

NO: 02/TTr-HĐQT

Hanoi, April 28, 2025

**PROPOSAL**  
**For Amendment and supplementation of the Company's Charter**

To: The General Meeting of Shareholders of International Investment Trade and Service Joint Stock Company

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020, and effective from January 1, 2021.
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, and effective from January 1, 2021.
- Pursuant to Resolution No. 02/NQ-HĐQT dated January 20, 2025, of the Board of Directors of International Investment Trade and Service Joint Stock Company on the plan to organize the 2025 Annual General Meeting of Shareholders.
- Pursuant to Resolution No. 08/NQ-HĐQT dated April 28, 2025, of the Board of Directors of International Investment Trade and Service Joint Stock Company on approving the agenda and contents of reports, submissions, and other documents for the 2025 Annual General Meeting of Shareholders.
- Pursuant to the actual situation and the Company's production and business operation needs.

Based on the review of the Company's Charter to ensure compliance with changes in law and actual requirements in the governance and operation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendment and supplementation of the Company's Charter with the basic provisions stated in the attached Appendix.

Respectfully request the General Meeting of Shareholders to consider and approve.

Respectfully submitted./.

**Recipients:**

- Như kính gửi;
- BOD, SB;
- Save: Office, BOD Secretary.

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**



**Phung Tien Toan**

**APPENDIX - CONTENTS OF AMENDMENTS AND SUPPLEMENTATIONS TO THE CHARTER OF  
INTERNATIONAL INVESTMENT TRADE AND SERVICE JOINT STOCK COMPANY**

*(Attached to Proposal No.: 02/TTr-HDQT dated April 28, 2025 of the Board of Directors of International Investment Trade and Service Joint Stock Company)*

No	Item/Clause/Article	Current Charter Content	Proposed Amendment/Supplementation	Reason for Amendment/Supplementation
1	Clause 2 Article 3 (Legal Representative of the Company)	<p>2. The legal representative of the Company represents the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a petitioner, plaintiff, defendant, or person with related rights and obligations before Arbitration, Court, and other rights and obligations as stipulated by law, specifically as follows::</p> <p>a. The Chairman of the Board of Directors is the first legal representative of the Company, with the following rights and obligations:</p> <ul style="list-style-type: none"> <li>- Negotiate and sign documents related to diplomatic and administrative matters with foreign customers and partners; with State management agencies from Department, Bureau, Agency, Institute level and above;</li> <li>- Negotiate and sign contracts subject to approval by the General Meeting of Shareholders as stipulated;</li> <li>- Announce opening and closing of transaction accounts with banks; sign documents and vouchers to execute</li> </ul>	<p>2. The legal representative of the Company represents the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a petitioner, plaintiff, defendant, or person with related rights and obligations before Arbitration, Court, and other rights and obligations as stipulated by law. <b>The roles and responsibilities of the Company's two legal representatives shall be implemented according to the decisions of the Company's Board of Directors at each time.</b></p>	<p>To align with the actual situation of the enterprise</p>

		financial and investment cash flow transactions; - Sign labor contracts with the General Director. b. The General Director is the second legal representative of the Company, with the following rights and obligations: - Represent the Company as a petitioner, plaintiff, defendant, or person with related rights and obligations before Arbitration, Court. - Other rights and obligations of the legal representative, except for cases specifically stipulated for the first legal representative.			
2	Point d Clause 2 Article 19 (Procedure for convening and voting at the General Meeting of Shareholders)	Not yet stipulated	d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee at the proposal of the meeting chairperson.	To comply with the Enterprise Law 2020 and Article 19 of the Company's Charter, and the actual situation of the enterprise	
3	Clause 1 Article 21 (Approval of General Meeting of Shareholders' decisions at the meeting)	Resolutions of the General Meeting of Shareholders on the following contents shall be approved if concurred by shareholders representing 65% (sixty-five percent) or more of the total voting shares of all shareholders attending and voting at the meeting.	Resolutions of the General Meeting of Shareholders on the following contents shall be approved if concurred by shareholders representing 65% (sixty-five percent) or more of the total voting shares of all shareholders attending and voting at the meeting, <b>except for cases stipulated in Clause 3 Article 21 and Clause 9 Article 22 of this Charter.</b>	To comply with the Enterprise Law 2020 and the actual situation of the enterprise.	

4	<p>Clause 3 Article 44 (Duty of honesty and avoidance of conflicts of interest)</p>	<p>3. Members of the Board of Directors, Supervisors, Director (General Director), and other executive officers are obligated to inform the Board of Directors of all interests that may conflict with the Company's interests that they may benefit from through economic entities, transactions, or other individuals..</p>	<p>3. Members of the Board of Directors, members of the Supervisory Board, Director (General Director), and other managers are obligated to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies where the public company holds control of 50% or more of the charter capital, with themselves or with their related parties as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities law on information disclosure.</p>	<p>To comply with Article 291 of Decree 155/2020</p>
5	<p>Clause 4 Article 44 (Duty of honesty and avoidance of conflicts of interest)</p>	<p>4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, Director (General Director), other executive officers, and individuals, organizations related to the aforementioned members or legal entities in which these individuals have financial interests, except where the public company and the organization related to this member are companies within the same group or companies operating as a group of companies, including parent company - subsidiary, economic group, and specialized laws providing otherwise.</p>	<p>Omit</p>	<p>Already stipulated in Point n Clause 1 Article 15 of the Company's Charter.</p>
6	<p>Clause 5 Article 44 (Duty of honesty and</p>	<p>5. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, General</p>	<p>4. A contract or transaction between the Company and one or more members of the Board of Directors, Supervisors, General</p>	<p>To comply with Point b Clause 4 Article 293 of Decree 155/2020/ND-CP and Clause 6</p>

avoidance of conflicts of interest)	<p>Director, other executive officers, and individuals, organizations related to them, or a company, partner, association, or organization in which members of the Board of Directors, Supervisors, General Director, other executive officers, or their related parties are members or have financial interests, shall not be invalidated in the following cases:</p> <p>a. For contracts with a value smaller than or equal to 20% (twenty percent) of the total asset value recorded in the latest financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, and other executive officers, have been reported to the Board of Directors. At the same time, the Board of Directors has honestly permitted the execution of such a majority vote of the members of the Board of Directors who do not have related interests;</p> <p>b. For contracts with a value greater than 20% (twenty percent) of the total asset value recorded in the latest financial statements, the important contents of this contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, and other executive officers, have been disclosed to shareholders without related interests who have the right to vote on the matter, and</p>	<p>Director, other executive officers, and individuals, organizations related to them, or a company, partner, association, or organization in which members of the Board of Directors, Supervisors, General Director, other executive officers, or their related parties are members or have financial interests, shall not be invalidated in the following cases:</p> <p>a. For contracts with a value smaller than or equal to 35% (thirty-five percent) of the total asset value recorded in the latest financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, and other executive officers, have been reported to the Board of Directors. At the same time, the Board of Directors has honestly permitted the execution of such contract or transaction by a majority vote of the members of the Board of Directors who do not have related interests;</p> <p>b. For contracts with a value greater than 35% (thirty-five percent) of the total asset value recorded in the latest financial statements, the important contents of this contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, and other executive officers, have been disclosed to shareholders without related interests who have the right to vote on the matter, and those</p>	Article 47 of Circular 116/2020/TT-BTC.
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	those shareholders have approved this contract or transaction; c. The contract or transaction is deemed fair and reasonable in all relevant aspects to the Company's shareholders by an independent consulting organization at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders. Members of the Board of Directors, Supervisors, General Director, other executive officers, and organizations, individuals related to the aforementioned members are not allowed to use undisclosed information of the Company or disclose it to others to conduct related transactions.	shareholders have approved this contract or transaction; c. The contract or transaction is deemed fair and reasonable in all relevant aspects to the Company's shareholders by an independent consulting organization at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders. 5. Members of the Board of Directors, Supervisors, General Director, other executive officers, and organizations, individuals related to the aforementioned members are not allowed to use undisclosed information of the Company or disclose it to others to conduct related transactions.	
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