

DETAILS ON AMENDMENT OF CHARTER OF VIP GREENPORT JSC 2022

SE Q	Article	Current Charter Content	Amendment Content Proposal
1		Opening	Now amended and supplimented
		Law on Enterprises promulgated by the 13th National Assembly of Socialist Republic of Vietnam dated November 26th, 2014	Law on Enterprises No. 59/2020/QH14 dated June 17, 2020
		Law on Securities No. 70/2006/QH11 dated June 29th, 2006 and other current guiding legal documents	Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and relevant implementing regulations
		Decree Guidelines on corporate governance of public companies No 71/2017/ND-CP dated June 6th, 2017	Pursuant to Decree No. 155/2020/ND-CP of the Government dated December 31, 2020 providing in details the implementation of a number of articles of the Law on Securities
		Pursuant to the Circular no. 95/2017-TT-BTC guiding a number of Articles of the government’s decree No. 71/2017/ND-CP dated June 6th, 2017 guiding the corporate governance of public companies	Circular No. 116/2020/TT-BTC of the Ministry of Finance dated December 31, 2020 guiding a number of articles on corporate governance of public companies under Decree No. 155/2020/ND-CP; guiding detailed compliance for several articles under Law on Securities
2	Article 1	Definitions	Now amended and supplimented
		3.“Law on Enterprises” means the Law on Enterprises No. 68/2014/QH13 dated November 26th, 2014	3.“Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
		4. “Law on Securities” means the Law on Securities dated June 29th 2006 and Law amending supplementing a number of articles of law on securities No. 62/2010/QH12 dated November 24th, 2010	4.“Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019
		8. “Founding Shareholders” mean those Shareholders participating in building, approving and signing the initial Charter	8.“Founding Shareholders” mean those Shareholders holding at least one ordinary Share and signing in the List of Founding Shareholders of the Company
		11. “Board” means the board of management of the Company elected by the General Meeting of Shareholders and having absolute power to, in the name of the Company, decide and perform all rights and obligations of the Company	11.“Board” means the board of Directors of the Company elected by the General Meeting of Shareholders and having absolute power to, in the name of the Company, decide and perform all rights and obligations of the Company, except for the rights and obligations under the authority of the <u>General Meeting of Shareholders</u>
		13. “Management Personnel” or “Executives” mean members of the Board, Director, Deputy Directors, Chief Accountant, Branch Directors, Chief of Representative Offices of the Company and other managerial positions in the Company approved by the Board	13. “Management Personnel” means Chairman of the Board, members of the Board, Director, Deputy Directors, Chief Accountant, Branch Directors, Chief of Representative Offices of the Company and other managerial positions in the Company approved by the Board

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			14. "Executives" mean Director, Deputy Directors, Chief Accountant, Branch Directors, Chief of Representative Offices of the Company and other executive positions in the Company approved by the Board
		15. "Related Persons" mean the individuals or entities as stipulated under Article 4.17 of the Law on Enterprises and Article 6.34 of the Law on Securities	16. "Related Persons" mean the individuals or entities as stipulated under Article 4.46 of the Law on Securities
		16. "Dividends" mean the net profit to be paid for each Share in cash or in other assets from the remaining profit of the Company upon satisfaction of its financial obligations	17. "Dividends" mean the net profit to be paid for each Share in cash or by shares from the remaining profits of the Company upon satisfaction of its financial obligations
3	Article 5	Legal representative of the company	Now amended and supplemented
		5.2. Rights and obligations of the legal representative are as follows: (i) to exercise the rights and perform the obligations arising from transactions of the Company on behalf of the Company, represent the Company as a plaintiff, defendant, or person with related rights and obligations before arbitral tribunals, courts, and perform other rights and obligations under the law. (ii) the legal representative must reside in Vietnam and must authorize another person in writing to exercise the rights and perform the obligations of legal representatives when the former exits Vietnam. In this case, the legal representative must remain responsible for the performance of the authorized rights and obligations.	5.2. Rights and obligations of the legal representative are as follows: (i) to exercise the rights and perform the obligations arising from transactions of the Company on behalf of the Company, represent the Company as a person requesting for resolution of civil matters, a plaintiff, a defendant, or a person with related rights and obligations before arbitral tribunals, courts, and perform other rights and obligations under the law. (ii) The legal representative must reside in Vietnam and must authorize Deputy Director or one of Executives in writing to exercise the rights and perform the obligations of legal representatives when the former exits Vietnam. In this case, the legal representative must remain responsible for the performance of the authorized rights and obligations.
4	Article 9	Charter Capital	Now amended and supplemented
		9.4. The Charter Capital of the Company shall be contributed by the Shareholders in Vietnamese Dong, gold, foreign currencies, technology, technical know-hows or other assets as determined by the Board.	9.4. The Charter Capital of the Company shall be contributed by the Shareholders in Vietnamese Dong, gold, freely convertible foreign currencies, technology, technical know-hows or other assets as determined by the Board.
5	Article 12	Form of Share Certificates	Now amended and supplemented
		12.1. Share Certificates are certificates issued by a joint stock company or book entries certifying the ownership of one or an amount of shares in that company.	12.1. Share Certificates are certificates issued by a joint stock company, book entries or electronic data certifying the ownership of one or a number of shares in that company.

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		<p>Share Certificates must contain the following information:</p> <p>(e) In case of a shareholder that is an individual, full name, permanent address, nationality, ID Card/Passport number, or number of other valid personal identification of such shareholder; in case of a shareholder that is an entity, name, permanent address, nationality, number of incorporation decision or Enterprise Registration Certificate number of such shareholder with respect to name-bearing Share Certificates</p> <p>(f) Summary of share transfer procedures</p>	<p>Share Certificates must contain the following information:</p> <p>(e) (e) In case of a shareholder that is an individual, full name, mailing address, nationality, ID numbers of such shareholder; in case of a shareholder that is an entity, name, enterprise/organization ID numbers, domicile address, of such shareholder with respect to name-bearing Share Certificates.</p>
6	Article 14	Inheritance of Shares	Now amended and supplemented
		14.1. On the decease of a shareholder, the Company shall recognize the following persons to have the right to own the Shares, in whole or in part, of the deceased	14.1. On the decease of an individual shareholder or liquidation or dissolution of entity shareholder, the Company shall recognize the following persons to have the right to own the Shares, in whole or in part, of the deceased
7	Article 15	Rights of ordinary shareholders	Now amended and supplemented
		15.2 (d) Being at liberty to transfer their shares to other shareholders and to those who are not shareholders, except as stipulated under clause 3, Article 119 of the Law on Enterprises and in this Charter	15.2 (d) Being at liberty to transfer their shares to other shareholders and to those who are not shareholders;
		15.2 (j) Being protected for their legitimate interests; particularly, if any decision of the General Meeting of Shareholders or the Board is in breach of the Laws or fundamental interests of the Shareholders as stipulated under the Laws, the Shareholders shall have the right to request for nullifying such decision in accordance with the processes and procedures as provided for by the Laws. In the event the decisions violating the Laws cause losses to the Company, the Board, the Inspection Committee, and the Director shall indemnify the Company based on its liability. The Shareholders shall have the right to require the Company to indemnify them against all losses in accordance with the Laws;	15.2 (j) Being protected for their legitimate interests; particularly, if any decision of the General Meeting of Shareholders or the Board is in breach of the Laws or fundamental interests of the Shareholders as stipulated under the Laws, the Shareholders shall have right to request for nullifying such decision in accordance with the processes and procedures as provided for by the Laws and in Article 31 and Article 32.6 of this Charter. In the event the decisions violating the Laws cause losses to the Company, the Board, the Inspection Committee, and the Director shall indemnify the Company based on its liability. The Shareholders shall have the right to require the Company to indemnify them against all losses in accordance with the Laws;
		15.3. Shareholders or groups of shareholders owning from 05% or more of the total ordinary shares for at least six (06) consecutive months shall have the following rights:	15.3. Shareholders or groups of shareholders owning from 05% or more of the total ordinary shares shall have the following rights:

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		15.3. (b) Reviewing and making extracts of the minutes book and Resolutions of the Board, annual and mid-year financial statements prepared in the form regulated under the Vietnamese accounting system and reports of the Inspection Committee	15.3. (b) Reviewing and making extracts of the minutes book and Resolutions of the Board, annual and mid-year financial statements prepared in the form regulated under the Vietnamese accounting system and reports of the Inspection Committee, contracts and transactions subject to approval by the Board and other documents, except documents relevant to the Company's business and trade secrets;
			15.3 (e) Proposing matters to be included in the agenda of the General Meeting of Shareholders as provided in Article 23.2 of this Charter
		15.4. Shareholders or groups of shareholders as stipulated in Item 3 of this Article shall have the right to require for convening meetings of the General Meeting of Shareholders in the following cases: (b) Term of the Board has exceeded six (6) months while the new Board has not yet been elected as a replacement.	Removed
8	Article 16	Obligations of ordinary shareholders	Now amended and supplemented
		16.1. If any shareholder withdraws its contributed share capital, in whole or in part, which is contrary to the provisions of this clause, the Board Members and Legal Representative of the Company shall be jointly responsible for debts and other asset obligations of the Company within the withdrawn amount.	16.1 If any shareholder withdraws its contributed share capital, in whole or in part, which is contrary to the provisions of this clause, such shareholder and the persons with related interests in the Company shall be jointly responsible for debts and other asset obligations of the Company within the withdrawn amount and for damages incurred.
			16.7. Protecting the confidential of information provided by the Company in accordance with the Company's Charter and the Law; only using the provided information for exercising and protecting their lawful rights and interests; no copying, sending the information provided by the Company to any other organizations and individuals.
9	Article 17	Redeeming shares at Shareholders' request	Now amended and supplemented
		17.1. Request must be submitted to the Company within ten (10) business days	17.1. Request must be submitted to the Company within ten (10) days
		17.2. Redeeming shares in accordance with the decision of the Company: The Company shall have the right to redeem ordinary shares not exceeding 30% of the total ordinary shares sold	17.2. Mua lại cổ phần theo quyết định của công ty: công ty có quyền mua lại không quá 30% tổng số cổ phần phổ thông đã bán <u>đang lưu hành</u> .
10	Article 20	Rights and obligations of the General Meeting of Shareholders	Now amended and supplemented

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		<p>20.1. The General Meeting of Shareholders shall be the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:</p> <ul style="list-style-type: none"> (a) Annual financial statements; (b) Reports of the Board assessing the actual management of the Company's business; (c) Reports of the Inspection Committee of the management by the Board and Director of the Company; (d) Dividend rate for each share of each class; and (e) Long-term development plan of the Company. <p>20.2. The Annual and Extraordinary General Meeting of Shareholders shall have the right to make decisions by way of adoption of resolutions on the following matters:</p> <ul style="list-style-type: none"> (a) Approving annual financial statements; (b) Approving the long-term development plan of the Company; (c) Deciding classes of shares and total number of shares of each class authorized to be offered for sale; deciding annual dividend rate for each class of shares; (d) Electing, dismissing, removing members of the Board and members of the Inspection Committee; (e) Deciding investments or sale of assets with a value equal to or greater than 30% of the total asset value as recorded in the Company's latest financial statements; (f) Deciding any amendment, modification to the Charter of the Company, except for adjusting the Charter Capital as a result of additional sale of new shares within the number of shares authorized to be offered for sale as 	<p>20.1. The General Meeting of Shareholders shall be the highest decision-making body of the Company. The General Meeting of Shareholders shall have right to discuss and approve the following matters:</p> <ul style="list-style-type: none"> (a) Approving audited annual financial statements; (b) Approving the long-term development plan, annual business plan of the Company; (c) Reports of the Board on performance result of the Board and each member of the Board; (d) Reports of the Inspection Committee on the business performance of the Company, performance result of the Board and Director; (e) Reports on self-assessment on its operation of the Inspection Committee and its members; (f) Deciding classes of shares and total number of shares of each class authorized to be offered for sale; deciding annual dividend rate for each class of shares; (g) Dividends rate of each share and each class; (h) Electing, dismissing, removing members of the Board and members of the Inspection Committee; (i) Deciding the total remuneration, salary, bonuses and other interests of the Board and the Inspection Committee; (j) Deciding investments or sale of assets with a value equal to or greater than 30% of the total asset value as recorded in the Company's latest financial statements; (k) Deciding any amendment, modification to the Charter of the Company, except for adjusting the Charter Capital as a result of additional

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			<p>(m) Deciding any increase or decrease in the Charter Capital of the Company, except as stipulated in Item (f) above; deciding any supplementation of business lines and industries;</p> <p>(n) Deciding any redemption of more than 10% of the total sold shares of each class;</p> <p>(o) Considering and dealing with violations of the Board, the Inspection Committee that cause losses to the Company and Shareholders;</p> <p>(p) Deciding the re-organization or dissolution of the Company;</p> <p>(q) Approving the list of approved auditing firms; deciding the auditing firm to be approved to examine the Company's operations when deeming it necessary;</p> <p>(r) The Company or its Branch entering into agreements with such persons as stipulated under clause 1, Article 167 of the Law on Enterprises with the values equal to or greater than 30% of the total asset value as recorded in the Company's latest financial statements; and</p> <p>(s) Other rights and duties as stipulated under this Charter and the Law on Enterprises.</p> <p>(t) Approving the division, splitting off, amalgamation, merger or conversion of enterprise form of the Company;</p> <p>(u) Approving the transactions provided in Clause 4 Article 293 of Decree 155/2020/ND-CP; and</p> <p>(v) Other matters subject to its rights and obligations as provided in Article 20.1 above, other regulations of this Charter and the Laws</p>
11	Article 21	Authority to convene meetings of the General Meeting of Shareholders	Now amended and supplemented
		21.9 Meetings of the General Meeting of Shareholders shall be chaired by the Chairman of the Board. In the absence of the Board's Chairman, a member of the Board shall be authorized by the Board's Chairman to chair the meeting.	21.9 Meetings of the General Meeting of Shareholders shall be chaired by the Chairman of the Board. In the absence of the Board's Chairman, a member of the Board shall be authorized by the Board's Chairman to chair the meeting except the captioned meeting convened according to the clauses 5 and 6 of this Article.
		<p>21.10 An extraordinary meeting of the General Meeting of Shareholders convened by the Inspection Committee shall be chaired by its Head. In the absence of the Head, another member of the Inspection Committee shall be authorized by the Head to chair the meeting.</p> <p>21.11 An extraordinary meeting of the General Meeting of Shareholders convened by the shareholders or group of shareholders as stipulated under Article 15.3 hereof shall be chaired by a shareholder appointed by such shareholders or group of shareholders.</p>	Removed

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12	Article 22	List of shareholders entitled to attend meetings of the General Meeting of Shareholders	Now amended and supplimented
		22.1. List of shareholders must be completed not earlier than five (05) days prior to the service of notice of the meeting of the General Meeting of Shareholders.	22.1. List of shareholders must be completed not earlier than ten (10) days prior to the service of notice of the meeting of the General Meeting of Shareholders
13	Article 23	Agenda of the General Meeting of Shareholders	Now amended and supplimented
		23.3 The Chairman of a meeting of the General Meeting of Shareholders may only decline any proposal as regulated in Article 23.2 above upon occurrence of any of the following: (a) Such proposal is not submitted on time, or its contents are not sufficient or accurate.	23.3 The convener of a meeting of the General Meeting of Shareholders may only decline any proposal as regulated in Article 23.2 above upon occurrence of any of the following: (a)Such proposal is not submitted in accordance with Article 23.2 above or its contents are not sufficient or accurate. If the convener who convenes the General Meeting of Shareholders refuses the proposal, at least 02 days before the GMS, he/she must reply in writing and clearly state the reason of rejection before the General Meeting of Shareholders.
14	Article 24	Notice of meetings of the General Meeting of Shareholders	Now amended and supplimented
		24.1 The Chairman of a meeting of the General Meeting of Shareholders must send notice of the meeting to all shareholders entitled to attend the meeting no later than ten (10) business days prior to the commencement of the meeting.	24.1 The convener of a meeting of the General Meeting of Shareholders must send notice of the meeting to all shareholders entitled to attend the meeting no later than twenty one (21) days prior to the commencement of the meeting. Such notice must be sent by way of registered mail to the addresses of the shareholders.
		24.2 Notice of a meeting must be attached with the form of authorization appointing an authorized representative to attend the meeting; the meeting agenda; voting card; documents that serve as the grounds for approving decisions and draft resolutions for each matter in the meeting agenda. Such notice shall be posted on the website of the Company and shall, at the same time, be sent to the shareholders.	24.2 The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting will be posted on the website of the Company. The notice of invitation to the General Meeting of Shareholders sent to shareholders as prescribed in this Clause will specify where and how to download meeting documents and the Company will send meeting documents to shareholders if requested by shareholders.
15	Article 27	Procedures for convening and holding meetings of the General Meeting of Shareholders	Procedures for holding and voting at the meetings of the General Meeting of Shareholders
		27.2 (a) The Chairman of the Board shall preside over meetings convened by the Board	27.2 (a) The Chairman of the Board shall preside over meetings or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board
			27.8 The Chairman may adjourn a meeting of the General Meeting of Shareholders that meets the quorum as required until another time or may change the meeting venue in the following circumstances: (b) The means of communication at the meeting venue are not guaranteed for shareholders to attend, discuss and vote;

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			27.10 Where the Company applies modern technology to organize the General Meeting of Shareholders through online meeting, the Company is responsible for ensuring shareholders to attend and vote by means of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP.
16	Article 28	Approval of Resolutions of the General Meeting of Shareholders	Now amended and supplemented
		28.2 Resolutions of the General Meeting of Shareholders on the following matters shall be passed by way of voting at meetings of the General Meeting of Shareholders:	28.2 Resolutions of the General Meeting of Shareholders on the following matters shall be passed by way of voting at meetings of the General Meeting of Shareholders or absentee voting:
			28.6 A resolution on adverse changes to rights and obligations of shareholders holding preferred shares may only be ratified if it is voted for by a number of preferred shareholders that participate in the meeting and hold at least 75% of the same class of preferred shares. In case of approval by way of written resolutions or by way of absentee voting, such resolution shall only be passed by a number of preferred shareholders that holding at least 75% of the same class of preferred shares.
		28.6 Resolutions of the General Meeting of Shareholders shall be notified to the shareholders entitled to participate in such meeting of the General Meeting of Shareholders within fifteen (15) days of the date of approval thereof	28.7 Resolutions of the General Meeting of Shareholders shall be notified to the shareholders entitled to participate in such meeting of the General Meeting of Shareholders within fifteen (15) days of the date of approval thereof. This notice can be replaced by disclosing on the Company's website.
17	Article 29	Power and procedures for passing resolutions of the General Meeting of Shareholders by absentee voting	Now amended and supplemented
		29.2 The Board shall prepare absentee ballots, draft resolutions of the General Meeting of Shareholders and documents explaining such draft resolutions, and shall send the same to all Shareholders with voting rights no later than ten (10) business days prior to the time-limit within which they are required to return their written opinion forms. The absentee ballots shall be attached to the draft resolutions and the explanatory documents thereof and shall be delivered by registered mail to permanent address or email address of each shareholder.	29.2 The Board shall prepare absentee ballots, draft resolutions of the General Meeting of Shareholders and documents explaining such draft resolutions,. The absentee ballots shall be sent to all Shareholders with voting rights no later than ten (10) business days prior to the time-limit within which they are required to return their written opinion forms. Other documents related will be posted on the website of the Company. The absentee ballots sent to shareholders as prescribed in this Clause will specify where and how to download meeting documents and the Company will send meeting documents to shareholders if requested by shareholders
		29.3 An absentee ballot shall contain the following information: (g) Full name, signature of the Board's Chairman and the Company's legal representative.	29.3 An absentee ballot shall contain the following information: (g) Full name, signature of the Board's Chairman.

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		29.5 The Board shall count the votes and make a vote count record in the presence of the Inspection Committee or shareholders who do not hold managerial positions in the Company. The vote count record must contain the following information:	29.5 The Board shall count the votes and make a vote count record in the presence of the Inspection Committee or shareholders who do not hold managerial positions in the Company. The vote count record must contain the following information:
		(c) The number of shareholders and the total number of their casted votes, in which the number of both valid and invalid votes are expressly indicated, attached with the list of voting shareholders; (e) The approved decisions; (f) Full name and signature of the Board's Chairman, the Company's legal representative, and the vote count supervisor.	(c) The number of shareholders and the total number of their casted votes, in which the number of both valid and invalid votes are expressly indicated, votes sending methods, attached with the list of voting shareholders; (e) The approved decisions and ratio of affirmative votes; (f) Full name and signature of the Board's Chairman, and the vote count supervisor.
		29.6 The minutes of the vote counting result must be announced on the Company's website within 24 (twenty four) hours instead of sending the minutes to the shareholders.	29.6 The minutes of the vote counting result and the resolutions must be announced on the Company's website within 24 (twenty four) hours instead of sending the such documents to the shareholders.
18	Article 30	Minutes of meetings of the General Meeting of Shareholders	Now amended and supplimented
		30.3 The Chairman and the Secretary of a meeting shall be jointly responsible for the authenticity and accuracy of the minutes thereof.	30.3 The Chairman and the Secretary of a meeting or other persons that sign the minutes shall be jointly responsible for the authenticity and accuracy of the minutes thereof.
19	Article 31	Request for annulment of Resolutions of the General Meeting of Shareholders	Now amended and supplimented
		31.1 Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of Shareholders, members of the Board, inspectors, Director, a Shareholder or group of Shareholders as stipulated in article 15.3 of this Charter have the right to request a court or an arbitration to cancel a decision of the General Meeting of Shareholders in the following cases	31.1 Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of Shareholders, a Shareholder or group of Shareholders as stipulated in article 15.3 of this Charter have the right to request a court or an arbitration to cancel a decision of the General Meeting of Shareholders in the following cases:
20	Article 32	The Board	Now amended and supplimented
		32.2 The Board shall consist of five (05) members. The term of the Board shall be five (05) years, with the first term being three (03) years. Each Board Member may be re-elected for an unlimited number of terms.	32.2 The Board shall consist of five (05) members. The term of the Board shall be five (05) years. Each Board Member may be re-elected for an unlimited number of terms.

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		<p>32.4 The Board shall have the following rights and obligations:</p> <p>(h) Decide to elect, dismiss, enter into contracts, terminate contracts, offer rewards, impose disciplinary actions, salaries and other benefits of Director, Deputy Directors, Chief Accountant, Branch Directors, Chief of representative office of the Company</p> <p>(i) Decide the scale, organizational structure, number of staff and structure of human resources of the Company; issue regulations on managing the Company, including: regulations on financial management, investment management, levels of the management hierarchy, payroll, working regulations of the Board, rewards – discipline and other necessary regulations</p>	<p>(h) Decide to elect, dismiss, enter into contracts, terminate contracts, offer rewards, impose disciplinary actions, salaries and other benefits of Director, Deputy Directors, Chief Accountant of the Company</p> <p>(i) Decide the scale, organizational structure, number of staff and structure of human resources of the Company; issue regulations on managing the Company, including: internal regulations on corporate governance and operation regulations of the Board (after being approved by the General Meeting of Shareholders), regulations on information disclosure, regulations on financial management, investment management, levels of the management hierarchy, payroll, rewards – discipline and other necessary regulations;</p>
		<p>32.6 Where a resolution passed by the Board is against the applicable Laws or the Company’s Charter, and thus causing damage to the Company, then those members who adopted such resolution shall be jointly and severally responsible for such resolution and shall pay compensation for the Company. Those members who objected such resolution shall have no responsibility. In this case, any shareholder that holds the Company’s shares for at least one (01) year shall be entitled to request the Board to suspend the implementation of such resolution.</p>	<p>32.6 In performing its functions and duties, the Board shall comply with applicable Laws, this Charter, and resolutions of the General Meeting of Shareholders. Where a resolution passed by the Board is against the applicable Laws or the Company’s Charter, and thus causing damage to the Company, then those members who adopted such resolution shall be jointly and severally responsible for such resolution and shall pay compensation for the Company. Those members who objected such resolution shall have no responsibility. In this case, any shareholder is entitled to request the court to suspend the implementation of or cancel such resolution.</p>
21	Article 33	The Board Members	Now amended and supplimented
		<p>33.2 Self-nomination/Nomination of candidates for the appointment by the General Meeting of Shareholders to the Board:</p> <p>(a) A Shareholder or group of Shareholders holding from 05% or more of the total number of ordinary shares for at least six (06) consecutive months shall be entitled to nominate itself/nominate others to be elected to the Board as stipulated below:</p> <p>(c) Shareholders who hold less than 05% of the total number of ordinary shares for at least six (06) consecutive months may add up the number of voting shares of each other shareholder to nominate candidates to the Board.</p>	<p>33.2 Self-nomination/Nomination of candidates for the appointment by the General Meeting of Shareholders to the Board:</p> <p>(a) A Shareholder or group of Shareholders holding from 05% or more of the total number of ordinary shares shall be entitled to nominate itself/nominate others to be elected to the Board as stipulated below:</p> <p>(c) Shareholders who hold less than 05% of the total number of ordinary shares may add up the number of voting shares of each other shareholder to nominate candidates to the Board.</p>
		<p>33.5 The Board may appoint any new Board Member to fill any vacancy that may arise and such new Board Member must be approved at the General Meeting of Shareholders to be held immediately thereafter. After being approved by the General Meeting of Shareholders, such appointment shall be deemed effective at the date of appointment by the Board.</p>	Removed
22	Article 35	Meetings of the Board	Now amended and supplimented

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		35.4 The Chairman must convene a meeting of the Board upon occurrence of either of the followings: (c) At the request of at least two members of the Board;	35.4 The Chairman must convene a meeting of the Board upon occurrence of either of the followings: (c) At the request of at least one member of the Board;
23	Article 36	Director	
		36.3 Term of service of the Director shall not exceed five (05) years, and the first term of service shall only be three (03) years	36.3 Term of service of the Director shall not exceed five (05) years
24	Article 40	Secretary	Secretary and the person in charge of corporate governance
			The Secretary shall also hold the position of person in charge of corporate governance, whose roles and duties are the same as the Secretary as provided below, and must not concurrently work for the accredited audit organization that is auditing the Company's financial statements. The Board may also appoint one or more Secretary Assistants from time to time.
		40.2 Roles and duties of the Secretary	40.2 Roles and duties of the Secretary and the person in charge of corporate governance:
25	Article 41	Responsibilities of Executives	Now amended and supplemented
		41.1 Members of the Board, Director, and fiduciaries have the responsibility to perform their duties (including duties as members of the sub-committees or committee of the Board) honestly, and in a manner which they believe to be in the best interest of the Company, and with a level of care that a careful person usually has when assuming a similar position and in similar circumstances.	41.1 Members of the Board, Director, and other Management Personnel have the responsibility to perform their duties honestly, and in a manner which they believe to be in the best interest of the Company, and with a level of care that a careful person usually has when assuming a similar position and in similar circumstances. The duties of the members of the Board, Director and other Management Personnel are prescribed in Article 165 of Law on Enterprises.
		41.2 Shareholder or group of Shareholders holding at least 1% of the Ordinary Shares for a period of six (06) consecutive months has the right to, on its own or in the name of the Company, institute a civil liability lawsuit against members of the Board in the following cases:	41.2 Shareholder or group of Shareholders holding at least 1% of the Ordinary Shares has the right to, on its own or in the name of the Company, institute a civil liability lawsuit against members of the Board in the following cases:
		42.5 Members of the Board, member of the Inspection Committee, Director, other Executives, and their related persons shall not use the Company's information which has not been permitted to be published yet or disclose it to other people for implementing relevant transactions.	42.5 Members of the Board, members of the Inspection Committee, Director, other Management Personnel, and their Related Persons shall not use the Company's information which has not been permitted to be published yet or disclose it to other people for implementing relevant transactions. They may only use the information obtained from their positions to serve the interests of the Company.

SE Q	Article	Current Charter Content	Amendment Content Proposal
			<p>42.6 Members of the Board, members of the Inspection Committee, Director, other Management Personnel shall send written notices to the Board and the Inspection Committee of the transactions between the Company, subsidiary companies, other companies of which over 50% of their charter capital is held by the Company and themselves or their Related Persons as prescribed by the Laws. The Company shall disclose information about resolutions approving such transactions by the General Meeting of Shareholders or the Board in accordance with regulations of the securities Laws on information disclosure.</p> <p>42.7 Members of the Board must not vote on the transactions that bring interests to themselves or their Related Persons as prescribed by the Law on Enterprises and this Charter.</p>
26	Article 43	<p>Transactions with Related Persons</p> <p>(a) For one transaction or group of transactions with the related persons having mutual relationship and value of at least 10% (10 per cent.) of total asset value as recorded in the Company's latest published financial statements against the time entering into the transactions with such related persons, there must be approval of the General Meeting of the Shareholders, particularly:</p> <p>(i) with approval of at least 51% (fifty one per cent.) of total votes of all attending Shareholders for transactions valued from 10% (ten per cent.) to below 35% (thirty five per cent) of total asset value as recorded in the Company's latest published financial statements against the time entering into the transactions with such related persons; or</p> <p>(ii) with approval of at least 65% (sixty five per cent.) of total votes of all attending Shareholders for transactions valued from 35% (thirty five per cent.) or more of total asset value as recorded in the Company's latest published financial statements against the time entering into the transactions with such related persons.</p>	<p>Now amended and supplemented</p> <p>(a) For one transaction, or group of transactions with the related persons having mutual relationship and value of at least 10% (ten per cent) of total asset value as recorded in the Company's latest financial statements against the time entering into the transactions with such Related Persons, there must be approval of the General Meeting of the Shareholders, particularly:</p> <p>(i) with approval of more than 50% (fifty per cent.) of total votes of all attending Shareholders for transactions valued from 10% (ten per cent.) to below 35% (thirty five per cent) of total asset value as recorded in the Company's latest published financial statements against the time entering into the transactions with such related persons; or</p> <p>(ii) with approval of at least 65% (sixty five per cent) of total votes of all attending Shareholders for contracts, transactions of loan or sale of assets valued from more than 10% (ten per cent) of total asset value as recorded in the Company's latest financial statements against the time entering into the transactions with shareholder(s) holding from 51% of total shares entitled to voting right or his/her Related Persons, or for transactions valued from 35% (thirty five per cent) or more of total asset value as recorded in the Company's latest financial statements against the time</p>
27	Article 44	<p>Inspection Committee</p> <p>44.1 The Inspection Committee shall consists of three (03) members elected and discharged by the General Meeting of Shareholders, and at least one of whom must be an accountant or auditor.</p>	<p>Now amended and supplemented</p> <p>44.1 The Inspection Committee shall consists of three (03) members elected and discharged by the General Meeting of Shareholders. More than half of the members shall have permanent residences in Vietnam.</p>

SE Q	Article	Current Charter Content	Amendment Content Proposal
		44.2 Members of the Inspection Committee shall elect one of them to be the Head of the Inspection Committee. The Head of the Inspection Committee shall be nominated by Vietnam Container Shipping JSC.	44.2 Members of the Inspection Committee shall elect one of them to be the Head of the Inspection Committee. The Head of the Inspection Committee shall be nominated by Vietnam Container Shipping JSC. The Head of the Inspection Committee must have a bachelor's degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation. 44.3 Rights and obligations of the Head of the Inspection Committee: a. Convening meetings of the Inspection Committee; b. Requesting the Board, the Director and other Executives to provide relevant information for reporting the Inspection Committee; c. Making and signing reports of the Inspection Committee after consulting with the Board for submission to the General Meeting of
28	Article 45	Criteria and conditions for being members of the Inspection Committee	Now amended and supplemented
		(b) Holding bachelor's degree or higher or having at least three (03) years of experience in the Company's main business lines;	(b) Holding bachelor's degree or higher, trained in economics, finance, accounting, audit, law, business administration or having at least three (03) years of experience in the Company's main business lines;
		(c) Not being spouse, parents, foster parents, children, foster children, brothers and sisters by blood, of members of the Board, Director, and other Executives;	(c) Not being relative of any member of members of the Board, Director, and other Executives;
		(f) Self-nominating/nominating persons to the Inspection Committee: Shareholder or group of Shareholders owning 05% or more of total number of the Ordinary Shares for a period of at least six (06) consecutive months shall have the right to nominate itself/nominate persons to the Inspection Committee detailed as follows:	(f) Self-nominating/nominating persons to the Inspection Committee: Shareholder or group of Shareholders owning 05% or more of total number of the Ordinary Shares shall have the right to nominate itself/nominate persons to the Inspection Committee detailed as follows:
29	Article 47	Rights and duties of the Inspection Committee	Now amended and supplemented
		47.8 Attending meetings of the Board, but not being permitted to vote.	47.8 Attending meetings of the General Meeting of Shareholders and the Board, but not being permitted to vote.

SE Q	Article	Current Charter Content	Amendment Content Proposal
			<p>47.11 Proposing the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company’s financial statements; deciding the accredited audit organization that audits the Company’s operation; dismissing and discharging accredited auditors where necessary.</p> <p>47.12 Being responsible before the shareholders for the supervision performed by the Inspection Committee.</p> <p>47.13 Supervising the Company’s finance, the compliance in operation of members of the Board, the Director and other Management Personnel.</p> <p>47.14 Cooperating with the Board, the Director and shareholders.</p> <p>47.15 Upon detecting breach(es) against the Laws or the Company’s Charter committed by a member of the Board, the Director or other Management Personnel of the Company, the Inspection Committee must notify in writing to the Board within 48 hours, and request such defaulting person to stop committing the breach(es) and remedy such breach(es).</p> <p>47.16 Formulating the Regulations on Operation of the Inspection Committee and submitting them to the General Meeting of Shareholders for ratification.</p> <p>47.17 Reporting in the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.</p> <p>47.18 Being able to access the Company’s documents retained at its headquarters, branches and other locations; to enter the working locations of the Company’s Management Personnel and employees during office hours.</p> <p>47.19 Requesting the Board, its members, the Director and other Management Personnel to provide accurate, adequate and timely</p>
30	Article 48	Meetings of the Inspection Committee	Now amended and supplimented
		The Inspection Committee must meet at least twice each year and there must be at least two-thirds (2/3) of the number of members of the Inspection Committee attending such meetings.	The Inspection Committee must meet at least twice each year and there must be at least two-thirds (2/3) of the number of members of the Inspection Committee attending such meetings. Minutes of meetings of the Inspection Committee must be made in clear detail. The minutes recorder and participating members of the Inspection Committee shall sign on the minutes. All minutes of meetings of the Inspection Committee must be retained in order to determine the responsibility of each member of the Inspection Committee. The Inspection Committee is entitled to request members of the Board, the Director and the representative of the accredited audit organization to participate in its meetings and clarify raised issues.
31	Article 49	Compensation and other benefits of the Inspection Committee	Now amended and supplimented

SE Q	Article	Current Charter Content	Amendment Content Proposal
		49.1 Members of the Inspection Committee are entitled to compensation for their service and other benefits as decided by the General Meeting of Shareholders.	49.1 Members of the Inspection Committee are entitled to compensation for their service and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remunerations, bonuses and other benefits and annual budget of the Inspection Committee.
		49.2 Members of the Inspection Committee are paid for costs and expenses for travel, food, accommodation, and use of independent consulting service at a reasonable rate.	49.2 Members of the Inspection Committee are paid for costs and expenses for travel, food, accommodation, and use of independent consulting service at a reasonable rate. Such total costs and expenses must not exceed the annual budget of the Inspection Committee which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
32	Article 53	Document storage and information disclosure regime	Now amended and supplemented
		53.1 The Company shall archive the following documents:	
		(a) This Charter; its amended, supplemented version; internal management regulations; members' register or Shareholder Registry;	(a) This Charter; its amended, supplemented version; internal management regulations; Shareholder Registry;
		(d) Meeting minutes of the General Meeting of Shareholders; the Board, and other Company decisions;	(d) Meeting minutes, vote count records of the General Meeting of Shareholders; the Board, and other Company decisions;
33	Article 54	Seal of the Company	Now amended and supplemented
		54.1 The Company has its own seal	54.1 The Company has its own seal. The Company's seal may be a physical seal made at the seal making facility or a seal under the form of digital signature prescribed by regulations of Laws on electronic transactions.
		54.2 Before using, the Company has the obligation to notify the business registration authority of the seal sample for publication on the National Enterprise Regulation Information Portal.	Removed
34	Article 56	Dissolution, bankruptcy of the Company	
		56.1 The Company would be dissolved in the following cases: (d) Having its operation license revoked by the competent State authorities;	56.1 The Company would be dissolved in the following cases: (d) Having its Enterprise Registration Certificate revoked by the competent State authorities, unless otherwise prescribed by the Law on Tax Administration;

Reason for amendment, supplement
Update on effective legal documents (hereinafter referred as LOE)
Update on effective legal documents
Update on effective legal documents (hereinafter referred as Decree No. 155/2020)
Update on effective legal documents (hereinafter referred as Circular No. 116/2020/TT-BTC)
Update on effective legal documents
Update on effective legal documents
Article 4.4 LOE; Article 1.1 Charter Sample under Circular No. 116/2020/TT-BTC (hereinafter referred as CS)
Article 153.1 LOE; Article 27.1 CS
Article 4.24 LOE; Article 1.1 CS

Reason for amendment, supplement
Article 4.24 LOE; Article 1.1 CS
Update on effective legal documents
Words change
Article 12.1 LOE
Article 34.1 LOE
Article 121.1 LOE

Reason for amendment, supplement
Article 4.16, 4.17 LOE; Other similar contents in this Charter will be amended for the identical purpose
Words change
No longer be limited by Clause 3 Article 119 LOE 2014 (Clause 3 Article 120 LOE)
Supplimented
Article 115.1 LOE; Article 12.2 CS

Reason for amendment, suppliment
Article 115.2 LOE; Article 12.2 CS
Article 12.2 CS
Complied with LOE and CS
Article 119.2 LOE; Article 13.2 CS
Article 119.5 LOE; Article 13.5 CS
Article 132.1 LOE
Words change

Reason for amendment, suppliment

Article 138 LOE. Article 15 CS

Reason for amendment, suppliment
Article 138 LOE. Article 15 CS
Supplimented
Article 146.2 LOE, Article 20.2 CS

Reason for amendment, suppliment
Article 141.1 LOE, Article 18 CS
Article 142.3 LOE
Article 143.1 LOE; Article 18.3 CS
Article 143 LOE; Article 18.3 CS
Article 146.2 LOE; Article 20.2 CS
Article 146.8 LOE; Article 20.8 CS

Reason for amendment, supplement
Article 20.10 CS
Changed to fit in with actual situation
Article 148.6 LOE, Article 17.1 CS
Article 148.5 LOE
Article 149 LOE, Article 22 CS
Article 149.3 LOE, Article 22.3 CS

Reason for amendment, suppliment
Article 149.5 LOE; Article 22.5 CS
Article 149.6 LOE; Article 22.6 CS
Article 150.3 LOE; Article 23.2 CS
Article 151 LOE; Article 24 CS
Changed to fit in with actual situation

Reason for amendment, suppliment
Article 27.2 CS
Article 153.4 LOE
Article 115 LOE
Changed to comply with LOE

Reason for amendment, supplement
Changed to fit in with actual situation
Changed to fit in with actual situation
Article 32 CS
Article 32 CS
Article 47.1 CS
Article 166 LOE
Article 47.2.3.4.5 CS

Reason for amendment, suppliment
Article 47.2.3.4.5 CS
Article 293.4 Decree No. 155/2020
Article 38.1 CS

Reason for amendment, suppliment
Article 38 CS
Article 169 LOE
Article 169 LOE
Article 115 LOE
Article 170.9 LOE

Reason for amendment, suppliment

Article 39 CS; Article 288 Decree No. 155/2020

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Article 40 CS; Article 289 Decree No. 155/2020

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Reason for amendment, suppliment
Article 41 CS
Article 41 CS
Changed to fit in with actual situation
Supplimented
Article 43 LOE
Complied with LOE
Article 59 CS