internal Regulations</p>

		<p>Directors for six (06) consecutive months, except in cases of a force majeure event ;</p> <p>c) Having submitted a resignation letter which is approved ;</p> <p>d) There is evidence that such member no longer has the capacity for civil acts; và</p> <p>e) Other cases in accordance with the applicable Laws .</p> <p>2. A member of the Board of Directors shall be removed from office by a resolution of the General Meeting of Shareholders.</p> <p>3. The Board of Directors must convene a General Meeting of Shareholders to appoint additional members to the Board of Directors in the following cases:</p> <p>a) Members of Board of Directors are reduced by one third (1/3) of the number prescribed in this Charter. In this case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction;</p> <p>b) The number of independent members of Board of Directors is reduced below the ratio as prescribed in Article 36 of this Charter.</p> <p>4. When the number of members of Board of Directors is reduced more than one third (1/3) of the prescribed number in this Charter, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction.</p>		
205	Delete Clause 5, 6 Article 39	<p>Article 39. Relief of duty, removal from office and addition of members of the Board of Directors</p> <p>5. Appointment of members of the Board of Directors must be published in accordance with the Laws on securities and securities market.</p>		The content is specified in Clause 5, 6, Article 31 Proposal (see Article 31)

		6. A member of the Board of Directors may be a person who does not hold any shares of the Company.		
206	Delete Article 40	<p>Article 40. Independent and non-executive members of Board of Directors</p> <p>1. A non-executive member of the Board of Directors is a member who does not hold any managerial position in the Company, which means such member is not concurrently a member of the Executive Management Board, the Chief Accountant or another Executive appointed by the Board of Directors.</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> <ul style="list-style-type: none"> 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; b) Not being a person who is currently entitled to salary or remuneration from the Company, except for allowances which members of the Board of Directors are entitled to in accordance with regulations; c) Not being a person whose spouse, father, adoptive father, mother, adoptive mother, child, adopted child or sibling is a Major Shareholder of the Company, or a manager of the Company or its subsidiary; d) Not being a person directly or indirectly owning at least one (1) percent of the total voting shares in the Company; e) Not being a person who used to be a member of the Board of Directors, 		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance and the BoD's TOR</p>

		<p>Supervisory Board of the company during at least 05 previous consecutive years; except for case of being consecutively appointed for 02 terms.</p> <p>3. An independent member of the Board of Directors must notify the Board of Directors in the event that such member no longer satisfies all the conditions stipulated in clause 2 of this Article; and such member shall automatically no longer be an independent member of the Board of Directors from the date of failure to satisfy all the conditions. The Board of Directors must provide a notice of the case where an independent member of the Board of Directors no longer satisfies all the conditions at the next General Meeting of Shareholders or must convene a meeting of the General Meeting of Shareholders to elect an additional member or to replace such independent member of the Board of Directors within six months from the date of receipt of the notice from the related independent member of the Board of Directors.</p> <p>4. The term of office of the independent or non-executive members of the Board of Directors shall be in line with the term of other members. The independent members shall have the same duties and powers as other members of the Board of Directors.</p>		
207	Clause 3 Article 41	<p>Article 41. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors has the following powers and duties :</p> <p>a) To prepare operational plans and programs of the Board of Directors ;</p> <p>b) To prepare the program, agenda and documents for meetings of the Board of Directors; to convene and preside over meetings of the Board of Directors ;</p>	<p>Article 34. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall have the following powers and duties:</p> <p>a. To prepare the programs and plans of activities of the Board of Directors;</p> <p>b. To prepare the agenda, contents and documents serving the meetings; convene and act as the chairman of the meetings of the Board of Directors;</p>	Follow the Mandatory Template

		<p>c) To organise for resolutions of the Board of Directors to be passed ;</p> <p>d) To monitor the implementation of resolutions of the Board of Directors;</p> <p>e) To chair meetings of the General Meeting of Shareholders, to execute on be half of the General Meeting of Shareholders the resolutions passed by the General Meeting of Shareholders;</p> <p>f) To manage and ensure efficient operations of the Board of Directors;</p> <p>g) To establish, implement and review procedures which control the operations of the Board of Directors ;</p> <p>h) To schedule meetings for the Board of Directors and other departments under the Board of Directors ;</p> <p>i) To prepare agenda for meetings of the Board of Directors ;</p> <p>j) To conduct regular meetings with the Chief Executive Officer and be the contact point in communication between the Board of Directors and the Executive Management Board;</p> <p>k) To ensure complete, prompt, accurate and clear correspondence between the members of the Board of Directors and the Chairman of the Board of Directors;</p> <p>l) To ensure effective communication and liaison with the shareholders;</p> <p>m) To organise periodical appraisals of the performance of the Board of Directors, units of the Board of Directors and each member of the Board of Directors;</p> <p>n)To create favourable conditions for the members of the Board of Directors to manage and work independently and effectively and to build relationships between executive and non-</p>	<p>c. To organize the approval of decisions of the Board of Directors;</p> <p>d. To supervise the process of organization of implementation of the Board of Directors' decisions;</p> <p>e. To chair the meetings of the General Assembly of Shareholders;</p> <p>f. Other rights and duties as provided by the General Assembly of Shareholders in accordance with the Laws.</p>	
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		<p>executive members of the Board of Directors;</p> <p>o) To carry out other tasks and duties as required by the General Meeting of Shareholders and the Board of Directors based on actual demand and circumstances;</p> <p>p) Other rights and duties stipulated by the Company in accordance with applicable Laws.</p>		
208	Delete Clause 4 Article 41	<p>Article 41. Chairman of the Board of Directors</p> <p>4. The Chairman of the Board of Directors must ensure the Board of Directors sends the annual financial statements and operational reports of the Company and the audit reports and assessment reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.</p>		Follow the Mandatory Template
209	Clause 5 Article 41	<p>Article 41. Chairman of the Board of Directors</p> <p>5. In his or her absence, the Chairman of the Board of Directors must authorize the Deputy Chairman of the Board of Directors (if any) or any other member to perform the rights and duties of the Chairman of the Board of Directors pursuant to this Charter. If the Chairman of the Board of Directors fails to appoint such authorized person or perform his or her duties or the Chairman of the Board of Directors is vacant, the other members of the Board of Directors are entitled to, on the basis of a simple majority vote, appoint one (01) person among them to temporarily hold the position of Chairman of the Board of Directors.</p>	<p>Article 34. Chairman of the Board of Directors</p> <p>5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors (if any) shall automatically act on behalf of the Chairman of the Board of Directors to perform the powers and duties of the Chairman of the Board of Directors. If the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are concurrently absent, the Chairman of the Board of Directors must authorize in writing another member of the Board of Directors to perform his/her powers and duties. In case there is no Vice Chairman of the Board of Directors and there is no other member being authorized or the Chairman of the Board of Directors is death, missing, held in temporary detention, serving imprisonment penalty, serving administrative settlement measures at</p>	Follow the Mandatory Template and current practice at Company

			<p>compulsory drug rehabilitation establishment, compulsory education establishment, evades from residential place, has capacity for civil acts limited or lost, has difficulty in perceiving and controlling acts, is prohibited by Court from holding certain positions, practising certain professions or performing certain jobs, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors on the principle of agreement by majority of the remaining members until there is a new decision of the Board of Directors.</p>	
210	Clause 6 Article 41	<p>Article 41. Chairman of the Board of Directors 6. In the event the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a new Chairman of the Board of Directors within ten (10) days.</p>	<p>Article 34. Chairman of the Board of Directors 4. In case the Chairman of the Board of Directors resigns or is removed, dismissed, the Board of Directors must elect a person in replacement within ten (10) days from the date of receiving the resignation letter or being removed, dismissed.</p>	Follow the Mandatory Template
211	Delete Article 42	<p>Article 42. Internal Audit Committee and Risk Management Committee of the Board of Directors</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>a) To assess independently the compliance with and observance of Laws, the Charter and other resolutions of the General Meeting of Shareholders and the Board of Directors;</p> <p>b) To check, review and evaluate the completion, effectiveness and validity of</p>		Follow the Mandatory Template

		<p>the internal control system under the Executive Management Board for the purposes of improvement of such system;</p> <ul style="list-style-type: none"> c) To evaluate the compliance of the business activities with internal policies and procedures; d) To make recommendations on establishment of the internal policies and procedures; e) To evaluate the compliance with Laws and to monitor the security measures for assets of the Company; f) To assess the internal control by financial information and through business procedures; g) To assess the process of identification, assessment and management of business risks; h) To assess the effectiveness of activities; i) To assess the compliance with covenants in agreements; j) To control the information technology system; k) To investigate internal defaults in the Company; l) To conduct internal audit in the Company and its subsidiaries; m) To carry out other functions as required by the Company and in accordance with the applicable Laws. <p>2. Functions and operation principles of the Risk Management Committee are as follows:</p> <ul style="list-style-type: none"> a) To set out policies and strategies for risk management; standards for evaluation of risks and overall risk level of the Company and each department in the Company; 		
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		<ul style="list-style-type: none"> b) To independently evaluate the compliance with and observance of risk policies and procedures established in the Company; c) To check, review and evaluate the completion, effectiveness and validity of the risk management system under the Executive Management Board for the purposes of improvement of such system; d) To carry out other functions stipulated by the Company and in accordance with the applicable Laws. <p>3. Requirements on personnel of the Internal Audit Committee:</p> <ul style="list-style-type: none"> a) Have not been subject to any administrative penalty in the form of monetary fines or higher penalties for violation in the securities, banking and insurance sectors within five (05) years from the year of appointment; b) In case of the head of the Internal Audit Committee, have legal, accounting and audit knowledge, experience, credibility and authority to effectively perform the assigned duties; c) Not be a Related Person of the head of any department, any professional, the Chief Executive Officer, the Deputy Chief Executive Officer or the Director of any branch of the Company; d) Have a certificate in relation to basic issues in the securities and securities market and a certificate in relation to the Laws on Securities and securities market or a securities practising certificate; e) Not concurrently holding any other position in the Company. 		
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212	Article 43	<p>Article 43. Organization of management system</p> <p>The management system of the Company must ensure that the management team is responsible to and under the management of the Board of Directors. The Company has one (01) Chief Executive Officer, Deputy Chief Executive Officers and one Chief Accountant and other positions as appointed by the Board of Directors. The appointment, discharge or removal of the above-mentioned positions must be effected by resolution adopted by the Board of Directors in a lawful manner.</p>	<p>Article 38. Organization of managerial apparatus</p> <p>The Company's management system shall ensure that the managerial apparatus is responsible to the Board of Directors and is under the supervision and leadership of the Board of Directors in daily business operations of the Company. The Company shall have one (01) Chief Executive Officer, may have one or more Deputy Chief Executive Officer, one Chief Accountant and a number of Managing Directors. In case the above positions are appointed, removed or dismissed by the Board of Directors, such appointment, removal or dismissal shall be made via resolutions, decisions of the Board of Directors.</p>	Follow the Mandatory Template
213	Clause 1 Article 44	<p>Article 44. Company Executives</p> <p>1. At the request of the Chief Executive Officer and upon approval of the Board of Directors, the Company may recruit other Executives in the numbers and with the appropriate standards which satisfy the rules of the Company as decided by the Board of Directors. Executives must be diligent in order to assist the Company to achieve its stated objectives during its operation and organization.</p>	<p>Article 39. Executives of the Company</p> <p>1. At the request of the Chief Executive Officer and upon approval of the Board of Directors, the Company may recruit other Executives with the quantity and qualifications suitable with the structure and management regulation of the Company as set out by the Board of Directors. The Executives of the Company must assist the Company in achieving the set objectives in its operation and organization.</p>	Rewrite to make it clearer
214	Clause 2 Article 44	<p>Article 44. Company Executives</p> <p>2. Salary, remuneration, benefits and other terms in the labor contract with the Chief Executive Officer shall be decided by the Board of Directors, and labor contracts with other Executives shall be decided by the Board of Directors after consulting the Chief Executive Officer.</p>	<p>Article 39. Executives of the Company</p> <p>2. The Chief Executive Officer shall receive salaries and bonuses, which shall be decided by the Board of Directors.</p> <p>3. Salaries of the Executives of the Company shall be recorded as the Company's operating costs pursuant to the Laws on corporate income tax, presented in a separate</p>	Follow the Mandatory Template

			section of the Company’s annual financial statements and reported to the General Assemblys of Shareholders at its annual meetings.	
215	Clause 1 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>1.The Executive Management Board shall include the Chief Executive Officer and the Deputy Chief Executive Officers. Members of the Executive Management Board shall be recruited or appointed by the Board of Directors. The Board of Directors shall appoint one member in the Board of Directors or other person to act as Chief Executive Officer; and shall enter into a contract with the Chief Executive Officer which specify the salary, allowances, benefits and other relevant matters. Information about the salary, allowances and other benefits of the Chief Executive Officer must be reported at the annual General Meeting of Shareholders and must be set out in the annual report of the Company. The term of office of the Chief Executive Officer shall not exceed five (5) years and he/she may be re-appointed without limitation on the number of terms. The term of office of other members of the Executive Management Board is five (05) years. The appointment of the members of the Executive Management Board may be terminated in accordance with the provisions of the labor contract. The number of members of the Executive Management Board who are also members of the Board of Directors must be less than two thirds (2/3) of the total number of seats in the Board of Directors.</p>	<p>Article 40. Appoitment, removal, duties and powers of the Chief Executive Officer</p> <p>1.The Board of Directors shall appoint 01 member of the Board of Directors or employ another person to be the Chief Executive Officer.</p> <p>2.The Chief Executive Officer shall manage daily business operations of the Company pursuant to the Laws, this Charter, the labour contract signed with Company and resolutions, decisions of the Board of Directors. In case the Chief Executive Officer’s management is contrary to the provisions of this Article, thereby causing damage to the Company, the Chief Executive Officer must be liable before the Laws and must compensate for damage to the Company.</p> <p>3.The Chief Executive Officer shall have the term of office of not exceeding five (05) years and may be re-appointed for an unlimited number of terms. The Chief Executive Officer shall satisfy the standards and conditions provided by the Laws and Internal Regulations on Corporate Governance.</p>	Follow the Mandatory Template and Article 162.4 Enterprise Law

216	Delete Clause 2 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>2. The Executive Management Board is required to: establish and maintain a risk management system, including processes, organizational structure and personnel to prevent the risks that may affect the Company's and its clients' interests; establish and maintain an internal control system including organizational structure, independent and specialized personnel, internal process and procedures applicable to all positions, units and divisions and the Company's activities to ensure the objectives as prescribed by Law.</p>		<p>Follow the Mandatory Template</p> <p>This content is mentioned in Article 40 Proposal</p>
217	Delete Clause 3 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>3. The Executive Management Board must develop the working regulations for approval by the Board of Directors which must include at least the following basic contents:</p> <ul style="list-style-type: none"> a) Responsibilities and specific duties of members of the Executive Management Board; b) Prescription of the process and procedures for organizing and participating in meetings; c) Responsibilities of the Executive Management Board to report to the Board of Directors and the Supervisory Board. 		<p>Follow the Mandatory Template</p>
218	Clause 4 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>4. Duties and Authorities of the Chief</p>	<p>Article 40. Appointment, removal, duties and powers of the Chief Executive Officer</p>	<p>Follow the Mandatory Template</p>

		<p>Executive Officer</p> <p>The Chief Executive Officer is the person who manages the day-to-day business of the Company. The Chief Executive Officer is supervised by the Board of Directors and is responsible before the Board of Directors and the Laws for implementing assigned duties. The duties and powers of the Chief Executive Officer are as follows:</p> <ul style="list-style-type: none"> 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; b) To implement the decisions of the Board of Directors and the General Meeting of Shareholders; c) To implement the business plans and investment plans of the Company as approved by the Board of Directors and the General Meeting of Shareholders d) To propose organizational structure and propose or issue internal corporate governance regulations of the Company; e) To appoint, dismiss and remove other managerial positions in the Company, except for the positions that must be approved by the Board of Directors; f) To recommend the number and category of Executives that the Company needs to recruit for appointment or removal by the Board of Directors to conduct the management activities in the best way as proposed by the Board of Directors, and give advice to the Board of Directors on the remuneration, salary, benefits and other terms of the labor contracts of the Executives; 	<ul style="list-style-type: none"> 4. The Chief Executive Officer shall have the following rights and obligations: <ul style="list-style-type: none"> a. To decide on issues related to daily business operations of the Company which are not subject to the power of the Board of Directors; b. To organize the implementation of resolutions, decisions of the Board of Directors; c. To organize the implementation of business plans and investment plans of the Company; d. To make recommendation regarding the plan on organizational structure and the internal management regulations of the Company; e. To appoint, remove, dismiss managerial positions in the Company, except for those under the power of the Board of Directors; f. To decide on the salaries and other benefits for the Company's employees, including the Managers under appointment power of the Chief Executive Officer; g. To recruit employees; h. To make recommendation regarding the plans for payment of dividends or dealing with business loss; i. Other rights and obligations pursuant to the Laws, this Charter, Internal Regulations on Corporate Governance and resolutions, decisions of the Board of Directors. 	
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		<ul style="list-style-type: none"> g) To consult with the Board of Directors to decide the number of employees, their salaries, allowances and benefits and their appointment or dismissal and other terms of their labor contracts; h) To execute contracts on behalf of the Company, except for transactions that fall under the authority of the Board of Directors; i) To submit annual finalised financial reports to the Board of Directors; j) To submit annual detailed business plan for the next fiscal year on the basis of satisfying the requirements of the annual budget as well as the five-year business plan of the Company to the Board of Directors; k) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as Estimates) in accordance with the business plan for long-term, annual and quarterly management of the Company. The annual Estimates (including the tentative balance sheet, income statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information as stipulated in the Company's regulations. l) To propose solutions for enhancing the operation and management of the Company; m) To propose plans for using profits or dealing with losses in the business of the Company; n) To recruit employees; 		
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		<p>o) Other rights and duties as provided in the labor contract signed between the Chief Executive Officer and the Company in accordance with the decision of the Board of Directors;</p> <p>p) Other rights and duties stipulated by the Company in accordance with the applicable Laws.</p>		
219	Delete Clause 5, 6 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>5. During the performance of their duties, the members of the Executive Management Board have the following obligations and rights:</p> <p>a) Obligations of a member of the Executive Management Board:</p> <ul style="list-style-type: none"> - To perform the assigned rights and duties in accordance with the Law on Enterprises, Law on Securities and other relevant Laws, the Charter, resolutions of the General Meeting of Shareholders and the Board of Directors; - To exercise the assigned rights and duties in an honest and careful manner in order to ensure the maximum legitimate interests of the Company and its shareholders; - To be loyal to the interests of the Company and its shareholders; not to use information, know-how, business opportunities of the Company, not to abuse his or her position and misuse the Company's assets for his or her own benefit or for the benefit of other organizations or individuals; - To notify the Company in a timely manner, and fully and accurately of enterprises in which he or she or his or her Related Persons own or have contributed capital or 		Follow the Mandatory Template

		<p>controlling shares; this notice shall be displayed at the head office and branches of the Company;</p> <ul style="list-style-type: none"> - The members of the Executive Management Board are not entitled to any salary increment or bonus if the Company fails to pay for its due debts; - Other obligations in accordance with the Laws and this Charter. <p>b) Benefits of members of the Executive Management Board</p> <ul style="list-style-type: none"> - Members of the Executive Management Board shall be entitled to receive remuneration, salary and bonus in accordance with the business results and efficiency. Salary of members of the Executive Management Board shall be decided by the Board of Directors; - Remuneration and salaries of members of the Executive Management Board are included in the business expenses of the Company in accordance with the Laws and must be presented separately in the Company's annual financial statements and must be reported to the annual General Meeting of Shareholders. <p>6. The Chief Executive Officer is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to these bodies upon request</p>		
220	Clause 7 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>7. The Board of Directors may dismiss the Chief Executive Officer if so approved by the majority of the members of the Board of</p>	<p>Article 40. Appointment, removal, duties and powers of the Chief Executive Officer</p> <p>5. The Board of Directors may remove the Chief Executive Officer when such removal is voted for by the majority of the members of the</p>	Follow the Mandatory Template

		Directors having the voting right at the meeting and the Board of Directors shall appoint a new Chief Executive Officer to replace.	Board of Directors and appoint a new Chief Executive Officer as replacement.	
221	Delete Article 46	<p>Article 46. Criteria and conditions for acting as Chief Executive Officer</p> <ol style="list-style-type: none"> 1. Have full capacity for civil acts and not fall into the category of persons not permitted to manage enterprises in accordance with the Law on Enterprises. 2. Have professional qualifications and experience in business administration and in the finance, securities or banking sectors. 3. Not concurrently be a member of the board of directors, or members' council of other securities companies; and not concurrently work for other companies. 4. Meet the criteria for Chief Executive Officer of securities companies according to the provisions of the regulations on organization and operation of securities companies and other relevant regulations. <p>Other criteria and conditions as prescribed by the applicable Laws.</p>		<p>Follow the Mandatory Template</p> <p>This content is stipulated in the Internal Regulations on Corporate Governance</p>
222	Delete Article 47	<p>Article 47. Discharge and removal of Chief Executive Officer</p> <p>The Chief Executive Officer shall be discharged and removed in the following cases:</p> <ol style="list-style-type: none"> 1. He or she no longer meets the criteria and conditions for acting as Chief Executive Officer as stipulated in Article 46 of this Charter. 2. He or she has submitted a letter of resignation. 3. He or she is discharged or removed pursuant to a decision of the Board of Directors. 		<p>Follow the Mandatory Template</p> <p>This content is stipulated in the Internal Regulations on Corporate Governance</p>

		4. Other cases as prescribed in the applicable Laws.		
223	Delete Article 48	<p>Article 48. Internal Control Section and Risk Management Section under the management of the Executive Management Board</p> <p>1. The Internal Control Section shall have the following duties to control compliance:</p> <ul style="list-style-type: none"> a) To inspect and supervise the compliance with the Laws, this Charter, the decisions of the General Meeting of Shareholders and the Board of Directors, the regulations, professional processes and risk management procedures of the Company and of the relevant departments and securities practitioners in the Company; b) To supervise the implementation of the internal regulations, the activities with potential risks of internal conflicts of interest in the Company, especially with the business activities of the Company and personal transaction of the Company's employees; to supervise the performance of duties of the Company's managers and employees, and the implementation of the Company's partners of activities authorised by the Company. c) To examine the contents and supervise implementation of rules on professional ethics; d) To supervise calculation and compliance with financial prudential regulations; e) To maintain separation of assets of clients; f) To preserve and store assets of clients; 		Follow the Mandatory Template

		<p>g) To control compliance with the Laws on anti-money laundering;</p> <p>h) Other duties as assigned by the Chief Executive Officer.</p> <p>2. Personnel requirements of the internal control section</p> <p>a) The head of the Internal Control Section must be a person with professional qualifications in law, accounting or auditing, have adequate experience, prestige and competence to efficiently perform their assigned duties;</p> <p>b) Not be a Related Person of the heads of specialized departments or professional practitioners, the Chief Executive Officer, any Deputy Chief Executive Officer or the Director of any branch in the securities company;</p> <p>c) Have a securities practising certificate or a certificate in relation to basic issues in the securities and securities markets and a certificate in relation to the Laws on Securities and securities market;</p> <p>d) Not concurrently hold another position in the Company; and</p> <p>e) Other requirements stipulated by the Company in accordance with the applicable Laws.</p> <p>f) To assign at least one (01) staff to act as a compliance controller.</p> <p>3. Duties of implementation of the risk management system</p> <p>a) Determining policies on implementation and risk-bearing ability of the Company;</p> <p>b) Identifying risks of the Company;</p> <p>c) Measuring risks;</p> <p>d) Supervising, preventing, discovering and</p>		
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		dealing with risks.		
224	Clause 1 Article 49	Article 49. Person in charge of company governance 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	Article 37. Person in charge of Company's governance 1. The Board of Directors shall appoint at least 01 person in charge of Company's governance to assist in the Company's governance works. The person in charge of Company's governance may concurrently be the Company's secretary.	Follow the Mandatory Template
225	Clause 2 Article 49	Article 49. Người phụ trách quản trị công ty 2. The person in charge of corporate governance must satisfy the following criteria: a) Have knowledge and understanding of the Law; b) Not concurrently work for the independent auditor currently auditing the financial statements of the Company; and c) Other criteria stipulated by Law, this Charter and decisions of the Board of Directors	Article 37. Person in charge of Company's governance 2. The person in charge of Company's governance must not concurrently work for the approved audit organization which is auditing the Company's financial statements.	Follow the Mandatory Template
226	Delete Clause 3 Article 49	Article 49. Person in charge of company governance 3. The Board of Directors may remove the person in charge of Corporate Governance if necessary but not contrary to the applicable Law on labor. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time		Follow the Mandatory Template
227	Add Point g, i, j, k Clause 3 Article 37 Proposal	Article 49. Person in charge of company governance 4. The person in charge of corporate governance has the following rights and obligations:	Article 37. Person in charge of Company's governance 3. The person in charge of Company's governance shall have the followings rights and obligations :	Follow the Mandatory Template

		<p>h.To maintain confidentiality of information in accordance with Law and this Charter;</p> <p>i. Other rights and obligations as stipulated by Law and this Charter.</p>	<p>g. To receive and manage the public disclosure of benefits and contracts, transactions from members of the Board of Directors, the Board of Supervision, the Chief Executive Officer ;</p> <p>i. To be the contact person for communication with the parties with related interests ;</p> <p>j.To keep confidentiality of information in accordance with the Laws and the Company’s policies ;</p> <p>k.Other rights and obligations prescribed by the Laws .</p>	
228	Point a Clause 1 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>1. Obligation of the Supervisory Board:</p> <p>a) The Supervisory Board shall supervise the Board of Directors and the Executive Management Board with respect to management and administration of the Company; and shall be responsible to the General Meeting of Shareholders for the performance of its duties;</p>	<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>1. The Board of Supervision shall supervise the Board of Directors, the Chief Executive Officer in the management and operation of the Company .</p>	Follow Article 170 Enterprise Law
229	Point c Clause 1 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>1. Obligation of the Supervisory Board:</p> <p>c) To evaluate the completeness, legality and truthfulness of business reports, half-yearly and annual financial statements and reports on evaluation of the work of management of the Board of Directors; and to submit reports on evaluation of the business reports, annual financial statements of the Company and reports on evaluation of the work of management by the Board of Directors to the General Meeting of Shareholders at its annual meeting;</p>	<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>3. To appraise the completeness, legality and truthfulness of the Company’s business reports, annual and semi-annual financial statements, reports on evaluation of the management work of the Board of Directors, and to submit appraisal reports at the annual meetings of the General Assembly of Shareholders; to review contracts, transactions with Related Persons which fall within the approval power of the Board of Directors or of the General Assembly of Shareholders and to make recommendations regarding contracts, transactions requiring approval of the Board of</p>	Follow Article 170 Enterprise Law

			Directors or the General Assembly of Shareholders.	
230	Point d Clause 1	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>1. Obligation of the Supervisory Board:</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, relief of duty the approved auditor when necessary;</p>	<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>17. To make proposal, recommendation to the General Assembly of Shareholders for approving of the list of approved audit organizations which will audit the Company's financial statements; to decide on the approved audit organization which will audit the Company's operations, to remove or dismiss the approved auditor when deemed necessary.</p>	Rewrite to make it shorter but clearer
231	Delete Point e, f, g, h, i, j Clause 1 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>1. Obligation of the Supervisory Board:</p> <p>a) To discuss with independent auditors on the nature and scope of the audit before commencement of the audit;</p> <p>b) To seek independent professional advice or legal advice and ensure the involvement of external experts with appropriate professional experience in the work of the Company if deemed necessary;</p> <p>c) To discuss with the auditors regarding the difficulties and other issues from the interim and final auditing results as well as other matters requested to be discussed by the auditors;</p> <p>d) To review on the letter of management of the independent auditor and feedback from the Executive Management Board;</p> <p>e) To review the Company's report on the internal control system to be submitted to the Board of Directors for approval;</p>		Follow the Mandatory Template

		f) To review the results of internal investigations and feedback from the Executive Management Board;		
232	Point m Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board 1. Obligation of the Supervisory Board: m) To review books of accounts and other documents of the Company, the management and administration of the operations of the Company at any time deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or as requested by a shareholder or group of shareholders as stipulated in Article 16.1(d) of this Charter;	Article 44. Rights and obligations of the Board of Supervision 5. To review accounting books, accounting entries and other documents of the Company, the management and operation of the Company's activities if deemed necessary or pursuant to a resolution of the General Assembly of Shareholders or requested by a Shareholder or a group of Shareholders holding 05% or more of total shares as provided in clause 1 Article 17 of this Charter.	Follow Article 170 Enterprise Law
233	Point n Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board 1. Obligation of the Supervisory Board: n) Upon request by a shareholder or group of shareholders as stipulated in Article 16.1(d) this Charter, the Supervisory Board shall carry out an inspection within a period of seven (7) working days from the date of receipt of the request. The Supervisory Board must submit a report on results of the inspection of the issues required to be inspected to the Board of Directors and the requesting shareholder or group of shareholders within a period of fifteen (15) days from the date of completion of the inspection. The inspections stipulated in this clause may not disrupt the normal activities of the Board of Directors and shall not interrupt the business operations of the Company,	Article 44. Rights and obligations of the Board of Supervision 6. At the request of a Shareholder or a group of Shareholders as provided in clause 1 Article 17 of this Charter, the Board of Supervision shall carry out an inspection within seven (07) days after receiving the request. Within 15 days after completing the inspection, the Board of Supervision must submit a report on the issues requested for inspection to the Board of Directors and or the Shareholder or group of Shareholders making the request. The inspection by the Board of Supervision provided in this clause must neither disrupt the normal operation of the Board of Directors, nor interrupt the operation of the Company's business activities.	Follow Article 170 Enterprise Law
234	Point o Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board o) To recommend to the Board of Directors or	Article 44. Rights and obligations of the Board of Supervision 7. To propose the Board of Directors or the	Follow the Mandatory Template

		the General Meeting of Shareholders changes and improvements of the organizational structure, management and administration of the business of the Company;	General Assembly of Shareholders measures to modify, supplement, improve the organizational structure for the management, supervision and operation of the business activities of the Company.	
235	Point p Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board p) Upon discovery of a member of the Board of Directors or a member of the Executive Management Board who is in breach of the Law, the Charter of the Company, to immediately notify in writing the matter to the Board of Directors within 48 hours and request the person in breach to cease the breach and, at the same time, take measures to remedy any consequences;	Article 44. Rights and obligations of the Board of Supervision 8. When discovering that a member of the Board of Directors, the Director or the Chief Executive Officer violates the responsibilities of Managers of enterprise pursuant to Article 165 of Law on Enterprises, the Board of Supervision shall immediately send a written notice to the Board of Directors, requesting the violating person to stop his/her violation and take remedial measures.	Follow the Supervisory Board Regulations Template
236	Point q Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board q) Upon discovery of a member of the Board of Directors or a member of the Executive Management Board who is in breach of the Law, the Charter of the Company resulting in a violation of the rights and interests of the Company, of the shareholders or of clients, the Supervisory Board must request the person in breach to report the matter in a specific time-limit or request to convene the General Meeting of Shareholders for resolution. For a breach of Law, the Supervisory Board must report in writing the matter to the SSC within seven (7) working days from the date of discovery of such breach;	Article 44. Rights and obligations of the Board of Supervision 21. When discovering that a member of the Board of Directors, the Chief Executive Officer and other Executives of the Company violates the Laws or this Charter, the Board of Supervision shall send a written notice to the Board of Directors within 48 hours, requesting the violating person to cease the violation and take remedial measures. With regards to the violations of the laws, the Board of Supervision must report in writing to the SSC within 07 working days from the date of discovery of the violation.	Follow Article 9.1.d) Circular 121
237	Point r Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board r) Developing the supervision process and the Regulation on Operation of the Supervisory Board and submitting it to the Shareholders'	Article 44. Rights and obligations of the Board of Supervision 22. To develop the Regulations on Operations of the Board of Supervision and submit it to the	Follow the Mandatory Template

		General Meeting for approval	General Assembly of Shareholders for approval .	
238	Point s Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board s) Other duties as prescribed in the Law on Enterprises and decisions of the General Meeting of Shareholders.	Article 44. Rights and obligations of the Board of Supervision 28. Other rights and obligations pursuant to the Laws and this Charter .	Follow the Mandatory Template
239	Point u Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board u) To report its activities at the General Meeting of Shareholders in accordance with applicable Laws	Article 44. Rights and obligations of the Board of Supervision 23.To report the following at the annual General Meeting of Shareholders: a. Remunerations, operating costs and other benefits of the Board of Supervision and each of its members; b. Summaries of meetings of the Board of Supervision and the conclusions and recommendations of the Board of Supervision; c. Result of monitoring the Company's financial situation and business operation; d. Reports on evaluation of transactions between the Company, its subsidiaries (if any), companies of which the Company controls more than 50% of charter capital (if any) and members of the Board of Directors, the Chief Executive Officer and their Related Persons; transactions between the Company and companies in which members of the Board of Directors, the Chief Executive Officer, other Executives of the Company are founding members or enterprise managers within the lastest 03 years prior to the transaction time; e. Result of supervision over the Board of Directors, the Chief Executive Officer and other Executives of the Company; f. Result of evaluation of the coordination of	Follow Article 290.4 Decree 155 and the Mandatory Template

			activities between the Board of Supervision and the Board of Directors, the Chief Executive Officer and Shareholders.	
240	Point a Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: a) To use an independent consultant to perform the assigned duties;	Article 44. Rights and obligations of the Board of Supervision 10. To use independent consultants, internal audit department of the Company to perform the assigned duties.	Follow Article 170 Enterprise Law
241	Point b Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: b) Consultation with the Board of Directors: the Supervisory Board may consult the Board of Directors prior to submission of reports, conclusions and recommendations to the General Meeting of Shareholders;	Article 44. Rights and obligations of the Board of Supervision 11. The Board of Supervision may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Assembly of Shareholders.	Follow Article 170 Enterprise Law
242	Delete Point c Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: c) To be provided with full information : - The invitation notices to a meeting, written opinion form to obtain opinion from members of the Board of Directors and enclosed documents must be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors; - 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; - Reports of the Chief Executive Officer for submission to the Board of Directors or other documents issued by the Company shall be sent to members of the Supervisory Board at the		Follow the Mandatory Template

		same time and in the same manner as to members of the Board of Directors;		
243	Point c Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: c) To be provided with full information : - Members of the Supervisory Board have the right to access files and documents of the Company kept at the head office, branches and other locations; and have the right to access locations where managers and employees of the Company work for performance of their duties;	Article 44. Rights and obligations of the Board of Supervision 26. To access the Company's files and documents retained at the head office, branches and other locations; to enter the workplaces of Managers and employees of the Company during working hours .	Follow Article 171 Enterprise Law
244	Point c Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: c) To be provided with full information : - The Board of Directors, the Chief Executive Officer and other managers must provide in full, accurately and in a timely manner information and documents relating to the management, administration and business operations of the Company upon demand by a supervisor or the Supervisory Board. The person in charge of corporate governance must ensure that all copies of finance information, and other information provided to the member of the Board of Directors and copies of minutes of meetings of the Board of Directors and General Meeting of Shareholders must be provided to the member of the Supervisory Board at the same time as provided to the shareholders and members of the Board of Directors	Article 44. Rights and obligations of the Board of Supervision 27. To request the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Managers to fully, accurately and promptly provide information and documents relating to the management, operation and business activities of the Company.	Follow the Mandatory Template
245	Add Clause 9 Article 44 Proposal		Article 44. Rights and obligations of the Board of Supervision 9. To attend and participate in discussions at meetings of the General Assembly of Shareholders, the Board of Directors and	Add to reflect current practice

			other meetings of the Company .	
246	Add Clause 12, 13, 14, 15, 16 Article 44 Proposal		<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>12. To inspect each specific issues regarding the management, operation of business activities of the Company at the request of the Shareholders.</p> <p>13. To request the Board of Directors to convene extraordinary meetings of the General Assembly of Shareholders.</p> <p>14. To convene the meeting of General Assembly of Shareholders in replacement of the Board of Directors within 30 days in case the Board of Directors fails to convene the meeting of General Assembly of Shareholders pursuant to Article 19 of this Charter.</p> <p>15. To request the Chairman of the Board of Directors to convene meetings of the Board of Directors.</p> <p>16. To review, make extract or copy of a part or all of the declaration contents regarding the list of Related Persons and relevant interests which are declared pursuant to the Laws.</p>	Follow the Supervisory Board Regulations Template
247	Add Clause 18, 19, 20 Article 44 Proposal		<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>18. To take responsibility before the Shareholders for its performance of supervision tasks.</p> <p>19. To supervise the Company's financial situation, the compliance with the Laws by members of the Board of Directors, the Chief Executive Officer and other Managers regarding their activities.</p>	Add to reflect current practice

			20.To ensure the coordination of activities with the Board of Directors, the Chief Executive Officer and Shareholders.	
248	Add Clause 24, 25 Article 44 Proposal		<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>24.To witness the organization of vote counting and the preparation of vote counting minutes by the Board of Directors if requested by the Board of Directors in case of collection of written opinions of shareholders for approving resolutions of the General Assembly of Shareholders.</p> <p>25. The Head of the Board of Supervision shall direct the General Assembly of Shareholders to elect the meeting chairman in case the Chairman is absent or temporarily subject to loss of working ability while the remaining members of the Board of Directors fail to elect a person to act as the chairman. In this case, the person receiving highest number of votes shall act as the meeting chairman.</p>	Follow the Supervisory Board Regulations Template
249	Add Clause 1 Article 46 Proposal		<p>Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision</p> <p>1. Total remuneration, salary, bonus and other benefits of the Board of Supervision shall be approved by the General Assembly of Shareholders at the annual meeting and shall be fully recorded in the Notes to the audited annual financial statements. Remuneration and other benefits as well as expenses paid by the Company for the Board of Supervision and each Supervisor shall be disclosed in the</p>	Revised for consistency with the Internal Regulations on Corporate Governance

			Company's Annual Report and Report on performance of the Board of Supervision at the annual meeting of the General Assembly of Shareholders.	
250	Point d Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: d) To be entitled to remuneration and other benefits : -Members of the Supervisory Board shall be paid remuneration according to their work and be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Supervisory Board based on the estimated number of working days, quantity and nature of work and average daily rate of remuneration of members;	Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision 2. Members of the Board of Supervision shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Assembly of Shareholders. The General Assembly of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the Board of Supervision based on the estimated number of working days, the volume and nature of works, and the per diem rate of remuneration of each member.	Follow the Mandatory Template
251	Point d Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: d) To be entitled to remuneration and other benefits: -Members of the Supervisory Board shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates when attending meetings of the Supervisory Board or performing other duties of the Supervisory Board. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, except where otherwise decided by the General Meeting of	Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision 3. Members of the Board of Supervision shall be reimbursed for expenses for meals, accommodation, travel, use of independent consultancy services at reasonable rates when attending the meetings of the Board of Supervision or implementing other duties of the Board of Supervision. The total amount of such expenses shall not exceed the total annual operating budget of the Board of Supervision as approved by the General Assembly of Shareholders, unless otherwise decided by the General Assembly of Shareholders.	Follow the Mandatory Template

		Shareholders;		
252	Point d Clause 2 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>2. Rights of the Supervisory Board:</p> <p>d) To be entitled to remuneration and other benefits:</p> <ul style="list-style-type: none"> - Remuneration and operating costs of the Supervisory Board shall be included in business expenses of the Company in accordance with the Laws on corporate income tax and other relevant Laws, and must be presented in a separate item in the annual financial statements of the Company. 	<p>Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision</p> <p>4.Salaries and operating expenses of the Board of Supervision shall be included in business expenses of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company.</p>	Follow the Mandatory Template
253	Delete Clause 3 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>3. During the performance of their duties, the members of the Supervisory Board shall have the following obligations:</p> <p>a) To comply with the Law, the Charter of the Company, resolutions of the General Meeting of Shareholders and professional ethics in the exercise of delegated rights and duties;</p> <p>b) To exercise delegated rights and perform delegated duties honestly, prudently and to the best of their ability in the optimum lawful interest of the Company and shareholders;</p> <p>c) To be loyal to the interests of the Company and of shareholders of the Company; not to use information, secrets, business opportunities of the Company, or to abuse his or her position and powers and assets of the Company for their own personal benefit or for the benefit of other organizations or individuals;</p> <p>d) Other obligations to be stipulated by the Company in compliance with the applicable Laws.</p>		Follow the Mandatory Template

254	Delete Clause 4 Article 50	Article 50. Rights and obligations of the Supervisory Board 4. Where the Supervisory Board breaches the obligations stipulated in clause 3 of this Article causing loss and damage to the Company or to other persons, members of the Supervisory Board must bear personal or joint responsibility for compensating for such loss and damage. All income and other benefits which a member of the Supervisory Board gains directly or indirectly from a breach of their obligations shall belong to the Company.		Follow the Mandatory Template
255	Delete Clause 5 Article 50	Article 50. Rights and obligations of the Supervisory Board 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.		Follow the Mandatory Template
256	Add Clause 5 Article 46 Proposal		Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision 5. The procurement of management liability insurance which is not intended to bring material benefits or income to the members of the Board of Supervision shall be decided by the Board of Directors in accordance with the Internal Regulations on Corporate Governance. The procurement of insurance of other types for members of the Board of Supervision must be approved by the General Assembly of Shareholders.	Add this content from experience dealing with D&O
257	Clause 1, 2 Article 51	Article 51. Number and term of office of the Supervisory Board 1. The Supervisory Board of the Company is	Article 42. Composition of the Board of Supervision 1. The number of members of the Board of	Follow the Mandatory Template

		<p>comprised of from three (03) to five (05) members.</p> <p>2. The term of office of the Supervisory Board is five (5) years. Members of the Supervisory Board can be re-elected for an unlimited number of terms .</p>	<p>Supervision shall be from three (03) to five (05) persons, the specific number in each term shall be decided by the General Assembly of Shareholders. The term of office of members of the Board of Supervision is five (05) years and a member may be re-elected for an unlimited number of terms. In case all members of the Board of Supervision have their terms ended at the same time, those members shall continue to be members of the Board of Supervision until new members are elected for replacement and take over the duty.</p>	
258	Delete Clause 3 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>3.The Supervisory Board must have more than half of its permanent members in Vietnam and at least one member being an accountant or auditor. The Supervisors must meet the criteria and conditions prescribed in Article 164.1 of the Law on Enterprises and must not be an employee of the finance or accounting section of the Company and must not be a member or employee of an independent auditor which has been auditing the financial statements of the Company for the past three (03) consecutive years.</p>		Follow the Mandatory Template
259	Delete Clause 4 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>4.Upon expiry of the term of the Supervisory Board, if the new Supervisory Board has not been elected, the Supervisory Board of the term which has expired shall retain its rights and duties until a new Supervisory Board is elected and takes over the duties.</p>		This content is mentioned in Clause 1 Article 42 Proposal

260	Delete Clause 5 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>5.Members of the Supervisory Board shall be elected by the General Meeting of Shareholders. The selection shall be conducted on the principle of cumulative voting. The shareholders or groups of shareholders set out in Article 16.1(k) of this Charter shall have the right to nominate a candidate to the Supervisory Board in accordance with this Charter.</p>		This content is mentioned in Article 41 Proposal (see Article 41)
261	Add Clause 1 Article 41 Proposal		<p>Article 41. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>1. The nomination and candidacy for members of the Board of Supervision shall be implemented as follows:</p> <ul style="list-style-type: none"> a. A Shareholder or a group of Shareholders holding ten percent (10%) to less than twenty percent (20%) of the total number of voting shares may nominate up to one (01) candidate to the Board of Supervision; b. A Shareholder or a group of Shareholders holding twenty percent (20%) to less than thirty percent (30%) of the total number of voting shares may nominate up to two (02) candidates to the Board of Supervision; c. A Shareholder or a group of Shareholders holding thirty percent (30%) to less than forty percent (40%) of the total number of voting shares may nominate up to three (03) candidates to the Board of Supervision; d. A Shareholder or a group of Shareholders holding forty percent (40%) to less than fifty percent (50%) of the total number of voting shares may nominate up to four (04) candidates to the Board of Supervision; e. A Shareholder or a group of Shareholders 	Accumulate votes is specified in separate for Board of Directors (Article 30 Proposal) and the Supervisory Board (Article 41 Proposal)

			holding fifty percent (50%) of the total number of voting shares may nominate up to five (05) candidates to the Board of Supervision.	
262	Add Clause 2 Article 41 Proposal		<p>Article 41. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>2. In case the the candidates for the Board of Supervision have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the Company's website so that Shareholders may learn about these candidates before voting. Candidates for Board of Supervision must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Supervision. Information related to candidates for the Board of Supervision to be published shall include:</p> <ul style="list-style-type: none"> a. Full name, date of birth; b. Qualifications; c. Work experience; d. Other management titles (including titles in the Board of Supervision of other companies); e. Interests related to the Company and related parties of the Company. 	Add to be similar to the regulations on BoD

263	Add Clause 3,4 Article 41 Proposal		<p>Article 41. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>3. In case the number of candidates for the Board of Supervision through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Supervision shall nominate additional candidates in accordance with the order, procedures provided in the Internal Regulations on Corporate Governance and the Regulations on Operations of the Board of Supervision. The introduction of additional candidates by the incumbent Board of Supervision must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Supervision.</p> <p>4. Voting to elect members of the Board of Supervision must be carried out by cumulative voting, whereby each Shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Supervision to be elected, and such Shareholder may cumulate all or a part of its total votes in favour of one or more candidates. The persons who are successfully elected as members of the Board of Supervision shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members provided in this Charter have been reached. In case two (02) or more candidates receive the same number of votes</p>	Follow the Mandatory Template and current practice
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			for the last member of the Board of Supervision, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations.	
264	Clause 6 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>6. 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> <ul style="list-style-type: none"> a) To convene meetings of the Supervisory Board; b) To request the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information in order to report to the Supervisory Board; c) To prepare and sign the reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders. 	<p>Article 43. Head of the Board of Supervision</p> <ol style="list-style-type: none"> 1. The Head of the Board of Supervision shall be elected by the Board of Supervision among its members; the election, removal, dismissal shall be implemented on the principle of majority vote. More than half of the members of the Board of Supervision must permanently reside in Vietnam. The Head of the Board of Supervision must have a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the enterprise's business operation. 2. Rights and obligations of the Head of the Board of Supervision: <ol style="list-style-type: none"> a. To convene meetings of the Board of Supervision; b. To request the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information for reporting to the Board of Supervision; c. To prepare and sign reports of the Board of Supervision after consulting the Board of Directors for submission to the General Assembly of Shareholders 	Follow the Mandatory Template

265	Delete Clause 1 Article 52	Article 52. Operational methods and meetings of the Supervisory Board 1.The Supervisory Board shall issue regulations on its operational method, and order and procedures for holding meetings of the Supervisory Board for approval by the General Meeting of Shareholders		Follow the Mandatory Template
266	Clause 2, 3 Article 52	Article 52. Operational methods and meetings of the Supervisory Board 2. The Supervisory Board shall hold at least two (02) meetings every year. 3. A meeting of the Supervisory Board shall be held when at least two thirds (2/3) of the total number of members are present at the meeting.	Article 45. Meetings of the Board of Supervision 1. Meeting of the Board of Supervision shall be conducted at least twice a year, each meeting must be attended by at least 2/3 of members of the Board of Supervision. Meeting minutes of the Board of Supervision shall be made in detail and clearly. The minutes recorder and members of the Board of Supervision attending the meetings must sign in the meeting minutes. Meeting minutes of the Board of Supervision must be kept in order to determine the responsibilities of each member of the Board of Supervision.	Follow the Mandatory Template
267	Add Clause 2 Article 45 Proposal		Article 45. Meetings of the Board of Supervision 2. The Board of Supervision may request members of the Board of Directors, the Chief Executive Officer and representatives of the approved audit organization to attend the meetings and give answers to the issues that need to be clarified.	Follow the Mandatory Template
268	Clause 1 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 1. Being at least twenty one (21) years of age, with full capacity for civil acts, and not falling within the scope of persons prohibited from	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions	Follow Article 169 Enterprise Law & Article 286 Decree 155

		establishing and managing enterprises as stipulated in the Law on Enterprises	a. Not falling in the category of entities who are not permitted to manage enterprises in Vietnam pursuant to the Laws on Enterprises.	
269	Clause 2 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 2. Not concurrently holding managerial positions in the Company .	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions d. Not being Managers and not required to be a Shareholder or an employee of the Company.	Follow Article 169 Enterprise Law & Article 286 Decree 155
270	Clause 3 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 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.	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions c. Not being Persons with Family Relationship of members of the Board of Directors, the Chief Executive Officer and other Managers.	Follow Article 169 Enterprise Law & Article 286 Decree 155
271	Delete Clause 4 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 4. The head of the Supervisory Board must not concurrently be a member of the supervisory 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.		Mentioned in Clause 1 Article 43 Proposal
272	Clause 5 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 5. Having professional qualifications in securities and securities market; and having professional qualifications or trade experience in accounting or auditing or professional qualifications or experience in the financial or banking industry.	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions: b. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or	Follow Article 169 Enterprise Law & Article 286 Decree 155

			another major relevant to the business activities of the Company.	
273	Clause 6, 7 Article 53	<p>Article 53. Criteria and conditions for acting as members of the Supervisory Board</p> <p>6. Not working in the accounting or finance department of the company.</p> <p>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.</p>	<p>Article 42. Composition of the Board of Supervision</p> <p>2. Members of the Board of Supervision shall satisfy the following criteria and conditions:</p> <p>e. Not currently working in the accountant, financial department of the Company .</p> <p>f. Not being members or employees of the independent audit company which has audited the financial statements of the Company for 03 preceding consecutive years .</p>	Follow Article 169 Enterprise Law & Article 286 Decree 155
274	Clause 1 Article 54	<p>Article 54. Relief of duty, removal from office of members of the Supervisory Board</p> <p>1. A member of the Supervisory Board shall be relieved of duty in the following cases:</p> <p>a) No longer satisfying the criteria and conditions stipulated in Article 53;</p> <p>b) On submission of his or her resignation to the Company's head office which is approved;</p>	<p>Article 42. Composition of the Board of Supervision</p> <p>3. Members of the Board of Supervision shall be removed in the following cases:</p> <p>a. No longer satisfying the criteria and conditions for being a member of the Board of Supervision as provided in clause 2 this Article;</p> <p>b. Upon a written resignation letter which is approved.</p>	Follow the Mandatory Template
275	Clause 2 Article 54	<p>Article 54. Relief of duty, removal from office of members of the Supervisory Board</p> <p>4. A member of the Supervisory Board shall be removed from office 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>Article 42. Composition of the Board of Supervision</p> <p>3. Members of the Board of Supervision shall be dismissed in the following cases:</p> <p>a. Failure to fulfil their assigned duties or work;</p> <p>b. Failure to exercise their rights and perform their obligations for 06 consecutive months, except for cases of force majeure;</p> <p>c. Committing repeated or serious violations of the obligations of members of the Board</p>	Follow the Mandatory Template

		<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>	<p>of Supervision as provided by the Laws, the Internal Regulations on Corporate Governance and the Regulations of Operations of the Board of Supervision.</p> <p>d. Other cases pursuant to resolutions of the General Assembly of Shareholders.</p>	
276	Delete Clause 3 Article 54	Article 54. Relief of duty, removal from office of members of the Supervisory Board 3. Where the Supervisory Board seriously breaches its obligations, threatening to cause loss and damage to the Company, the Board of Directors shall convene the General Meeting of Shareholders to consider removal of the incumbent Supervisory Board and election of a new Supervisory Board to replace it.		Follow the Mandatory Template (mentioned in Clause 4 Article 42 Proposal)
277	Article 55	Article 55. Responsibility to be prudent Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer and other Executives shall be responsible for the performance of their duties, including duties as members of committees of the Board of Directors in an honest manner for the highest benefits of the Company and with due care that a prudent person in the same position and in the same situation must have	<p>Chapter VIII RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISION, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES</p> <p>Members of the Board of Directors, Members of the Board of Supervision, the Chief Executive Officer, and other executives shall be responsible for performing their duties, including those duties as members of committees of the Board of Directors in an honest and prudent manner, for the benefit of the Company.</p>	Follow the Mandatory Template
278	Clause 1 Article 56	Article 56. Responsibility to maintain integrity and to avoid conflicts of interest 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>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>1. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers shall disclose their relevant interests pursuant to the Laws and policies of the</p>	Follow the Mandatory Template

			Company.	
279	Clause 2 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</p> <p>2. Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer and other Executives are not permitted to use business opportunities profitable to the Company for personal purposes; and at the same time are not permitted to use information obtained by virtue of their position for their personal interests or for the interests of other organizations or individuals.</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>2. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons may only use the information obtained thanks to their positions to serve the interests of the Company.</p>	Follow the Mandatory Template
280	Clause 3 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</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>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>3. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers shall be obliged to send written notices to the Board of Directors, the Board of Supervision of the transactions between the Company, subsidiaries (if any), other companies of which the Company controls more than 50% of charter capital (if any) and themselves or their Related Persons pursuant to the Laws. For the above-mentioned transactions which are subject to the approval of either the General Assembly of Shareholders or the Board of Directors, the Company must disclose information on such resolutions pursuant to the Laws on information disclosure. For transactions which are subject to the approval of the Board of Directors, such approval shall be made within 7 days from the date of receipt of the notice</p>	Follow the Mandatory Template

281	Clause 4 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</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>a.With respect to a contract with a value equal to or less 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, Supervisors, Chief Executive Officer or other managers have been reported to the Board of Directors; and at the same time, the Board of Directors has permitted implementation of such contract or transaction in an honest manner by a majority vote of members of the Board of Directors who do not have any related interest;</p> <p>b. With respect to contractual agreements whose values are above 20% of total assets in the latest financial statements or transactions 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</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>6.Contracts, transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Executives and their Related Persons shall not be void in case such contracts, transactions or material contents of such contracts, transactions and the relationship with interests have been made public and approved by the General Assembly of Shareholders or the Board of Directors in accordance with this Charter.</p>	<p>Follow the Mandatory Template (This content is mentioned in Point q Clause 2 Article 20 and Point h Clause 2 Article 32 Proposal)</p>
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		<p>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;</p> <p>c. Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all respects as relates to the shareholders of the Company as at the time such transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of Shareholders.</p> <p>Members of the Board of Directors, Supervisors, the Chief Executive Officer and other managers and their Related Persons must not use information of the Company which has not yet been permitted to be disclosed, and must not disclose such information to others, in order to implement related transactions.</p>		
282	Clause 5, 6 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</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 personnel are not allowed to disclose internal information to other people who might use the internal information for related-transactions.</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>4. Members of the Board of Directors must not vote on contracts, transactions or proposals in which these members themselves or their Related Persons have interests and such interests conflict or may conflict with the interests of the Company.</p> <p>5. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, and their Related Persons must not use or disclose to other persons the internal information for carrying out relevant transactions.</p>	Follow Article 167.2 Enterprise Law and Article 47.4 the Mandatory Template

283	Clause 1 Article 57	<p>Article 57. Responsibilities to compensate for loss</p> <p>1.Members of the Board of Directors, Supervisors, the Chief Executive Officer and other managers who breach their obligations and responsibilities to be honest and prudent or who fail to fulfil their obligations with due diligence and professional capability, must be liable for any loss and damage caused by their breach.</p>	<p>Article 48. Responsibility for damage and compensation</p> <p>1. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, and other Executives who breach their obligations of acting honestly and prudently or fail to fulfil their obligations shall be liable for any damage caused by their breach.</p>	Follow the Mandatory Template
284	Clause 2 Article 57	<p>Article 57. Responsibilities to compensate for loss</p> <p>2.The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors or the Supervisory Board, the Chief Executive Officer or another manager, employee or authorized representative of the Company, or such person acted or is acting at the request of the Company in the capacity of a member of the Board of Directors, a Supervisor, the Chief Executive Officer, other manager, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests of the Company or not contrary to the best interests of the Company on the basis of compliance with Law, and there is no evidence that such person committed a breach of his/her responsibilities. When implementing the functions, duties or work authorized by the Company, any member of the Board of</p>	<p>Article 48. Responsibility for damage and compensation</p> <p>2. The Company shall pay compensation to any person who became, becomes or may become a party involved in claims, lawsuits, prosecution (including civil, administrative cases other than lawsuits initiated by the Company) if such person was or is a member of the Board of Directors, a member of the Board of Supervision, the Chief Executive Officer, other Executive, an employee or an authorized representative of the Company, who performed or is performing his/her duties as authorized by the Company, provided that he/she acts in a lawful, honest and prudent manner for the interest of the Company, and there is no evidence showing that such person fails to fulfill his/her responsibilities.</p>	Follow the Mandatory Template

		<p>Directors, a Supervisor, the Chief Executive Officer or other manager, an employee or an authorized representative of the Company is entitled to compensation paid by the Company when they become a related party in a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:</p> <p>a) They acted honestly, prudently and diligently in the interests of the Company and not contrary to the best interests of the Company ;</p> <p>b) They complied with Law and there is no evidence that they failed to perform their responsibilities .</p>		
285	Clause 3 Article 57	<p>Article 57. Responsibilities to compensate for loss</p> <p>3.Compensation shall comprise of expenses incurred (including legal fees), the judgement amount, fines and other items payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law. The Company may purchase insurance for such persons in order to avoid the Company itself having to pay compensation.</p>	<p>Article 48. Responsibility for damage and compensation</p> <p>3.Compensation amount shall include judgement costs, fines, amounts actually incurred (including fees for engaging lawyers) which arise during settlement of these cases within the framework permitted by the laws. The Company may purchase insurance for such persons in order to avoid the above-mentioned compensation responsibilities.</p>	Keeping the old D&O Insurance policy – see Article 46.5
286	Clause 1 Article 58	<p>Article 58. Right to investigate books and records</p> <p>1.A shareholder or group of shareholders as referred to in Article 30.2 of this Charter has the right, in person or via an authorized person, to send a written request to inspect the list of shareholders and minutes of the General Meeting of Shareholders and to copy or extract such records during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of</p>	<p>Article 49. Rights to access documents and records of the Company</p> <p>1.Ordinary Shareholders may access documents and records of the Company, particularly as follows:</p> <p>a. Ordinary Shareholders may review, look up, and make extract of information in accordance with clauses 5 and 6 Article 16 of this Charter;</p> <p>b.A Shareholder or a group of shareholders owning 05% or more of the total ordinary shares may review, look up, make extract of</p>	Follow the Mandatory Template and current practice at Company

		attorney from the shareholder who is represented or a notarized copy of such power of attorney.	<p>information in accordance with point a clause 1 Article 17 of this Charter.</p> <p>2.The Company shall only permit the Shareholders to review, look up and make extract of documents at the Company's head office and shall respond to the access request of Shareholders within seven (07) working days from the date of receipt of the request.</p> <p>3.In case the authorized person of the Shareholder or the group of Shareholders requests the access to documents and records, the authorization letter issued by the Shareholder or the group of Shareholders to such person or its notarized copy must be enclosed.</p>	
287	Clause 3, clause 4 Article 58	<p>Article 58. Right to investigate books and records</p> <p>3.The Company must archive this Charter, any amendments and additions to it, the Enterprise Registration Certificate, rules, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Directors, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors and of the Supervisory Board, annual financial statements, accounting books and any other documents stipulated by Law at the head office or another location provided that the shareholders and the business registration agency have been notified of the location where such documents are archived.</p> <p>4. This Charter must be published on the website of the Company.</p>	<p>Article 49. Rights to access documents and records of the Company</p> <p>5.The Company shall retain this Charter and its amendments, the establishment and operation licenses, regulations, documents evidencing the ownership over assets, resolutions of the General Assembly of Shareholders and the Board of Directors, minutes of meetings of the General Assembly Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervision, annual financial statements, accounting books and records and other documents pursuant to the Laws at its head office or another location, provided that the Shareholders and the Business Registration Authority shall be informed of the location where these documents are retained.</p>	Follow the Mandatory Template

			6.The Company’s Charter shall be published on the website of the Company	
288	Clause 1 Article 60	<p>Article 60. Potential Disputes</p> <p>1. A dispute or claim arising between the following parties shall be considered as a dispute between the Company and a relevant partner :</p> <ul style="list-style-type: none"> a) A shareholder and the Company ; b) A shareholder and the Board of Directors, Chairman of the Board of Directors, members of of the Board of Directors, the Supervisory Board, members of the Supervisory Board, Chief Executive Officer or a manager as stipulated in this Charter; c) A client or other relevant partner and the Company. <p>2.Content of a dispute to be resolved: disputes relating to the operation of the Company, to the rights of shareholders arising from the Charter or from any right or obligation stipulated in the Law on Enterprises or other Law or administrative regulations.</p>	<p>Article 61. Internal dispute settlement</p> <p>1. In case of dispute, claim arising in relation to the operation of the Company, the rights and obligations of Shareholders pursuant to the Laws, this Charter or agreement between:</p> <ul style="list-style-type: none"> a. Shareholder and the Company; b. Shareholder and the Board of Directors, the Board of Supervision, the Chief Executive Officer or other Executives; 	Follow the Mandatory Template
289	Clause 1 Article 61	<p>Article 61. Method of dealing with or resolving disputes</p> <p>1. Negotiation and settlement: the concerned parties shall try to resolve the dispute through negotiation and settlement. The chairman of the Board of Directors shall preside over the resolution of the dispute, unless the dispute relates to the Board of Directors or the chairman of the Board of Directors. Where a dispute relates to the Board of Directors or the chairman of the Board of Directors, either party may request or appoint an independent expert to act as the arbitrator for resolution of the dispute.</p>	<p>Article 61. Internal dispute settlement</p> <p>The concerned parties shall endeavor to resolve the dispute through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of dispute and request each party to provide information about the dispute within thirty (30) days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Head of</p>	Follow the Mandatory Template

			the Board of Supervision to appoint an independent expert as the mediator for settlement of the dispute.	
290	Clause 2 Article 61	Article 61. Method of dealing with or resolving disputes 2. Reference of a dispute to arbitration or court for resolution: in the case of failure to reach a settlement decision within six (6) weeks from commencement of the process of settlement or if the parties do not accept the decision of the mediator, either party may refer such dispute to arbitration or a court for resolution.	Article 61. Internal dispute settlement 2. In case a decision on mediation cannot be reached within forty five (45) days from the commencement of the mediation or the mediator's decision is not accepted by the parties, either party may bring the dispute to Court or Arbitration.	Follow the Mandatory Template
291	Clause 3 Article 61	Article 61. Method of dealing with or resolving disputes 3. Expenses of negotiation and settlement and court fees : a) The parties shall bear their own expenses relevant to negotiation and settlement procedures ; b) The court or arbitrator shall determine which party bears court or arbitration fees .	Article 61. Internal dispute settlement 3. The parties by themselves shall pay the costs relating to the procedures of negotiation and mediation. Payment of costs at Court or Arbitration shall be implemented pursuant to judgment of the Court or award of the Arbitration.	Follow the Mandatory Template
292	Delete Article 62	Article 62. Transactions subject to approval 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 : - Shareholders, authorized representatives of institutional shareholders holding more than 10% of the total ordinary shares of the company, and their affiliated persons ; - Members of the Board of Directors, the Chief Executive Officer, and their affiliated persons; - Other enterprises as described in the Law on Enterprises ; 2.The Board of Directors shall approve		Mentioned in Article 20.2.q (AGM) và 32.2.h (BoD) Proposal

		<p>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> <p>3. The General Meeting of Shareholders shall approve the following contracts, transactions :</p> <ul style="list-style-type: none">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.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>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,</p>		
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		<p>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.</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>		
293	Delete Article 63	<p>Article 63. Voting on performance of related party transactions</p> <p>1. Any members of the Board of Directors, the Executive Management Board or the Supervisory Board shall not be entitled to vote on any related party transactions in which they have interest .</p> <p>2. Any contracts or transactions which have been executed or performed without being approved as stipulated in this Charter and related regulations shall be invalid and shall be dealt with in accordance with the Laws.</p>		Follow the Mandatory Template
294	Clause 1 Article 64	<p>Article 64. Annual, six-monthly and quarterly financial statements</p>	<p>Article 55. Annual, semi-annual and quarterly financial statements</p> <p>1. The Company shall prepare annual financial</p>	Follow the Mandatory Template

		1. The Company must prepare annual financial statements in accordance with Laws and regulations of the SSC, and such statements must be audited in accordance with Article 69 of this Charter. Within a time-limit of ninety (90) days after the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax office, the SSC, the Stock Exchange and the business registration agency.	statements and the annual financial statements shall be audited pursuant to the Laws. The Company shall disclose the audited annual financial statements pursuant to the Laws on information disclosure on the stock market and submit them to competent authorities.	
295	Clause 2 Article 64	Article 64. Annual, six-monthly and quarterly financial statements 2. Annual financial statements must contain a report on business operational results which reflects the profit/loss of the Company in the fiscal year in a truthful and objective manner, a balance sheet which truthfully and objectively reflects the operational status of the Company up to the time of preparing such statements, a cash flow report, and explanatory notes to the financial statements.	Article 55. Annual, semi-annual and quarterly financial statements 2. The annual financial statements shall fully include the statements, appendices and notes in accordance with the Laws on corporate accounting. The annual financial statements shall truthfully and objectively reflect the Company's business operation status	Follow the Mandatory Template
296	Clause 3 Article 64	Article 64. Annual, six-monthly and quarterly financial statements 3. The Company must formulate and publish six-monthly financial statements which have been checked, and quarterly financial statements in accordance with regulations of the Stock Exchange and regulations of the SSC and submit those to the relevant tax office and business registration agency in accordance with the Law on Enterprises.	Article 55. Annual, semi-annual and quarterly financial statements 3. The Company shall prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the Laws on information disclosure on the stock market and submit them to competent authorities.	Follow the Mandatory Template
297	Delete Clause 4, 5 Article 64	Article 64. Annual, six-monthly and quarterly financial statements 4. Annual financial statements which have been audited (including the auditor's opinions), six-monthly financial statements which have been		Follow the Mandatory Template

		checked, and quarterly financial statements must be published on the Company's website. 5. Interested organizations and individuals are entitled to inspect or photocopy the audited annual financial statements, the checked six-monthly financial statements and the quarterly financial statements during business hours of the Company at its head office and must pay a reasonable amount for photocopy fees.		
298	Delete Article 66	<p>Article 66. Report and disclosure of information</p> <p>1. Obligation to disclose information :</p> <p>a) The Company shall accurately and promptly disclose information on a regular or extraordinary basis in accordance to the Laws on Securities and securities market, or as requested by the authorities. The Company shall be responsible for the accuracy and truthfulness of the published and reported information and data;</p> <p>b) Information must be disclosed by a method which ensures that shareholders and the public have equal access to it at the same time. The wording of disclosed information must be clear, easily understandable, and not cause misunderstanding to shareholders and investors.</p> <p>2. Information to be disclosed :</p> <p>a) The Company must disclose information about its business activities, including :</p> <ul style="list-style-type: none"> - Disclosure of information on a regular basis about its annual financial statements and the report of an audit organization ; - Disclosure of information on an extraordinary basis within twenty four (24) hours of occurrence or discovery of events stipulated under the Laws ; 		Follow the Mandatory Template

		<p>- Disclosure of information as requested by the competent authorities .</p> <p>b) The Company must disclose information about the management of the Company in the annual General Meeting of Shareholders and in the Company`s annual reports .</p> <p>3. Arranging disclosure of information: The Company shall develop and issue regulations on disclosure of information in accordance with the Law on Securities and its implementing documents. The Company shall appoint at least one (1) employee to be in charge of disclosure of information, who must meet the following criteria:</p> <p>a) Must have accounting and finance knowledge and computer skills ;</p> <p>b) Must publicise his or her name, and work telephone number to enable the shareholders to contact him or her ;</p> <p>c) Must have sufficient time to perform his duties, especially to contact the shareholders, collect the shareholders`opinions and periodically disclose and respond to the shareholders such opinions and matters on management of the Company as stipulated by Laws.</p> <p>Persons disclosing information: Disclosure of information shall be made by the legal representative of the Company or the person authorised to disclose information. The legal representative of the Company shall be responsible for the information disclosed by the person authorised to disclose information.</p>		
299	Article 67	<p>Article 67. Fiscal year</p> <p>1. A fiscal year of the Company shall start on 1st January and shall end on 31st of each calendar year .</p>	<p>Article 53. Fiscal Year</p> <p>The fiscal year of the Company shall commence on 01 January every calendar year and end on 31 December of the same calendar</p>	Follow the Mandatory Template

		2. The first fiscal year of the Company shall start on the date of establishment and shall end on 31 st December of that year. Where the first fiscal year of the Company is less than four (4) months, the financial statements for such year shall be audited together with the financial statements for the next fiscal year.	year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December of the same year.	
300	Clause 1 Article 68	Article 68. Accounting system 1. The Company shall adopt Vietnamese Accounting Standards (VAS) or an accounting system approved by the Ministry of Finance, in compliance with the regulations on accounting systems for securities companies issued by the Ministry of Finance and its implementing documents. The Company shall be subject to the inspection of the governmental authorities regarding implementation of the accounting and statistic regimes.	Article 54. Accounting system 1. The Company shall use the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance, shall comply with the accounting regimes for Securities Companies issued by the Ministry of Finance and the accompanying guiding documents.	Follow the Mandatory Template
301	Clause 2 Article 68	Article 68. Accounting system 2. The Company must prepare books of accounts in Vietnamese and archive files and books of accounts in accordance with the form of business of the Company. Files and books of accounts must be correct, updated, systematic and sufficient to prove and explain the transactions of the Company.	Article 54. Accounting system 2. The Company shall prepare accounting books and records in Vietnamese and retain its accounting records in accordance with Laws on accounting and relevant Laws. These records must be accurate, up to date, systematic, and sufficient to substantiate and explain the transactions of the Company.	Follow the Mandatory Template
302	Clause 3 Article 68	Article 68. Accounting system 3. The Company shall use Vietnamese dong (or a freely convertible foreign currency upon approval of the competent authorities) as the currency unit in accounting .	Article 54. Accounting system 3. The Company shall use Vietnamese dong as the accounting currency. In case the Company has business operations that mainly use a certain foreign currency, the Company may by itself select such foreign currency as its accounting currency, and shall take responsibility before the Laws for such selection and send a notice to the tax authority to which it is directly subject.	Follow the Mandatory Template

303	Delete Clause 1 Article 69	Article 69. Auditing 1. Annual financial statements and reports on financial prudential ratios as at 31 st December and semi-annual financial statements and reports on financial prudential ratios as at 30 th June of the Company must be audited and checked by an independent auditor.		Follow the Mandatory Template
304	Clause 2 Article 69	Article 69. Auditing 2. The independent auditor and its staff conducting an audit for the Company must be approved by the SSC. The annual General Meeting of Shareholders shall appoint an independent audit organization or approve a list of independent audit organization and authorise the Board of Directors to select one audit organization to conduct the audit for the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The audit organization of the first fiscal year shall be appointed by the Board of Directors. In the same fiscal year, the Company must not change the audit organization which has been approved unless the approval for such organization conducting the audit is suspended or revoked.	Article 57. Audit 1. The General Assembly of Shareholders shall appoint an independent auditing company or approve the list of independent auditing companies and authorize the Board of Directors to select one among them to audit the Company's financial statements for the next fiscal year basing on the terms and conditions as agreed with the Board of Directors.	Follow the Mandatory Template
305	Delete Clause 3 Article 69	Article 69. Auditing 3. After the end of a fiscal year, the Company shall prepare annual financial statements and send them to an independent auditor. The independent auditor shall check, certify and provide its opinion about the annual financial statements and prepare an audit report and submit it together with a management letter to the Board of Directors within two (2) months from the end of the fiscal year.		Follow the Mandatory Template
306	Clause 4, 5 Article 69	Article 69. Auditing 4. Copy of the audit report must be sent with	Article 57. Audit 2. The audit reports shall be enclosed with the	Follow the Mandatory Template

		<p>the annual financial statements of the Company.</p> <p>5. Independent auditors who conduct the audit of the Company are permitted to attend the General Meeting of Shareholders and are entitled to receive the other notices relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and are entitled to express their opinions on issues relevant to auditing of the financial statements of the Company.</p>	<p>Company's annual financial statements.</p> <p>3. Independent auditors who conduct the audit of the Company's financial statements may attend the meetings of the General Assembly of Shareholders and receive notices and other information relating to the meetings of the General Assembly of Shareholders, and express opinions at the meetings on the issues relevant to the audit of the Company's financial statements.</p>	
307	Clause 1 Article 71	<p>Article 71. Profit distribution</p> <p>1. Conditions for distribution of profits to shareholders: the Company may distribute profits to its ordinary shareholders only when it generates profits from its business and has fulfilled its tax obligations and other financial obligations in accordance with Law; and, at the same time, must ensure that debts and other property obligations are able to be paid in full after distribution of profits. Dividends paid to preference shares shall be in accordance with the respective conditions applicable to each type of preference shares.</p> <p>2. Approval of distribution of profit: the General Meeting of Shareholders shall make a decision on the rate and form of distribution of profit and bonuses in accordance with Law. The rate of payment of dividends shall not exceed the rate recommended by the Board of Directors.</p>	<p>Article 51. Profits distribution</p> <p>1. The General Assembly of Shareholders shall decide on rate and method of annual dividend payment from the Company's retained profits.</p>	Follow the Mandatory Template
308	Clause 3 Article 71	<p>Article 71. Principles in profit distribution</p> <p>3. The Board of Directors may make a decision on payment of interim dividends if it considers that such payment is suitable to the profitability of the Company.</p>	<p>Article 51. Profits distribution</p> <p>4. On the basis of the dividend rate approved by the General Assembly of Shareholders, the Board of Directors may decide on the time of interim dividend payment if it deems that such payment is suitable with the profitability of the Company.</p>	Follow the Mandatory Template

309	Clause 5 Article 71	Article 71. Principles in profit distribution 5. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall then be the agency implementing such decision.	Article 51. Profits distribution 3. Hội đồng quản trị có thể kiến nghị Đại hội đồng cổ đông thông qua việc thanh toán toàn bộ hoặc một phần The Board of Directors may request the General Assembly of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors shall execute this decision .	Follow the Mandatory Template
310	Clause 6 Article 71	Article 71. Principles in profit distribution 6. Where the payment of dividends or other payments relating to any one class of shares is made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact bank details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.	Article 51. Profits distribution 5. In case the dividends or other amounts related to a type of shares are to be paid in cash, the Company shall make payment in Vietnam dong. Payment may be carried out directly or through banks on the basis of the bank account details provided by the Shareholders. In case a bank transfer has been properly made by the Company on the basis of the bank account details provided by a Shareholder, the Company shall not be responsible for such amount having been transferred by the Company to such Shareholder. Payment of dividends in respect of shares listed/registered for trading on the Stock Exchange may be made via Vietnam Securities Depository and Clearing Corporation/ Vietnam Securities Depository.	Follow the Mandatory Template
311	Clause 7 Article 71	Article 71. Principles in profit distribution 7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution deciding a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receipt of share certificates, notices	Article 51. Profits distribution 6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution, decision which shall fix a specific record date for making the list of Shareholders. Basing on such date, those persons who have been registered as Shareholders or holders of other securities shall be entitled to receipt of dividends in cash	Follow the Mandatory Template

		or other documents.	or shares, and receipt of notice and other documents.	
312	Delete Article 72	Article 72. Dealing with losses in business Losses in the previous year shall be dealt with in the subsequent year if the Company generates profit from its business in such subsequent year.		Follow the Mandatory Template
313	Delete Article 73	Article 73. Establishment of funds in accordance with regulations 1. Each year, the Company shall set aside an amount from the after-tax profits for establishing the following funds : a) Reserve fund for supplementing Charter Capital; b) Reserve for finances and professional risks; c) Reward and welfare fund; and d) Other funds stipulated by Law. 2. The rate of contribution, limits of contribution and the management and use of the funds set out in clause 1 of this Article shall be implemented in accordance with the applicable Laws .		Follow the Mandatory Template
314	Article 74	Article 74. Seal 1. The Board of Directors shall make a decision approving the official seal of the Company and such seal must be engraved in accordance with Law and the provisions of this Charter. 2. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with applicable Law.	Article 58. Seal of the Company 1. Seals shall include the seal made at a seal engraving establishment and the seal in the form of digital signature pursuant to the Laws on electronic transactions. 2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, its branches and its representative offices (if any). 3. The Board of Directors, the Chief Executive Officer shall use and manage the seals in accordance with the Laws.	Follow the Mandatory Template

315	Article 75	<p>Article 75. Reorganisation of the Company</p> <p>1. The Company shall carry out consolidation, merger or conversion after obtaining an approval thereof from the SSC.</p> <p>2. The order and procedures for consolidation, merger or conversion shall be carried out in accordance with the Law on Enterprises, the Law on Securities and other relevant Laws .</p>	<p>Article 59. Re-organization of the Company</p> <p>The division, separation, consolidation, merger or conversion of the form of the Company shall be implemented in accordance with relevant Laws.</p>	Rewrite to make it shorter but clearer
316	Clause 1 Article 76	<p>Article 76. Dissolution or termination of operation</p> <p>1. The Company shall be dissolved or terminate its operation in the following cases :</p> <p>a) The General Meeting of Shareholders makes a decision early dissolution of the Company. Where Company dissolves early, approval of the SSC shall be required ;</p> <p>b) The Company does not have the minimum number of shareholders for a period of six (6) consecutive months as stipulated in the Law on Enterprises ;</p> <p>The License for Establishment and Operation of the Company is revoked by the SSC or it is declared dissolved by a court .</p>	<p>Article 60. Dissolution of the Company</p> <p>1.The Company shall be dissolved in the following cases:</p> <p>a.Pursuant to the resolution, decision of the General Assembly of Shareholders;</p> <p>b.The Enterprise Registration Certificate is revoked, unless otherwise provided by the Tax Management Law;</p> <p>c.Other cases provided by the Laws.</p>	Follow the Mandatory Template
317	Delete Clause 2, 3, 4, Article 76	<p>Article 76. Dissolution or termination of operation</p> <p>2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision shall be notified to or approved by the competent authorities (if required).</p> <p>3. The Company shall only be permitted to dissolve when it ensures payment in full of debts and other property obligations. In the case of insolvency, the Company must carry out dissolution in accordance with the Law on Bankruptcy and its guidelines.</p>		Follow the Mandatory Template

		4. The Board of Directors or the company owner shall establish a liquidation committee in order to deal with assets of the Company at the time of dissolution. Any issues arising during dissolution shall be resolved by the liquidation committee, and the liquidation committee shall be responsible to the Board of Directors and before the Law for its decisions.		
318	Delete Article 77	Article 77. Bankruptcy Bankruptcy of the Company shall be dealt with in accordance with the Laws on Bankruptcy for enterprises in the inance and banking sectors .		Follow the Mandatory Template
319	Clause 1 Article 78	Article 78. Liquidation 1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision to dissolve the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, of which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its own operational rules. The members of the liquidation committee may be selected from employees of the Company or may be independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.	Article 60. Dissolution of the Company 2. Liquidation of assets upon dissolution a. No later than six (06) months after issuance of the decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Board, which consists of 03 members, among which 02 members shall be appointed by the General Assembly of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Board shall prepare its regulations of operations. Members of the Liquidation Board may either be selected from the Company’s employees or be independent experts. All costs in relation to the liquidation shall be given priority for being paid over other debts of the Company.	Follow the Mandatory Template
320	Clause 2 Article 78	Article 78. Liquidation 2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration agency. From such time, the	Article 60. Dissolution of the Company 2.Liquidation of assets upon dissolution b.The Liquidation Board shall inform the SSC and the business registration authority about its establishment date and commencement	Follow the Mandatory Template

		liquidation committee represents the Company in all work relating to the liquidation before a court and administrative agencies.	date of operation. From that time, the Liquidation Board shall on behalf of the Company perform all works in relation to the liquidation of the Company at Court and administrative authorities.	
321	Clause 3 Article 78	<p>Article 78. Liquidation</p> <p>3. Proceeds from the liquidation shall be disbursed in the following priority order :</p> <ul style="list-style-type: none"> a) Expenses for liquidation; b) Debts being salaries, allowances on retirement or retrenchment, social insurance and other interests of employees pursuant to signed collective labour agreements and signed labour contracts; c) Tax debts and other debts to the State; d) Loans (if any); e) Other debts of the Company <p>Any residual amount after payment of the debts set out in (a) to (e) above shall be distributed to the shareholders. Payment of preference shares shall be given priority .</p>	<p>Article 60. Dissolution of the Company</p> <p>2. Liquidation of assets upon dissolution</p> <p>c. Proceeds from the liquidation shall be used for payments in the following order:</p> <ul style="list-style-type: none"> i. Liquidation costs; ii. Unpaid salaries, severance allowances, social insurance and other benefits of employees according to the collective labour agreement and employment contracts; iii. Tax liabilities; iv. Other debts of the Company; v. The remaining part after payment of all the debts specified in items (a) to (d) above shall be distributed to the Shareholders. Preferential shares shall be given priority for being paid. 	Follow the Mandatory Template
322	Clause 1 Article 79	<p>Article 79. Addition to and amendment of the Charter</p> <p>1. The General Meeting of Shareholders shall consider and decide any addition to, and amendment of this Charter.</p>	<p>Article 62. Amendment, supplement to the Charter</p> <p>1. Unless otherwise provided in this Charter, the amendment, supplement to or replacement of this Charter shall be considered, decided by the General Assembly of Shareholders.</p>	Follow the Mandatory Template
323	Clause 2 Article 79	<p>Article 79. Addition to and amendment of the Charter</p> <p>2. Where any provision of Law relating to the operation of the Company has not been mentioned in this Charter or where any new</p>	<p>Article 62. Amendment, supplement to the Charter</p> <p>2. In case where there are any provisions of the Laws relating to operations of the Company, which have not been mentioned in this</p>	Follow the Mandatory Template

		<p>provision of Law is different from the terms of this Charter, such provision of Law shall automatically apply and govern the operation of the Company.</p>	<p>Charter or in case where there are new provisions of the Laws which are different from the provisions in this Charter, then such provisions of the Laws shall automatically be applicable and govern the operations of the Company.</p>	
324	Article 80	<p>Article 80. Effective date</p> <p>1. This Charter, comprising 13 Chapter and 80 Articles enters in force on, 2020, the content is stipulated in Clause 3 Article 2 about Head Office of the Company shall take effect from the date the State Securities Commission issues the amended License approving the location of the Company's Head Office.</p> <p>3. This Charter is the sole and official Charter of the Company.</p> <p>4. Copies or extracts of this Charter shall be valid when they bear the signature of the Chairman of the Board of Directors or the signatures of at least half of the total number of members of the Board of Directors.</p>	<p>Article 63. Effectiveness of the Charter</p> <p>1.This Charter, consisting of 18 Chapters, 63 Articles, is adopted by the General Assembly of Shareholders of Ho Chi Minh City Securities Coporation on 08 August 2022, of which the entire contents and effect have been approved.</p> <p>2.This Charter is made into 10 copies with equal validity and shall be retained at the Company's head office.</p> <p>3.This Charter is the sole and official Charter of the Company, which replaces all previous charters.</p> <p>4.Copies or extracts of this Charter must bear the signature of either the Chairman of the Board of Directors or at least a half of the members of the Board of Directors.</p>	Follow the Mandatory Template