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Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	Supervisory Board is less than the number prescribed by law or less than half of the number stipulated in the Charter;			Independent members of the BOD, Supervisory Board is less than the number prescribed by Law or the number of BOD Members is reduced by more than one-third (1/3) compared to the number stipulated in this Charter;
				Enterprises 2020
Clause 5 Article 12	The BOD must convene an extraordinary General Meeting of Shareholders within 30 days from the date the remaining number of BOD members is as specified in point b Clause 4 or upon receiving the request mentioned in point c or point d Clause 4 above.		Item a Clause 5 Article 12	The procedure for convening an extraordinary General Meeting of Shareholders is as follows: a) The BOD must convene an extraordinary General Meeting of Shareholders within 30 (thirty) days from the date the remaining number of BOD members is as specified in point b Clause 4 of this Charter or upon receiving the request mentioned in point d or point e Clause 4 of this Charter;
Clause 8 Article 12	The convenor must perform the following tasks to organize the General Meeting of Shareholders.....			According to the Model Charter in Circular No. 116/2020/TT-BTC
Clause 2 Article 13	The GMS has the following rights and obligations		Clause 1 Article 13	Remove due to overlapping content in Article 16 Convening meetings, agenda and meeting invitations of the General Meeting of Shareholders  The GMS has the following rights and obligations
				Readjust the order of items according to the Model



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				Charter in Circular No. 116/2020/TT- BTC
<b>Khoản 1 Điều 13</b>	The GMS has the following rights and obligations		<b>Clause 2 Article 13</b>	The GMS has the following rights and obligations
				Readjust the order of items according to the Model Charter in Circular No. 116/2020/TT- BTC
<b>Khoản 1 Điều 14</b>	Shareholders entitled to attend the GMS under the law may attend in person or authorize their representatives to attend.  The authorized representative does not necessarily have to be a Shareholder.	Supplement content: Shareholders entitled to attend the GMS under the law may attend in person or authorize their representatives to attend. The authorized representative does not necessarily have to be a Shareholder. In case there is more than one authorized representative, the specific number of authorized shares for each representative must be determined	<b>Clause 1 Article 14</b>	Shareholders, authorized representatives of institutional shareholders may attend the meeting in person or authorize one or a number of other individuals, organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
<b>Clause 2 Article 14</b>	The authorization for an individual, organization to		<b>Clause 2 Article 14</b>	The authorization for an individual, organization to



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	represent at the General Meeting of Shareholders must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized individual, organization and the number of authorized shares. The authorized individual, organization attending the General Meeting of Shareholders must present the authorization document upon registering to attend before entering the meeting room.			represent at the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual, organization, the number of authorized shares, the authorization content, the authorization scope, the authorization term, the signatures of the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registering to attend. In case of sub-authorization, the attendee must additionally present the initial authorization document of the shareholder, the authorized representative of the institutional shareholder (if not previously registered with the Company).	Circular No. 116/2020/TT-BTC
Clause 3 Article 14	In case the document appointing an authorized representative is signed by a lawyer on behalf of the principal, the power of		Clause 3 Article 15	In case a lawyer signs the document appointing a representative on behalf of the	According to the Model Charter in Circular No.



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	attorney for the lawyer or a duly certified copy of such power of attorney must be (if not previously registered with the Company) submitted along with the application appointing the authorized representative. If this is not done, the appointment of proxy will be considered invalid..			principal, the appointment of the representative in this case shall only be deemed valid if such appointment document is presented together with the power of attorney for the lawyer (if not previously registered with the Company)
<b>Clause 4 Article 14</b>	<p>The voting ballot of the authorized representative within the authorized scope will be valid even if the Shareholder appointing such authorized representative has:</p> <p>a) Died or is unable to control their own behavior;</p> <p>b) evoked the appointment of proxy;</p> <p>c) Revoked the authority of the person making the authorization.</p>		<b>Clause 4 Article 15</b>	<p>Except for the case specified in Clause 3 of this Article, the voting ballot of the authorized attendee within the authorized scope remains valid when one of the following cases occurs:</p> <p>a) The authorizing person has revoked the appointment of proxy; or;</p> <p>b) he authorizing person has revoked the appointment of proxy; or</p> <p>c) The authorizing person has revoked the authority of the person making the authorization.</p>
<b>Clause 5 Article 14</b>	A Shareholder is deemed to attend and vote at the General Meeting of Shareholders in the following cases:.....		<b>Article 14</b>	Remove content because it overlaps with the content already stated in Clause 1 Article 14
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				According to the Model Charter in Circular No. 116/2020/TT-BTC; According to actual situation
				According to the Model Charter in Circular No. 116/2020/TT-BTC; According to actual situation
				According to the Model Charter in Circular No. 116/2020/TT-BTC; According to actual situation



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				BTC; According to actual situation
Article 16	Convening the General Meeting of Shareholders, meeting agenda and notice		Article 16	Convening meetings, meeting agenda and meeting invitations to the General Meeting of Shareholders
Clause 5 Article 16	The convenor of the GMS only has the right to reject petitions relating to Clause 4 of this Article if:		Clause 5 Article 16	The convenor of the General Meeting of Shareholders has the right to reject the petition specified in Clause 4 of this Article if falling into one of the following cases:
Article 17	Conditions for holding BOD meetings and minuting the GMS		Article 17	Add content and split Article 17 into articles:  1. Conditions for holding the GMS 2. Procedures for holding and voting at the GMS meeting 3. Conditions for approving the GMS Resolution
Clause 10 Article 17	.... If there is not a sufficient number of necessary delegates		Clause 2 Article 17	In case the first General Meeting of Shareholders is not eligible to proceed as prescribed in Clause 1



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	<p>within 30 minutes from the scheduled opening time of the meeting, the general meeting must be reconvened within 30 days from the scheduled date of the first GMS.</p> <p>In the reconvened GMS, the number of attending members being Shareholders and authorized representatives must represent at least 51% of the voting shares</p>			<p>of this Article, the invitation to the 2nd (second) meeting shall be sent within thirty (30) days from the scheduled date of the first General Meeting of Shareholders.</p> <p>The 2nd (second) General Meeting of Shareholders when the number of Attending Shareholders represents at least fifty-one percent (51%) of the total voting shares</p>
Clause 10 Article 17	<p>When the second general meeting does not have a sufficient number of necessary delegates within 30 minutes from the scheduled opening time of the meeting, a third General Meeting of Shareholders may be convened within 20 days from the scheduled date of the second general meeting, and in this general meeting, any number of attending Shareholders or authorized representatives shall be valid and have the right to decide all matters that the first GMS could have validly</p>		Clause 3 Article 17	<p>In case the second General Meeting of Shareholders is not eligible to proceed as prescribed in Clause 2 of this article, the invitation to the 3rd meeting must be sent within 20 (twenty) days from the scheduled date of the 2nd (second) meeting.</p> <p>In this case, the GMS is held regardless of the number of attending shareholders or authorized representatives and is considered valid and has the right</p>
				<p>Reasons, basis</p> <p>Circular No. 116/2020/TT-BTC; According to actual situation</p> <p>According to the Model Charter in Circular No. 116/2020/TT-BTC</p>



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	approved			to decide all matters that the 1st (first) GMS could approve
			Article 18	Procedures for holding and voting at the GMS meeting
Clause 1 Article 17	Upon registering shareholders, the Company issues each shareholder or authorized representative with voting rights a voting card, bearing the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder.  The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by voting for, against		Clause 1 Article 189	Add content: Before the opening of the meeting, the Company must carry out shareholder registration procedures and must perform registration until all shareholders entitled to attend the meeting are fully registered according to the following order:: .....
				According to the Model Charter in Circular No. 116/2020/TT-BTC  According to the Model Charter in Circular No. 116/2020/TT- BTC; According to actual situation



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			Item b Clause 1 Article 189	Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the general meeting right after registration. The chairperson has no responsibility to pause the general meeting to allow late shareholders to register, and the validity of matters already voted upon remains unchanged.
			Clause 6 Article 18	The chairperson of the general meeting has the right to take necessary and reasonable measures to moderate the General Meeting of Shareholders meeting in an orderly manner, strictly according to the approved agenda, and reflecting the wishes of the majority of attendees. a) Arrange seating at the venue of the General Meeting of Shareholders; b) Ensure safety for everyone present at the meeting venues;
				According to the Model Charter in Circular No. 116/2020/TT-BTC; According to actual situation
				According to the Model Charter in Circular No. 116/2020/TT-BTC; According to actual situation



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				Reasons, basis
				c) Create conditions for shareholders to attend (or continue attending) the general meeting. The convenor of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Applied measures may include issuing admission passes or using other alternative forms
Clause 3, 4 and 5 Article 1	Conditions for holding BOD meetings and minuting the GMS - A resolution on the following contents is approved if represented by a number of shareholders from 75% of the total.....		Article 19	Change to Article 20: Conditions for approving the GMS Resolution.....  According to the Model Charter in Circular No. 116/2020/TT-BTC
Article 19	Approving Resolutions via written opinion collectio		Article 20	Adjust heading while keeping content unchanged:  Authority and procedures for collecting shareholders' written opinions to approve GMS Resolutions  According to the Model Charter in Circular No. 116/2020/TT-BTC;
Article 17	Conditions for holding BOD meetings and minuting the		Article 21	Adjust heading: GMS  According to the Model Charter in



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	GMS			Resolutions and Meeting Minute
Clause 8 Article 17	The General Meeting of Shareholders must be minuted and may be voice-recorded or recorded and stored in other electronic forms.		Clause 1 Article 21	Keep content unchanged
	The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and have the following main contents.			
			Clause 2 Article 212	The General Meeting of Shareholders minutes must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting and others signing the meeting minutes are jointly responsible for the truthfulness and accuracy of the minutes' content.
			Clause 3 Article 21	Minutes prepared in Vietnamese or in a foreign language have
				According to the Model Charter in



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				equal legal validity. In case of any discrepancy in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall apply.
				Circular No. 116/2020/TT-BTC
<b>Clause 9 Article 17</b>	Minutes of the General Meeting of Shareholders meeting, the appendix listing shareholders registered to attend, approved resolutions, and relevant documents attached to the meeting invitation must be archived at the company's head office.		<b>Clause 4 Article 21</b>	Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend with shareholders' signatures, documents authorizing attendance, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed according to the law on information disclosure on the securities market and must be archived at the head office of the Company
				According to the Model Charter in Circular No. 116/2020/TT-BTC
			<b>Article 23</b>	Nomination and candidacy of BOD members
				According to the Model Charter in Circular No. 116/2020/TT-BTC
<b>Clause 4 Article 20</b>	In case BOD candidates have		<b>Clause 1 Article</b>	Adjust heading while keeping
				According to the



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	been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the GMS meeting...		23	content unchanged: Candidacy for BOD member: In case BOD candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the GMS meeting. ....
			Item de Clause 2 Article 23	BOD members must meet the standards and conditions prescribed in Clause 1, Clause 2 Article 155 of the Law on Enterprises and the company's Charter.
Article 20	omposition and term		Article 24	Composition and term of BOD members
Clause 3 Article 20	The composition of BOD members is as follows: The composition of the Company's BOD must ensure at least 1/3 of the total BOD members are non-executive members The Company minimizes BOD	3. The composition of BOD members is as follows: The composition of the Company's BOD must ensure at least 1/3 of the total BOD members are non-executive members. The Company minimizes		According to the Model Charter in Circular No. 116/2020/TT-BTC
				Clause 4 Article 276 Decree 155



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	members holding concurrent executive positions in the Company to ensure the independence of the BOD. The total number of independent BOD members must ensure the requirement of having at least 01 independent member ;	BOD members holding concurrent executive positions in the Company to ensure the independence of the BOD. The total number of independent BOD members must ensure the requirement of having at least 01 independent member	Clause 3 Article 245	
			Khoản 4 Điều 24	Add content A BOD member ceases to hold the status of a BOD member in case of being dismissed, removed, or replaced by the General Meeting of Shareholders according to Article 160 of the Law on Enterprises.
			Clause 5 Article 24	The appointment of BOD members must be disclosed according to the law on information disclosure on the securities market.
Clause 8 Article 20	BOD members do not necessarily have to be persons		Clause 5 Article	BOD members do not necessarily have to be Shareholders of the
				According to the Model Charter in Circular No. 116/2020/TT-BTC
				According to the Model Charter in Circular No. 116/2020/TT-BTC



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	holding shares of the Company		25	Company.
Article 21	Powers and duties of the BOD		Article 25	Powers and duties/obligations of the BOD T
Clause 3 Article 21	Rights and obligations of the BOD are stipulated by law, the Charter, internal regulations of the Company and the GMS. Specifically, the BOD has the following powers and duties		Clause 2 Article 25	Rights and obligations of the BOD are stipulated by law, the Charter, internal regulations of the Company and the GMS. Specifically, the BOD has the following powers and obligations
Item f Clause 2 Article 21	Decide on selling new shares within the authorized offering limit of each class; decide on mobilizing additional capital in other forms;		Item f Clause 2 Article 25	Decide on selling unsold shares within the authorized offering limit of each class; decide on mobilizing additional capital in other forms;
Item i Clause 2 Article 21	Elect, dismiss, remove the Chairman of the BOD; appoint, dismiss, sign contracts, terminate contracts with the General Director and Senior Managers; decide on the salaries, remunerations, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the		Item j Clause 2 Article 25	Adjust senior managers to Enterprise Executive: Elect, dismiss, remove, appoint the Chairman of the BOD, sign contracts, terminate contracts; Decide on salaries, remunerations, bonuses and other benefits for the Chairman of the BOD; Enterprise Executive; appoint authorized
				According to actual situation; Adjust title
				According to the Model Charter in Circular No. 116/2020/TT-BTC
				According to the Model Charter in Circular No. 116/2020/TT-BTC
				According to the Model Charter in Circular No. 116/2020/TT-BTC



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	General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those persons;			representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those persons
Item j Clause 2 Article 21	Supervise and direct the General Director in directing the day-to-day business operations of the company according to the law and this Charter;		Item j Clause 2 Article 25	Adjust senior managers to supervise and direct the General Director and Enterprise Executive in directing the day-to-day business operations of the company ;
Item l Clause 2 Article 21	Decide to promulgate the Regulation on the Operation of the BOD, the Internal Regulation on Corporate Governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on the Operation of the Audit Committee under the BOD, the Regulation on Information Disclosure of the company;		Item l Clause 2 Article 256	Remove Audit Committee content because there is no such Committee in the current model:  Decide to promulgate the Regulation on the Operation of the BOD, the Internal Governance Regulation, the Regulation on Information Disclosure of the company after being approved by the GMS



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Clause 5 Article 21	The BOD may authorize lower-level officers and managers to represent and act on behalf of the company, even when the matter requires evaluation and conclusions, unless the law and the Charter provide otherwise.	Add content:  The BOD may authorize lower-level officers and managers to represent and act on behalf of the company, even when the matter requires evaluation and conclusions, unless the law and the Charter provide otherwise.		
		Authorization does not alter the ultimate responsibility of the Board of Directors before the General Meeting of Shareholders and the law		
Clauses 6, 7, 8, 9, 10 and 11 Article 21	The company has the right to pay remuneration and bonuses to BOD members according to business results and efficiency...		Article 26	Revise to a separate Article; keep the contents of the current regulations unchanged. Article 26: Remuneration, bonuses and other benefits of BOD members
				According to the Model Charter in Circular No. 116/2020/TT-BTC; Edit content;



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Article 22	Chairman, BOD members.....		Article 27	Chairman of the BOD
Clause 1 and 2 Article 22	<p>1. The Chairman of the BOD is elected, dismissed, removed by the BOD from among the BOD members.</p> <p>2. The Chairman of the BOD cannot concurrently be the General Director.</p>	<p>Add content</p> <p>1. The Chairman of the BOD is elected, dismissed, removed by the BOD from among the BOD members.</p> <p>2. The Chairman of the BOD cannot concurrently be the General Director of the company.</p> <p>3. The Company may have one or more legal representatives.</p> <p>The Chairman of the BOD and/or the General Director are legal representatives of the Company under this Charter and as assigned by the Board of Directors.</p> <p>The Board of Directors decides on assigning rights, obligations and representation scope of each</p>	<p>Clause 1 and 2 Article 27</p> <p>Keep content unchanged as per current regulations.</p> <p>1. The Chairman of the BOD is elected, dismissed, removed by the BOD from among the BOD members.</p> <p>2. The Chairman of the BOD does not hold concurrent position of General Director of the Company.</p>	<p>According to the Model Charter in Circular No. 116/2020/TT-BTC;</p> <p>Article 275. Decree 155/2020/ND-CP on securities law; Article 12. Law on Enterprises; Legal representative of the enterprise (Law on Enterprises); According to the Model Charter in Circular No. 116/2020/TT-BTC</p>



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		<i>legal representative in accordance with the law.</i>		
<b>Khoản 3 Điều 22</b>	<p>The Chairman of the BOD has the following rights and obligations:</p> <ul style="list-style-type: none"> <li>a) Formulate BOD operation programs and plans;</li> <li>b) Prepare agendas, contents, and documents for the meeting;</li> <li>c) convene, preside over and chair BOD meetings;</li> <li>d) Organize the approval of BOD resolutions and decisions;</li> <li>e) Supervise the process of implementing BOD resolutions and decisions;</li> <li>f) Supervise the process of implementing BOD resolutions and decisions</li> </ul> <p>Other rights and obligations according to the Law on Enterprises and the Company's Charter.</p>	<p>Add content:</p> <p>c) Organize the approval and sign to promulgate BOD resolutions, decisions and other important documents under the BOD's authority on behalf of the BOD.</p> <p>g) <i>The Chairman of the BOD directly directs the Corporate Governance Officer (Company Secretary) and has the right to mobilize the assisting apparatus and Company resources to serve the activities of the Board of Directors, affiliated Committees, and the organization of the General Meeting of Shareholders.</i></p>	<b>Clause 3 Article 27</b>	<p>Keep content unchanged as per the Article in current regulations</p> <p>Clause 3, Point c Article 156. Law on Enterprises; Article 158 Law on Enterprises 2020; Article 282 – Corporate Governance Officer</p>
<b>Clause 6 Article 22</b>	The duties of other BOD members are assigned by the Chairman of the BOD in conformity with the Company's activities and work conditions of each member		<b>Clause 6 Article</b>	The duties of other BOD members are assigned by the Chairman of the BOD in conformity with the Company's activities and work conditions of each member. Regulations on



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			27	decentralization of responsibility and detailed work contents are implemented by referencing the Regulation on the Operation of the BOD.
Clauses 6 and 7 Article 22	6. The duties of other BOD members are assigned by the Chairman of the BOD in conformity with the Company's activities and work conditions of each member 7. The duties and powers of BOD members are as follows: b) Have the right to request officers and titles within the Company to fully provide all documents related to the Company's activities to perform their duties	Add content: b) Have the right to request the General Director, Deputy General Directors, Directors and other managers within the Company to provide full, accurate information and documents related to the Company's activities to perform their duties. <i>Requesting and providing information are conducted according to the procedures specified in the Internal Governance Regulation</i>	Clause 6 Article 28	he duties of other BOD members are assigned by the Chairman of the BOD in conformity with the Company's activities and work conditions of each member. Regulations on decentralization of responsibility and detailed work contents are implemented by referencing the Regulation on the Operation of the BOD.
		Add content: 1. The Chairman of the BOD shall be elected in the first meeting of the BOD within 07 working days from the date of concluding that BOD election. This meeting is	Clause 1 Article 28	Keep content approved by BOD unchanged
Article 23	<b>BOD meetings</b> 1. The Chairman of the BOD must convene periodic and extraordinary BOD meetings, set the agenda, time and venue at least three (03) working days before the meeting date. The Chairman may convene a meeting when			Clause 1 Article 157 Law on Enterprises 2020



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	<p>deemed necessary, but must meet at least once (01) per quarter</p> <p>2. The Chairman of the BOD convenes a BOD meeting in the following cases:</p> <p>a) Upon proposal of the Supervisory Board or an independent BOD member;</p> <p>b) Upon proposal of the General Director or at least 05 other managers;</p> <p>c) Upon proposal of at least 02 BOD members;</p>	<p>convened and chaired by the member with the highest number of votes or highest vote percentage.</p> <p>In case there is more than one member with the highest and equal number of votes or vote percentages, the members shall vote on a majority principle to select 01 person among them to convene the BOD meeting.</p> <p>2. The Chairman of the BOD must convene periodic and extraordinary BOD meetings, set the agenda, time and venue at least three (03) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must meet at least once (01) per quarter.</p>		



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Item b Clause 2 Article 23	Upon proposal of the General Director or at least 05 other managers;		Item b Clause 3 Article 289	Upon proposal of the General Director or at least 05 other executives;  According to actual situation; Definition of "Executive" in the Model Charter Circular 116/2020/TT-BTC
Clause 3 Article 23	The Chairman of the BOD must convene a BOD meeting within 07 working days from the date of receiving the proposal specified in Clause 2 of this Article. In case of failure to convene a BOD meeting upon request, the Chairman of the BOD must be responsible for damages caused to the Company; The proposer has the right to replace the Chairman of the BOD to convene the BOD meeting.		Clause 4 Article 29	The Chairman of the BOD must convene a BOD meeting within 07 (seven) working days from the date of receiving the proposal specified in Clause 2 of this Article. In case of failure to convene a BOD meeting upon request, the Chairman of the BOD must be responsible for damages caused to the Company; Those proposing the meeting stated in Clause 3 Article 28 have the right to replace the Chairman of the BOD to convene the BOD meeting.  According to actual situation
Clause 4 Article 23	Meeting venue: BOD meetings will be conducted at the		Clause 5 Article 28	BOD meetings will be conducted at the Company's head office or



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	registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairman of the Board and agreed by the BOD			other addresses in Vietnam or abroad as decided by the Chairman of the BOD and agreed by the BOD.
<b>Item b Clause 7 Article 23</b>	A BOD member shall not vote on any contracts or transactions in which that member or any related person has an interest that may conflict with the Company's interests. A Board member shall not be counted in the minimum quorum present at the meeting for any resolution on which that member has no voting right		<b>Item b Clause 7 Article 28</b>	A BOD member shall not vote on any contracts, transactions or proposals in which that member or any related person to that member has an interest and such interest conflicts or may conflict with the Company's interests. A BOD member shall not be counted in the minimum quorum present to hold the BOD meeting regarding decisions for which that member has no voting right
<b>Item c Clause 7 Article 23</b>	According to item 7d of this Article, during a BOD meeting, if any issue arises related to the extent of a Board member's interest or related to any member's voting right that is not resolved by the voluntary waiver of voting right by that Board member, such issue shall		<b>Item c Clause 7 Article 28</b>	According to item 7d of this Article, when an issue arises at a BOD meeting related to the interest or voting right of a BOD member and that member does not voluntarily waive their voting right, the chairperson's ruling is the final decision unless the nature or scope of the involved
				Reasons, basis According to actual situation Edit contentg Edit content



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Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	be referred to the meeting chairperson and the chairperson's ruling relating to all other BOD members shall be final unless the nature or scope of the involved Board member's interest has not been adequately disclosed.			Board member's interest has not been fully disclosed.
<b>Clause 8 Article 23</b>	Declaration of interest: A BOD member who in one way or another, directly or indirectly benefits from a contract or transaction that has been signed or is intended with the Company must declare the nature and content of such interest at the meeting where the BOD first considers the signing of this contract or transaction if the member already knew they had an interest in it then. Alternatively, this member may declare it at the first Board meeting held after this member becomes aware that they have or will have an interest in the relevant transaction or contract		<b>Clause 8 Article 28</b>	A BOD member directly or indirectly benefiting from a contract or transaction that has been signed or is intended to be signed with the Company and knows they are the interested party is responsible for disclosing this interest at the first BOD meeting discussing such signing or transaction. In case the BOD member does not know that they and their related persons have an interest at the time the contract/transaction is signed with the Company, this BOD member must disclose the related interests at the first BOD meeting held after this member becomes aware that they have or will have an interest in the
				Edit content



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
<b>Clause 11 Article 23</b>	<p>Meeting via telephone or other forms: A BOD meeting can be held in the form of a conference among BOD members while all or some members are at different locations provided that each participating member can:</p> <p>a) Hear every other participating Board member speaking at the meeting;</p> <p>b) If desired, that person can speak to all other participating members simultaneously.</p> <p>Discussions among members can be conducted in person, by telephone or other telecommunication means (whether currently in use at the time of adopting this Charter or later used) or a combination of these methods.</p> <p>Under this Charter, each Board member participating in such a meeting is deemed "present" at that meeting.</p> <p>A meeting held under this</p>			<p>relevant transaction or contract</p> <p>A BOD meeting can be held in the form of an online conference among BOD members when all or some members are at different locations provided that each participating member can:</p> <p>c) Hear every other participating Board member speaking at the meeting;</p> <p>d) A member participates and speaks to all other participating members simultaneously.</p> <p>Discussions and exchanges among members can be conducted in person, by telephone or other telecommunication means or a combination of these methods. A Board member participating in such a meeting is deemed "present" at that meeting.</p> <p>The location of a meeting held under this provision is the location with the most BOD members present or the location where the Meeting Chairperson is present will be deemed the</p>
			<b>Clause 10 Article 28</b>	<p>Chỉnh sửa nội dung</p>



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	provision is deemed to take place at the location where the largest group of BOD members gathers, or if there is no such group, the location where the Meeting Chairperson is present will be deemed the meeting location			meeting location
<b>Khoản 11 Điều 23</b>	Resolutions adopted in a telephone meeting properly organized and conducted shall take effect immediately upon the meeting's conclusion but must be confirmed by signatures in the minutes of all BOD members attending this meeting	Resolutions adopted in a telephone meeting properly organized and conducted shall take effect immediately upon the meeting's conclusion but must be confirmed by signatures in the minutes of all BOD members attending this meeting.	<b>Clause 10 Article 29</b>	Keep the content approved by BOD unchanged
<b>Clause 12 Article 23</b>	12 Written resolution, A written resolution must be signed by all the following Board members: a) Members having voting rights on the Resolution at the Board meeting; b) The number of members	Add content 12. A written resolution must be signed by all the following Board members: a) Members having voting rights on the Resolution at the Board meeting; b) The number of members present is not lower than the	<b>Clause 11 Article 28</b>	Keep the content approved by BOD unchanged
				Article 22 and 23 Law on E-Transactions
				Clause 2 Article 153 Law on Enterprises



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	<p>present is not lower than the minimum number of members required to hold a Board meeting.</p> <p>This type of Resolution has the same effect and validity as a Resolution adopted by Board members at a regularly convened and organized meeting.</p> <p>A resolution may be passed by using multiple copies of the same document if each copy is signed by one or more members.</p>	<p>minimum number of members required to hold a Board meeting.</p> <p>This type of Resolution has the same effect and validity as a Resolution adopted by Board members at a regularly convened and organized meeting.</p> <p>A resolution may be passed by using multiple copies of the same document if each copy is signed by one or more members.</p> <p>The Chairman of the BOD or the authorized person sends the opinion collection ballot along with documents via secured methods (registered mail, designated email or governance software).</p> <p>The minimum response time is 03 working days from the date of successful sending.</p> <p>If upon expiry of the prescribed time limit a member fails to return the</p>		



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
		voting ballot, it is deemed disapproval and the Secretariat must clearly record this case in the Minutes summarizing the opinion collection results.		
Clause 17 Article 23	17. Members must fully attend the Board of Directors meetings. A member may authorize another person to attend and vote if approved by a majority of the Board of Directors members	Add content: 17. Members must fully attend the Board of Directors meetings. A member may authorize another person to attend and vote if approved by a majority of the Board of Directors members. This approval can be made in writing or confirmed directly in the meeting minutes	Clause 15 Article 28	Keep the content approved by BOD unchanged
Clause 18 Article 23	The BOD may establish affiliated sub-committees in charge of.....		Article 29	Sub-committees under the BOD
Clause 1 Article 24	The Company's Board of Directors must appoint at least 01 corporate governance officer		Clause 1 Article 30	The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to
				Add heading
				Edit content



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	to support corporate governance work at the enterprise. The corporate governance officer may concurrently act as the Company Secretary according to Clause 5, Article 156 of the Law on Enterprises			support the Company's governance work. The Corporate Governance Officer may concurrently act as the Company Secretary according to Clause 5, Article 156 of the Law on Enterprises
<b>Chapter VIII</b>	<b>General Director, Managers and Company Secretary</b>		<b>Chapter VIII</b>	General Director, Enterprise Executive.
<b>Điều 25</b>	Management organizational structure The Company shall promulgate a management system whereby the management apparatus is responsible to and under the leadership of the BOD. The Company has one General Director, several Deputy General Directors and one Chief Financial Officer appointed by the BOD. The General Director and Deputy General Directors may concurrently be BOD members	Add content: The Company shall promulgate a management system whereby the management apparatus is responsible to and under the leadership of the BOD. The Company organizes its management apparatus under the model of Board of Directors, Board of General Directors, Board of Management, and other titles according to law and this	Article 312	The Company shall promulgate a management system, whereby the management apparatus is responsible to the BOD and subject to the supervision and direction of the BOD in the day-to-day business operations of the Company. The Company has one General Director, several Deputy General Directors, one Chief Financial Officer and a Chief Accountant. The appointment, dismissal, removal of the above titles must be approved by a BOD
				According to the Model Charter in Circular No. 116/2020/TT-BTC Article 162. Law on Enterprises 2020



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	and be appointed or dismissed by the BOD by a properly adopted Resolution	<p>Charter.</p> <p>The executive apparatus is under the management and supervision of the Board of Directors.</p> <p>In which:</p> <ul style="list-style-type: none"> <li>- Board of General Directors (BTGD): Is the leadership part making decisions directly directing day-to-day business operations.</li> <li>- Board of Management (BDH): Is a broader management system, including BTGD and functional management titles, playing execution and advisory roles.</li> <li>a. Board of General Directors: Includes the General Director and Deputy General Directors. The Board of General Directors is the core, leading the activities of the Board of Management.</li> </ul>	Resolution	Reasons, basis



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
		<p>The General Director is the head of the Board of General Directors, responsible to the Board of Directors for organizing the implementation of GMS and BOD resolutions and management decisions under the law and the company's Charter.</p> <p>b. Board of Management: Includes the Board of General Directors; Chief Financial Officer (CFO); Chief Human Resources Officer (CHRO); Chief Accountant; Directors of functional units/centers/blocks and other management titles by decision of the BOD or General Director</p> <p>The Board of Management operates under the assignment of the General Director and internal management regulations. Members of BDH are</p>		



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
		<p>responsible for inter-professional coordination, advising solutions and reporting execution results to BTGD.</p> <p>2. The General Director, Deputy General Directors, Chief Financial Officer may concurrently be BOD members and be appointed or dismissed by the BOD by a properly adopted Resolution.</p> <p>3. The Company has a General Director, Deputy General Directors and a Chief Financial Officer whose appointment, dismissal, contract signing, contract termination and salary, remuneration, and other benefit regimes are decided by the Board of Directors.</p> <p>4. The General Director is the person directing the day-to-day business operations of the Company, subject to the</p>		



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
		<p>supervision of the Board of Directors and responsible before the Board of Directors and the law for the execution of assigned rights and obligations.</p> <p>5. The Board of Directors decides on the organizational structure, management decentralization, executive authorization and promulgates the Company's internal management regulations</p>		
<b>Article 26</b>	<p><b>Senior managers</b></p> <ol style="list-style-type: none"> <li>1. Senior managers must have the necessary diligence to ensure the Company's activities and organization achieve the set objectives.</li> <li>2. Senior managers of the company are the Deputy General Directors, Chief</li> </ol>	<p>Add content</p> <ol style="list-style-type: none"> <li>1. Senior managers must have the necessary diligence to ensure the Company's activities and organization achieve the set objectives.</li> <li>2. Senior managers are persons appointed and dismissed by the Board of Directors, including: General Director; Deputy General Director; Chief Financial</li> </ol>	Article 32	<p><b>Enterprise Executive.</b></p> <ol style="list-style-type: none"> <li>1. Enterprise Executives include the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and other Executives as prescribed in the Company's Charter;</li> <li>2. Upon the proposal of the General Director and approval of the BOD, the</li> </ol>
				According to the Model Charter in Circular No. 116/2020/TT-BTC



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	Revised Charter - Content	Reasons, basis
Article/Clause/Item	Content		Article/Clause/Item		
	<p>Financial Officer, Chief Human Resources Officer and Chief Accountant of the company.</p> <p>3. Upon the proposal of the General Director and approval of the BOD, the company may have additional management titles as Senior managers.</p>	<p>Officer; Chief Accountant; Chief Human Resources Officer and other management titles within the Board of Management by decision of the Board of Directors upon the proposal of the General Director.</p> <p>3. Other management titles in the executive apparatus not falling into the subjects specified in this clause shall be appointed and dismissed by the General Director according to the management decentralization promulgated by the Board of Directors</p> <p>4. Upon the proposal of the General Director and approval of the BOD, the company may have additional other management titles as Senior managers.</p>		<p>Company may recruit other Executives with quantities and standards appropriate to the Company's structure and management regulations stipulated by the BOD. Enterprise Executives must have the diligence to help the Company achieve its operational and organizational objectives</p> <p>3. The salary and bonus of the General Director/Executive shall be decided by the BOD.</p> <p>4. The salary and bonus of other Executives shall be included in the Company's business expenses according to corporate income tax laws, and presented as a separate item in the Company's annual financial statements.</p>	
Điều 27	As decided by the General Director, the company will have a certain number and types of other managers necessary or appropriate to implement management structures and	<p>Add content</p> <p>As decided by the General Director, the Company may have a certain number and types of other managers necessary or suitable to implement the</p>		Remove Senior managers content	



Current Charter		Charter after 1st revision (approved by BOD)Charter – First Amendment	Revised Charter - Content	Revised Charter - Content	Reasons, basis
Article/Clause/Item	Content		Article/Clause/Item		
	<p>practices.</p> <p>The BOD has the right to review and propose changes to the structure of other managers if deemed necessary for the best interests of the Company.</p> <p>Managers must have the necessary diligence to ensure the Company's activities and organization achieve the set objectives.</p> <p>These other managers do not include the senior managers decided by the BOD in Article 26</p>	<p>organizational structure and management activities of the Company according to the internal management regulations and management decentralization promulgated by the Board of Directors.</p> <p>The Board of Directors decides on the organizational structure, management decentralization and has the right to request adjustments to the management personnel structure when deemed necessary for the interests of the Company.</p> <p>Managers must have the necessary diligence to ensure the Company's activities are organized and implemented to achieve the set objectives.</p> <p>Managers specified in this Article do not include senior managers appointed and dismissed by the Board of Directors according to</p>			



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
		Article 26 of this Charter		
Article 28	Appointment, dismissal, duties and powers of the General Director		Clause 2 Article 334	The General Director is the person directing the day-to-day business operations of the Company, subject to the supervision of the BOD, responsible before the BOD and before the law for the execution of assigned rights and obligations.
Clause 2 Article 28	Term: The term of the General Director is 05 (five) years unless the BOD specifies otherwise. Re-appointment is allowed. The appointment may expire according to the provisions in the labor contract. The General Director is not allowed to be persons prohibited by law from holding this position, namely minors, persons lacking civil act capacity, persons sentenced to prison, persons serving prison sentences, armed forces personnel, State civil servants, and persons judged to have		Clause 3 Article 34	The term of the General Director shall not exceed 05 (five) years and can be re-appointed for an unlimited number of terms. The appointment may expire according to the provisions in the labor contract. The General Director is not allowed to be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by the Law and the Company's Charter
				According to the Model Charter in Circular No. 116/2020/TT-BTC;
				According to the Model Charter in Circular No. 116/2020/TT-BTC



Current Charter		Charter after 1st revision (approved by BOD)Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	caused the bankruptcy of a company they previously led			
Item b Clause 3 Article 28	<p>Powers and duties: The General Director has the following powers and responsibilities:</p> <p>a) Decide on all matters not within the authority of the General Meeting of Shareholders and the Board of Directors, including signing financial and commercial contracts on behalf of the company, organizing and directing the day-to-day production and business activities of the Company according to the best management practices;</p>	<p>Add content:</p> <p>a) Decide on all matters not within the authority of the General Meeting of Shareholders and the Board of Directors, including signing financial and commercial contracts on behalf of the company, organizing and other transactions within the limits and authority specifically stipulated in this Charter, the Internal Governance Regulation and the Financial Management Regulation of the Company; Conduct directing the day-to-day production and business activities of the Company according to the best management practices</p>	Item b Clause 4 Article 34	Decide on all matters not within the authority of the General Meeting of Shareholders and the Board of Directors, including signing financial and commercial contracts on behalf of the company, organizing and directing the day-to-day production and business activities of the Company according to the best management practices;
Clause 3 Article 27	The General Director has the following powers and responsibilities::		Clause 4 Article 33	The General Director has the following powers and obligations:
				According to the Model Charter in Circular No. 116/2020/TT-BTC



Current Charter		Charter after 1st revision (approved by BOD)Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
			Item c Clause 4 Article 33	Add content: Recommend organizational structure plans, internal management regulations of the Company.
			Item d Clause 4 Article 33	Recommend the number and other Executives that the Company needs to recruit for the BOD to appoint or dismiss according to the Internal Regulation and recommend remuneration, salary and other benefits for the BOD to decide.
Items c, d, e Clause 3 Article 28	c) Recommend the number and types of senior managers that the Company needs to hire (or discontinue using) for the BOD to appoint or dismiss when necessary to implement the best management practices;  - Propose the BOD to decide the salary, remuneration, benefits and other terms of the labor contracts of senior managers.	Revise content b) For senior managers falling under the appointment authority of the BOD: - Recommend the number and types of senior managers that the Company needs to hire (or discontinue using) for the BOD to appoint or dismiss when necessary to implement the best management practices;  - Propose the BOD to decide the salary, remuneration, benefits and other terms of the labor contracts of senior managers.		
	d) Decide the number and types of other managers (excluding senior managers) that the Company needs to hire to implement the best management practices and decide the salary, remuneration, benefits and other terms of the labor contracts of these other managers.  In case the BOD deems it necessary to change the number of these other managers and the salary, remuneration, other			



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	benefits of other managers, decisions under this clause must be approved by the BOD			
Item e Clause 4 Article 28 Điều 28	The number of employees, salary level, allowances, benefits; appointment, dismissal and other terms related to their labor contracts shall be decided by the General Director within the limits of labor costs according to the annual business plan approved by the BOD and GMS.		Item e Clause 4 Article 33	Consult with the BOD to decide the number of employees, salary level, allowances, benefits, appointment, dismissal and other terms related to their Labor contracts
				According to actual situation
Clause 5 Article 27	Dismissal: The BOD may dismiss the General Director with at least 50% of the voting Board members approving (excluding the General Director's vote in this case) and appoint a new replacement General Director.  In case of a tie vote, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.  The dismissed General Director		Clause 5 Article 33	The BOD may dismiss the General Director with the majority of attending BOD members having voting rights approving and appoint a new replacement General Director.  In case of a tie vote, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors
				According to the Model Charter in Circular No. 116/2020/TT-BTC; Edit content



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	has the right to object to this dismissal at the next GMS			
<b>Chapter IX</b>	FIDUCIARY DUTIES OF BOARD OF DIRECTORS MEMBERS, GENERAL DIRECTOR AND MANAGERS		<b>Chapter IX</b>	FIDUCIARY DUTIES OF BOARD OF DIRECTORS MEMBERS, GENERAL DIRECTOR AND ENTERPRISE EXECUTIVES
<b>Article 30</b>	<i>Duty of care of Board of Directors members, General Director and managers</i> BOD members, General Director and managers are entrusted with the responsibility to perform their duties, including those as members of BOD sub-committees, honestly and in a manner they believe to be in the best interests of the Company and with a degree of care that any other prudent person would exercise when assuming an equivalent position and in similar circumstances.		<b>Article 34</b>	<b>Duty of care of Board of Directors members, General Director and enterprise executives .</b> BOD members, General Director and executives are entrusted with the responsibility to perform their duties, including those as members of BOD sub- committees, honestly and in a manner they believe to be in the best interests of the Company and with a degree of care that any other prudent person would exercise when assuming an equivalent position and in similar circumstances.
				Adjust title
				Adjust title



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
Article 31			Article 35	Adjust title Managers to Executive
Item a Clause 4 Article 31	For transactions valued at more than 35% or transactions leading to a transaction value incurred within 12 months from the date of the first transaction valued at 35% or more of the total asset value recorded in the latest financial statements, important contents of this transaction as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, other executives must be disclosed to shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders with no related interests.	For transactions valued at 35% or more or transactions leading to a transaction value incurred within 12 months from the date of the first transaction valued at 35% or more of the total asset value recorded in the latest financial statements, important contents of this transaction as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, other executives must be disclosed to shareholders and approved by the Board of Directors	Item b, Clause 7, Article 35	For transactions with a value of less than 35% of the total asset value recorded in the latest financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives, must be reported to the Board of Directors and approved by the Board of Directors by a majority of affirmative votes from the members of the Board of Directors who have no related interests
Clause 1 Article 32	Liability: BOD members, General Director, and managers who violate the obligation to act honestly, fail to fulfill their obligations with care, diligence,		Clause 1 Article 367	Liability: BOD members, General Director, and other executives who violate the obligation to act honestly, fail to fulfill their obligations with care,
				Theo Điều lệ mẫu tại Thông tư số 116/2020/TT-BTC



Current Charter		Charter after 1st revision (approved by BOD) Charter – First Amendment	Revised Charter - Content	
Article/Clause/Item	Content		Article/Clause/Item	Revised Charter - Content
	and professional competence shall be liable for damages caused by their violating acts.			diligence, and professional competence shall be liable for damages caused by their violating acts.
<b>Clause 3 Article 35</b>	BOD members, Supervisory Board members, General Director and managers have the right to inspect the Company's Shareholder register, list of Shareholders and other books and records of the company for purposes related to their positions provided that such information must be kept confidential.		<b>Clause 3 Article 39 / Article 34</b>	BOD members, Supervisory Board members, General Director and executives have the right to inspect the Company's Shareholder register, list of Shareholders and other books and records of the company for purposes related to their positions provided that such information must be kept confidential.
				Adjust managers to Executives; Add heading

***Note:** In case the supplementary clauses are approved, the amended and supplemented Company Charter will be appropriately renumbered without changing the approved contents.*

