

**DETAILS OF AMENDMENTS IN INTERNAL REGULATION ON CORPORATE GOVERNANCE - VIG GREENPORT JOINT-STOCK COMPANY 2021**

Seq	Article	Existing regulations contents	Proposed amendment content	Reasons for amendments and supplements
1	Article 1	Scope of regulation and subjects of application	Amendments and supplements	
		Law on Enterprises No. 68/2014/QH13	Law on Enterprises No. 59/2020/QH14 dated 17/06/2020	Update effective legal documents (hereinafter referred to as L20).
		Law on Securities No. 70/2006/QH11 dated June 29, 2006 and guidelines for implementation of some legal documents;	Law on Securities No. 54/2019/QH14 dated 16/11/2019 and relevant legal documents;	Update effective legal documents (hereinafter referred to as LCK)
		Decree No. 71/2017/ND-CP dated 06/6/2017 guidelines for implementation of some articles on administration of public companies;	Decree No. 155/2020/ND-CP dated 31/12/2020 abolishing some articles of the Law on securities;	Update effective legal documents (hereinafter referred to as Decree No. 155/2020)
		Circular No. 95/2017/TT-BTC dated September 22, 2017 guidelines for implementation of some articles on administration of public companies in the government's decree No. 71/2017/ND-CP dated June 06, 2017	Circular No. 116/2020/TT-BTC dated December 31, 2020 guidelines for implementation of some articles on administration of public companies in the government's decree No. 155/2020/ND-CP dated December 31, 2020 abolishing some articles of the Law on securities, "Circular 116/2020/TT-BTC".	Update effective legal documents (hereinafter referred to as Circular No. 116/2020)
		This Regulation amend the following: *The order and procedures for convening and voting at the General Meeting of Shareholders; *The order and procedures for nomination, self-nomination, election, dismissal and removal of members of the Board of Directors; ...	This Regulation amend the following: *Role, rights and obligations of the General Meeting of Shareholders, Board of Directors, Director; *The order and procedures for convening and voting at the General Meeting of Shareholders; *The order and procedures for nomination, self-nomination, election, dismissal and removal of members of the Board of Director, Inspection Committee, Director;	Article 1.1 Internal regulations of corporate governance have a template in Circular No. 116/2020 (hereinafter referred to as Template Regulations)
2	Article 2	Definitions	Amendments and supplements	
			13. "Management Personnel" means Chairman of the Board, directors of the Board, Director, Deputy Director, Chief Accountant, Branch Director, Chief of Representative Offices of the Company and other managerial positions in the Company approved by the Board; 14. "Executive/Intra Director, Deputy Director, Chief Accountant, Branch Director, Chief of Representative Offices of the Company and other executive positions in the Company approved by the Board;	Amendment in accordance Charter
3	Article 4	Role, rights and obligations of the General Meeting of Shareholders	New supplement Article 4	
			1. The General Meeting of Shareholders shall be the highest decision-making body of the Company. The General Meeting of Shareholders shall have the following rights and obligations: 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 net asset value as recorded in the Company's latest financial statements; f. Deciding any amendments, 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 stipulated herein; g. Approving internal regulations on corporate governance, regulations on operation of the Board and the Inspection Committee; h. 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; i. Deciding any redemption of more than 10% of the total sold shares of each class; j. Considering and dealing with violations of the Board, the Inspection Committee that cause losses to the Company and Shareholders; k. Deciding the reorganization or dissolution of the Company; l. Selecting independent auditor; m. Deciding the total remuneration or salary of the Board, the Inspection Committee; n. 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 10% of the total asset value as recorded in the Company's latest financial statements; and o. Other rights and duties as stipulated under the Charter and the Law on Enterprises.	Article 2.1 Template Regulations; Article 20 Charter
			2. The General Meeting of Shareholders shall discuss and approve the following matters: a. Annual business plan of the Company; b. Audited annual financial statements; c. Reports of the Board on management and 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. Dividends rate of each share and each class; g. The number of members of the Board and Inspection Committee; h. Deciding the total remuneration, salary, business and other interests of the Board and the Inspection Committee; i. Approving the list of approved auditing firms, deciding the auditing firm to be approved to examine the company's operations when deeming it necessary; j. Approving the division, splitting off, amalgamation, merger or conversion of enterprise form of the Company; k. Approving the transactions provided in Clause 4 Article 293 of Decree 55/2020/ND-CP and l. Other matters subject to its rights and obligations as provided in Clause 1 above, other regulations of the Charter and the Laws. 3. The Annual General Meeting of Shareholders shall discuss and approve the following matters: 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. Dividends rate of each share and each class; and e. Long-term development plan of the Company; f. Other matters under the authority of the General Meeting of Shareholders as set forth in the Charter.	
4	Article 5	Authority to convene meetings of the General Meeting of Shareholders	New supplement Article 5	
			1. The General Meeting of Shareholders may meet annually or extraordinarily and shall meet at least once a year. Venues for meetings of the General Meeting of Shareholders must be in the territory of Vietnam. 2. The annual General Meeting of Shareholders must be held within a period of four (04) months and such period may be extended, provided that it shall not exceed six (06) months from the end of the fiscal year. 3. The Board must convene an extraordinary General Meeting of Shareholders in the following circumstances: a. The Board considers it necessary in the interests of the Company; b. At the request of the Board Members in excess of more than one-third of the number as stipulated herein; c. At the request of a Shareholder or group of Shareholders specified in Article 15.3 of the Charter; d. At the request of the Inspection Committee; and e. Other circumstances in accordance with the Laws. 4. The Board must convene a meeting of the General Meeting of Shareholders within thirty (30) days of the date the number of the Board Members is as described in item (b), or its receipt of such requests as stipulated in item (b) and (d) of Clause 3 above. If the Board fails to convene the meeting of the General Meeting of Shareholders as stipulated above, the Chairman of the Board shall be responsible before the Laws for the same and shall compensate for losses incurred by the Company. 5. If the Board fails to convene the meeting of the General Meeting of Shareholders as stipulated in Clause 4 above, then within the next thirty (30) days, the Inspection Committee shall convene a meeting of the General Meeting of Shareholders in lieu of the Board as stipulated under the Charter. If the Inspection Committee fails to convene the meeting of the General Meeting of Shareholders as stipulated in Clause 5, the shareholders or group of shareholders as stipulated under Article 15.3 of the Charter that request for convening a meeting shall have the right to convene a meeting of the General Meeting of Shareholders in lieu of the Board and the Inspection Committee in accordance with the provisions of the Charter. In this case, the shareholders or group of shareholders convening such meeting of the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if they see necessary. 7. The conveners of a meeting must prepare list of shareholders entitled to attend the meeting of the General Meeting of Shareholders, provide information and deal with any complaint against such list of shareholders, prepare the agenda of the meeting, prepare documents, determine the time and venue of the meeting, and send notice of the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises. 8. Reasonable costs and expenses for convening and conducting a meeting of the General Meeting of Shareholders under the provisions as stipulated in Clauses 4, 5 and 6 of this Article shall be reimbursed by the Company. 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.	Article 2.2 Template Regulations, Article 21 Charter
5	Article 6	List of shareholders entitled to attend meetings of the General Meeting of Shareholders	New supplement Article 6	
			1. The list of shareholders entitled to attend meetings of the General Meeting of Shareholders shall be prepared based on the Shareholder Registry of the Company and shall be prepared upon availability of the decision of the Board for convening a meeting and completed not earlier than ten (10) days prior to the service of notice of the meeting of the General Meeting of Shareholders. 2. The list of shareholders entitled to attend meetings of the General Meeting of Shareholders must contain the following information: full name, mailing address, ID numbers, in case of the shareholder that is an individual; name, enterprise/organization ID numbers and headquarters addresses, in case of the shareholder that is an entity; the number of shares of each class, number and date of shareholder registration of each shareholder. 3. Shareholders shall have the right to inspect, look-up, make extracts and copies of the list of shareholders entitled to attend meetings of the General Meeting of Shareholders; and request to exempt any sensitive information or supplement any necessary information relating to them in each list.	Article 2.2 Template Regulations, Article 23 Charter
6	Article 8	Notice of convening the General Meeting of Shareholders	Amendments and supplements	
		The notice of the General Meeting of Shareholders must be sent at least 10 (ten) days prior to the date of the General Meeting of Shareholders	The notice of the General Meeting of Shareholders must be sent at least 21 (twenty one) days prior to the date of the General Meeting of Shareholders	Phi huy L2N
7	Article 9	Agenda of the General Meeting of Shareholders	New supplement Article 9	
			1. The person who convenes the General Meeting of Shareholders must make a list of shareholders entitled to attend the meeting and vote. Preparation of the agenda, contents, meeting documents and draft resolutions for each issue in the agenda, to determine the time and venue of the meeting and draft the meeting invitation notice to shareholders entitled to attend the meeting. Disclosure of information on the list of shareholders has the right to attend the meeting of shareholders at least twenty (20) days before the final registration date. 2. Shareholders or groups of shareholders mentioned in Clause 3, Article 15 of the Charter may propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. Proposed contents include the full name of the shareholder, mailing addresses, nationalities, ID numbers of shareholders for individual shareholders; the name, enterprise identification number or establishment decision number, head office address for institutional shareholders; the number and type of shares the shareholder holds; and the content of the proposal to be included in the agenda. 3. The conveners of a meeting of the General Meeting of Shareholders may only decline any proposal as regulated in Clause 2 above upon occurrence of any of the following: a. Such proposal is not submitted in accordance with Clause 2 above, or its contents are not sufficient or accurate; b. The proposed matter falls beyond the authority of the General Meeting of Shareholders; c. The proposed matter is contrary to the applicable Laws. If the person who convenes the General Meeting of Shareholders refuses the proposal, at least 02 days before the General Meeting of Shareholders, he/she must reply in writing and clearly state the reason. 4. The conveners of a meeting of the General Meeting of Shareholders must accept and include any proposal as stated in Clause 2 above in the proposed meeting agenda, except as provided in Clause 3 above; each proposal shall be officially supplemented to the meeting agenda if approved by the General Meeting of Shareholders.	Article 2.2 Template Regulations, Article 23 Charter
8	Article 10	Authorization for proxy to attend the General Meeting of Shareholders	New supplement Article 10	
			1. A shareholder who is an individual or an authorized representative of a shareholder that is an entity may authorize directly or in writing a proxy to attend a General Meeting of Shareholders on his behalf. If a shareholder that is an entity does not have an authorized representative appointed pursuant to Article 15.1 of the Charter, it shall appoint a proxy to attend the General Meeting of Shareholders on its behalf. 2. An authorization appointing a proxy to attend a General Meeting of Shareholders shall be in writing in the form issued by the Company and signed as stipulated below: a. In case of an individual shareholder, it shall be signed by such shareholder. In case of an authorized representative of a shareholder that is an entity, it shall be signed by such shareholder's authorized representative, legal representative and by the proxy. b. In other cases, it shall be signed by the shareholder's legal representative and its proxy. 3. The proxy must submit the written authorization before attending the meeting. 3. Except as stipulated in Clause 4 of this Article, the proxy's vote within the scope of authority still remains in force and effect upon occurrence of any of the following: a. The authorizing person is dead, is of restricted civil act capacity or has lost his civil act capacity; b. The authorizing person has terminated the authorization. 4. The provisions of Clause 3 of this Article shall not apply if the Company receives a written notice of any of the circumstances as described in Clause 3 above 24 (twenty-four) hours before commencing a General Meeting of Shareholders.	Article 2.2 Template Regulations, Article 23 Charter
9	Article 12	Conditions for holding meetings of the General Meeting of Shareholders	New supplement Article 12	

		<p>1. A meeting of the General Meeting of Shareholders shall only be validly held when the number of participating shareholders or its proxies represents at least 70% of the total number of voting shares;</p> <p>2. If the General Meeting of Shareholders held for the first time does not meet the quorum requirements as set out in Clause 1 of this Article, then a second meeting may be convened within a period of thirty (30) days from the date on which the first meeting was intended to be held, provided that the quorum at such reconvened meeting shall be met when the number of participating shareholders represents at least 60% of the total number of voting shares;</p> <p>3. If it is required to convene a meeting of the General Meeting of Shareholders for the third time, such meeting shall always be held, irrespective of the number of participating shareholders and the proportion of the voting shares represented by such participating shareholders;</p> <p>4. Only the General Meeting of Shareholders shall be entitled to change the meeting agenda as attached to the notice of meeting of the General Meeting of Shareholders as set out in Article 24.1 of the Charter.</p>	Article 2.2.3; Template Regulations, Article 26 Charter
10	Article 13	Approval of Resolutions of the General Meeting of Shareholders	New supplement Article 13
		<p>1. The General Meeting of Shareholders shall pass decisions by way of voting at meetings or by written resolutions signed by all shareholders, or otherwise by way of absentee voting;</p> <p>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 on the way of absentee voting:</p> <p>a. Any amendments or modifications to the Company's Charter;</p> <p>b. Approval of the Company's development orientation;</p> <p>c. Decisions on classes of shares and total shares of each class authorized to be offered for sale;</p> <p>d. Election, removal, or dismissal of the Board Members and the Inspection Committee;</p> <p>e. Decisions on investments or disposal of assets with a value equivalent to or greater than 30% of the aggregate asset value as recorded in the Company's latest financial statements;</p> <p>f. Decisions on approval of annual financial statements;</p> <p>g. Reorganization or dissolution of the Company;</p> <p>h. Decide annual dividend in cash or by shares.</p>	Article 2.2.1; Template Regulations, Article 28.1, 28.2 Charter
11	Article 14	Conditions for passing resolutions of the General Meeting of Shareholders	New supplement Article 14
		<p>1. The passing of resolutions of the General Meeting of Shareholders at a meeting shall be conditional upon the following:</p> <p>a. A valid resolution is approved by the shareholders representing at least 65% of the total votes of all participating shareholders;</p> <p>b. As regards decisions on classes of shares and total shares of each class authorized to be offered for sale, amendments or modifications to the Company's Charter, reorganization or dissolution of the Company, and decisions on investments or disposal of assets with a value equivalent to or greater than 30% of the aggregate asset value as recorded in the latest financial statements, such resolutions must be approved by the shareholders representing at least 75% of the total votes of all participating shareholders;</p> <p>c. The Board Members and the Inspection Committee shall be elected by cumulative voting as set out in clause 3, Article 148 of the Law on Enterprises;</p> <p>2. Resolutions passed at a meeting of the General Meeting of Shareholders by the directly participating shareholders and the proxies representing 100% of the total voting shares are legal and valid even if the procedures for convening such meeting, its agenda and procedures for holding such meeting were not conducted as stipulated;</p> <p>3. In case of approval by way of written resolutions, such resolution shall only be passed if it is approved by the shareholders representing at least 75% of the total votes;</p> <p>4. A resolution on adverse changes to rights and obligations of shareholders holding preferred shares may only be initiated 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;</p> <p>5. 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 published by disclosure on the Company's website.</p>	Article 2.2.2; Template Regulations, Article 28.1.3, 4.5, 6 Charter
12	Article 15	Method of providing the decision of the General Meeting of Shareholders	Amendments and supplements:
		<p>7. Notwithstanding the foregoing, the minutes including the vote counting results of the General Meeting of Shareholders shall be sent to all shareholders within 10 business days on publication on the website of the company within 15 days under 24 hours after the decision of the meeting.</p> <p>Within 90 (ninety) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of voting results to collect opinions of the General Meeting of Shareholders, members of the Board of Directors, members of the Company of Inspection, Director, shareholders or groups of shareholders as prescribed Article 16.3 of the Charter has the right to request the Court or Arbitrator to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:</p> <p>a. The order and procedures for convening meetings or collecting shareholders' opinions in writing do not comply with the provisions of law and the Charter;</p> <p>b. The order and procedures for convening the decision and the content of the decision violate the law or the Charter of the company.</p> <p>In case the decision of the General Meeting of Shareholders is cancelled under a decision of the Court or Arbitrator, the person who convened the General Meeting of Shareholders shall be considered to reorganize the General Meeting of Shareholders in 60 days (sixty) days according to the order and procedures prescribed in the Law on Enterprise and the Charter.</p> <p>In case a shareholder or group of shareholders requests the Court or Arbitrator to cancel a resolution of the General Meeting of Shareholders as mentioned in Article 16.3 of the Charter, such shareholder or group of shareholders shall submit a written request to the Court or Arbitrator within a different decision, except for the resolution of environmental issues measure within the decision of a competent authority.</p>	Article 31 Charter
13	Article 19	Minutes of the General Meeting of Shareholders	Amendments and supplements:
		<p>1. Minutes of the meeting and minutes of vote counting must be made in Vietnamese and English.</p> <p>2. The chairman and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.</p>	Article 27.2 Charter
14	Article 21	The General Meeting of Shareholders adopts resolutions by way of collecting written opinions from shareholders	Amendments and supplements:
		<p>1. The Board of Director have the right to adopt resolutions of the General Meeting of Shareholders by way of collecting written opinions from shareholders, except the case following:</p> <p>a. Amendment or modification Charter;</p> <p>b. Company development orientation;</p> <p>c. Class of shares and total number of shares;</p> <p>d. Election, dismissal and removal of members of the Board of Director - Inspection Committee;</p> <p>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;</p> <p>f. Decision on approval of annual financial statements;</p> <p>g. Reorganization or dissolution of the Company;</p> <p>4. The minutes of vote counting must be published on the Company's website;</p>	Article 29.1, 29.2 Charter
15	Article 22	Order and procedures for the General Meeting of Shareholders to pass resolutions in the form of online conference, or in the form of combination of direct meeting and online conference	New supplement Article 22
		<p>1. In addition to the direct meeting, the General Meeting of Shareholders may be held in the form of online conference or in the form of combination of direct meeting and online conference as use the Board may consider that it would be better suited and/or inappropriate to organize the General Meeting of Shareholders solely in the form of direct meeting.</p> <p>2. In case the Board decides to organize the General Meeting of Shareholders in the form above, the Board shall issue and publish the Regulations on Organization of the General Meeting of Shareholders in the form of Online Conference, prior to the date of meeting of the General Meeting of Shareholders on the website of the Company, with the following basic contents:</p> <p>a. Specific guidance for the order and procedures for holding the General Meeting of Shareholders in the form of online meeting or other equivalent forms;</p> <p>b. Mechanism of electronic voting, sending voting ballots to the General Meeting of Shareholders by electronic means or other equivalent voting form that enable the Shareholders to exercise their voting rights at the General Meeting of Shareholders held in the form of online meeting;</p> <p>c. Other related contents.</p>	Article 2.4.2.5 Template Regulations
16	Article 23	Role, rights and obligations of the Board	New supplement Article 23
		<p>The Board is a regulatory body of the Company and has absolute power to, on behalf of the Company, make decisions and perform the Company's rights and obligations that fall beyond the authority of the General Meeting of Shareholders.</p> <p>The Board shall have the following rights and obligations:</p> <p>1. Decide mid-term development plans and strategies, and annual business plans of the Company;</p> <p>2. Propose classes of shares and total number of shares of each class authorized to be offered for sale;</p> <p>3. Decide the sale of new shares within the amount of shares of each class authorized by the General Meeting of Shareholders to be offered for sale; decide the mobilization of additional capital in other manner;</p> <p>4. Decide the redemption of shares as set forth in Article 17.2 of the Charter, decide the contribution of capital, purchase and sale of shares and bonds of other enterprises;</p> <p>5. Decide selling prices of the Company's shares and bonds;</p> <p>6. Decide the investments in techniques and facilities with values ranging from 05% to less than 30% of the total asset value as recorded in the Company's latest financial statements; decide the transfer, sale or liquidation of assets with the remaining value or market value with respect to such assets whose depreciation ranges are over from one (01) billion down to less than 30% of the total asset value as recorded in the Company's latest financial statements;</p> <p>7. Decide solutions for market development, marketing, and technology; approve sale and purchase agreements, loan agreements, and other agreements of such values are equal to or higher than 30% of the total asset value as recorded in the Company's latest financial statements, except for such transactions and agreements as mentioned in item (e) and (a), Article 4.2. hereof;</p> <p>8. Decide to elect, dismiss, enter into contracts, terminate contracts, offer rewards, impose disciplinary actions, salaries and other benefits of Director, Deputy Director, Chief Accountant, Branch Director, Chief of representative office of the Company on the recommendation of the Company's Director, appoint an authorized representative to exercise the ownership of shares or the contributed capital in another company, decide the wages and other benefits of such persons;</p> <p>9. Decide the safe, 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>10. Decide the establishment, merger and separation of Subsidiaries, Branches, Representative Offices, joint or associate with bodies inside and outside Vietnam; decide the links of Subsidiaries and Affiliates;</p> <p>11. Supervise, direct the Director and other Management Personnel to manage the Company's daily business operations;</p> <p>12. Submit to the General Meeting of Shareholders the following reports:</p> <p>a. Report of the Company's business;</p> <p>b. Financial statements;</p> <p>c. The Company's management assessment report;</p> <p>d. Report of extraction and use of funds and annual dividend rates;</p> <p>e. Develop internal regulations on corporate governance of the company to submit to the General Meeting of Shareholders for approval;</p> <p>13. Decide to advance dividends in the light of the Company's actual situation and the annual dividend rate approved by the General Meeting of Shareholders, decide the timing and procedures for dividend payments or settlement of losses incurred during the course of operations; organize the distribution of profits and formation of funds from profits after tax in such manner as approved by the General Meeting of Shareholders;</p> <p>14. Approve agenda and documents setting meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders, or conduct procedures for an absentee voting;</p> <p>15. Propose to the General Meeting of Shareholders the reorganization, petition for bankruptcy, or dissolution of the Company;</p> <p>16. Propose to the General Meeting of Shareholders the amendment or modification to the Charter when necessary;</p> <p>17. Approve such agreements and transactions as entered into between the Company, its Branches and such persons as specified in clause 1, Article 167 of the Law on Enterprises with value of less than 30% of the total asset value as recorded in the Company's latest financial statements;</p> <p>18. Perform other rights and obligations as prescribed herein and in the Law.</p>	Article 32 Charter
17	Article 24	Office term and number of Board Members	New supplement Article 24
		<p>1. The term of the Board shall be five (05) years. Each Board Member may be re-elected for an unlimited number of terms.</p> <p>2. The Board shall consist of five (05) members. The total number of Non-Executive Members must account for at least one-third (1/3) of the total number of members of the Board.</p>	Article 3.2.1; Template Regulations, Article 32.2, 3.2.3 Charter
18	Article 26	Method for shareholders, groups of shareholders to self-nominate, nominate persons to be a member of the Board	Amendments and supplements:
		<p>A shareholder or a group of shareholders holding 05% or more of the total number of ordinary shares for a continuous period of at least 60 days;</p>	Charter
19	Article 28	Cases of dismissal, removal and new addition of members of the Board	Amendments and supplements:
		<p>Board members are no longer being members of the Board in the following cases:</p> <p>a. That member sends a written request to resign to the head office of the Company;</p> <p>b. That member is absent from meetings of the Board of Directors continuously for 06 (six) months, and during this time, the Board of Directors does not allow such member to be absent and has decided that this member's position is vacant;</p> <p>c. Other cases as provided in the Charter.</p>	Article 3.2.4; Template Regulations
20	Article 31	Election, dismissal and removal of the Chairmen of the Board	New supplement Article 31
		<p>The members of the Board shall elect among them a Chairman. The position of the Chairmen of the Board shall be nominated by Vietnam Container Shipping Joint Stock Company.</p>	Article 1.2.5; Template Regulations, Article 34.1, 34.6 Charter
21	Article 32	Remuneration and other benefits of the members of the Board	New supplement Article 32
		<p>The Company has the right to pay compensation, salary for the members of the Board according to business results and efficiency. The total compensation and bonus rate for the members of the Board shall be decided by the General Meeting of Shareholders based on the proposal of the Board. The compensation and bonus rate for each member shall be distributed according to the decision of the Board.</p> <p>Members of the Board shall be entitled to payment of all travel, meal, accommodation, and other reasonable expenses incurred by them during the performance of their duties as members of the Board, including expenses arising from attending meetings of the Board or the General Meeting of Shareholders.</p> <p>Compensation for the members of the Board shall be counted toward the business expenses of the Company in accordance with the Law on corporate income tax, and must be reflected on a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.</p>	Article 3.3; Template Regulations, Article 39 Charter
22	Article 33	Minimum number of meetings of the Board	New supplement Article 33

		1. Meetings of the Board may be held regularly or occasionally. 2. Regular meetings of the Board shall be convened by the Chairman at any time as may be deemed necessary, but at least once every quarter.	Article 3.4.a Template Regulations, Article 35.2 & 3.3 Charter
23	Article 34 Cases that the meeting of the Board must be convened	New supplement Article 34 1. The Chairman must convene a meeting of the Board upon occurrence of either of the following: a. At the request of the Inspector. b. At the request of the Director, or at least five other Management Personnel. c. At the request of at least two members of the Board. Each request must be made in writing, and specify the purposes, matters needed for discussion, and decision within the power of the Board. 2. The Chairman must convene a meeting of the Board within seven (07) business days of its receipt of the request stated in Clause 1 of this Article. If the Chairman fails to convene the meeting of the Board as requested, he/she shall be responsible for any losses incurred by the Company, and the requestor shall have the right to convene the meeting of the Board in lieu of the Board.	Article 3.4.b Template Regulations, Article 35.3-3.5 Charter
24	Article 35 Notice of Board Meeting	Amendments and supplements: 1. The notice of the meeting of the Board must be sent to the members of the Board and inspectors at least 10 days before the meeting.	Suitable for the actual situation
25	Article 36 Right of the members of Inspection Committee to attend the meetings of the Board	New supplement Article 36 Members of the Inspection Committee, the Director who are not members of the Board of Directors shall have the right to attend and discuss, but not vote, at the meetings of the Boards.	Article 3.4.d Template Regulations, Article 35.7 Charter
26	Article 40 Authorization for other person to attend the meeting of the Board	New supplement Article 40 Members must attend any and all meetings of the Board. Members may authorize other person to attend on its behalf if such authorization is approved by the majority of the members of the Board and recorded by entry of each member.	Article 3.4.b Template Regulations, Article 35.10 Charter
27	Article 41 Recording the meeting minutes of the Board	New supplement Article 41 In case the chairman and/or the secretary refuse to sign the minutes of the meeting of the Board but if the minutes is signed by all other members of the Board attending the meeting and the minutes include full contents according to the provisions of Points a, b, c, d, e, g, h, i, Clause 1 of Article 158 of Law on Enterprises, such minutes shall take effect.	Article 3.4.c Template Regulations, Article 158 Law on Enterprise.
28	Article 43 Appointing and discharging the Secretary from the person in charge of corporate governance	New supplement Article 43 1. The Board shall appoint one person to be the Secretary with term of office and provisions according to decision of the Board. The Board may discharge the Secretary when necessary but not contrary to the applicable Law or labour. The Secretary shall also hold the position of person in charge of corporate governance, whose role 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. 2. Role and duties of the Secretary and the person in charge of corporate governance a. Organizing meetings of the Board, the Inspection Committee, and the General Meeting of Shareholders according to order of the Chairman of the Board or the Inspection Committee. b. Preparing meeting minutes. c. Providing advice on procedures of the meetings. d. Providing members of the Board and the Inspection Committee with financial information, copies of the meeting minutes of the Board and other information. e. Assisting members of the Board in performing their assigned rights and obligations. f. Assisting the Board in applying and implementing the Company's governance principles. g. Assisting the Company in building relationship with the Shareholders and protecting legitimate rights and interests of the Shareholders. h. Assisting the Company in complying strictly with the obligations with respect to information disclosure, information publication, and administrative procedures. i. Having other rights and obligations subject to decision of the Chairman of the Board from time to time. j. Having the responsibility to keep information confidential in accordance with the Laws and the Charter.	Article 3.7 Template Regulations, Article 40 Charter
29	Article 44 Role, rights and obligations of the Inspection Committee	New supplement Article 44 The Inspection Committee shall have the following role, rights and obligations: 1. Supervising the Board, Director in its running and management of the Company, and being responsible before the General Meeting of Shareholders for performing its assigned duties. 2. Examining the reasonability, legality, honesty and level of care in the running and management of the business operations, organization of accounting and statistical works, and preparation of financial statements. 3. Approving business situations, reports, annual and semi-annual financial statements of the Company, reports on evaluation of management of the Board, submitting reports on evaluation of the financial statements, annual business situation reports of the Company, and reports on evaluation of management of the Board to the General Meeting of Shareholders at its annual meeting. 4. Reviewing accounting books and other documents of the Company, operational running and management tasks of the Company at any time if deemed necessary or according to decision of the General Meeting of Shareholders or requested by a Shareholder or group of Shareholders as stipulated under Article 15.3 of the Charter. 5. Upon request by a Shareholder or group of Shareholders as stipulated under Article 15.3 of the Charter, the Inspection Committee shall inspect within seven (07) business days from the date of receipt of the request. Within fifteen (15) days from the date of completion of its inspection, the Inspection Committee must submit the explanatory report on matters requested for inspection to the Board and requesting Shareholder or group of Shareholders. Each inspection conducted by the Inspection Committee as specified in this clause must not obstruct normal operations of the Board, must not cause interruption to the business operation management of the Company. 6. Proposing to the Board or the General Meeting of Shareholders measures to modify, supplement, and improve the structures of organizational and business operation management of the Company. 7. Upon discovering any member of the Board, Director in breach of the obligations of the manager of the Company as stipulated under Article 165 of the Law on Enterprises, it must notify in writing the Board of the same, and request the person committing such breach to stop its breaching act and to have solution to remedy consequences. 8. Attending meetings of the General Meeting of Shareholders and the Board, but not being permitted to vote. 9. Not disclosing any secrets of the Company. 10. Being able to use its independent consultancy to perform its assigned duties; consulting with the Board prior to submission of reports, conclusions, and proposals to the General Meeting of Shareholders. 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. 12. Being responsible before the Shareholders for the supervision performed by the Inspection Committee. 13. Supervising the Company's finance, the compliance in operation of members of the Board, the Director and other Management Personnel. 14. Cooperating with the Board, the Director and Shareholders. 15. Upon detecting breaches against the Law 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). 16. Formulating the Regulations on Operation of the Inspection Committee and submitting them to the General Meeting of Shareholders for ratification. 17. Reporting in the General Meeting of Shareholders in accordance with Article 200 of Decree No. 157/2020/ND-CP. 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. 19. Requesting the Board, its members, the Director and other Management Personnel to provide accurate, adequate and timely information and documents about the Company's management and operation. 20. Having other rights and obligations in accordance with the Law on Enterprises, the Charter, and decision of the General Meeting of Shareholders.	Article 4.1 Template Regulations, Article 47 Charter
30	Article 45 Term and composition of the members of the Inspection Committee	New supplement Article 45 1. Members of the Inspection Committee shall have the same term of office with the members of the Board, and shall be entitled to be re-elected with unlimited number of terms. 2. The Inspection Committee shall consist 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.	Article 4.2.a Template Regulations, Article 46 Charter
31	Article 46 Standard and conditions of Inspection Committee's members	Amendments and supplements: Not be a relative of any of the members of the Board, Director and other executives.	
32	Article 47 Method of shareholders or groups of shareholders to self-nominate, nominate persons to position of Inspection Committee	Amendments and supplements: A shareholder or a group of shareholders holding 15% or more of the total number of ordinary shares for a continuous period of at least 90 days	
33	Article 51 Salary and other interests of the members of the Inspection Committee	New supplement Article 51 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, remuneration, bonuses and other benefits and annual budget of the Inspection Committee. 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. 3. Compensation and operational expenses of the Inspection Committee shall be calculated to the business costs of the Company in accordance with the Laws on corporate income tax and relevant legislations, and made into a separate item in the annual financial statements of the Company.	Article 4.2.g Template Regulations, Article 49 Charter
34	Article 31 Subcommittees under the Board of Directors	New supplement Article 31 The Director of the Company in the Company's legal representative. The Director shall have the following rights and obligations: 1. Managing and deciding all matters relating to the daily business operations of the Company without decision of the Board; 2. Organizing the implementation of the resolutions, decisions of the Board, having the right to refuse to implement the decisions of the Chairman and members of the Board if it deems that such decisions are contrary to the Laws, the Charter, and the resolutions of the General Meeting of Shareholders; and at the same time being responsible for notifying the Inspection Committee forthwith of the same and for its own decisions; 3. Developing and submitting long and medium-term development strategies and annual business plan of the Company to the Board for its approval; 4. Deciding the investment in technical infrastructure valued under 5% of the total asset value as recorded in the Company's latest financial statements; deciding the sale, transfer, and liquidation of assets with its remaining value or based on market price for assets no longer amortized with value under one (01) billion Vietnamese Dong; 5. Recommending the Board the plans, organizational structures, and management regulations not within the Director's competence; and deciding the organizational structures and internal management regulations within its competence; 6. Proposing to the Board the decisions in reporting, dismissing, removing, signing and terminating contracts, rewards, disciplines, salary level, allowance, of Deputy Director, Chief Accountant, Branch Director, Chief of Representative Offices of the Company; 7. Deciding to appoint, dismiss, remove, reward, discipline, salary level, or authorizing Deputy Director, Branch Director to do the same with all the remaining positions in the Company, and at the same time, reporting the same to the Board; 8. Employing, signing or terminating employment contracts, extending or disciplining, and deciding salary and allowance (if any) of the employees of the Company, except for the positions falling under the authority of the Board with respect to their appointment, dismissal, or removal; 9. Proposing to send officials on business, training, traveling abroad in accordance with the Laws and the Charter; 10. Signing and performing economic and civil contracts with customers, being responsible before the Board for such execution and performance; 11. Reporting the financial situations and business operations of the Company at the meetings of the Board, requesting the Board to deal with matters arisen out of the Director's competence; 12. Managing all assets on behalf of the Company, and being responsible for the Company's business operations in accordance with the State regulations and delegation of the Board; 13. Being personally responsible for losses due to its own breach of the management processes of the Company; 14. Being permitted to disburse resources out of its authority in case of emergency such as natural calamities and enemy-inflicted destruction, fires, or incidents etc., and being responsible for such decisions, at the same time, reporting it promptly to the Board; 15. In case of the Director not being a member of the Board, having the right to attend meetings of the Board, except for the right to vote and cast ballot; and 16. Having other rights and obligations stipulated under the Law on Enterprises, the Charter, and the resolutions of the Board.	Article 5.1 Template Regulations, Article 36.4-25 Charter
35	Article 56 Role, rights and obligations of Director	New supplement Article 56 1. The Company has the right to pay compensation, salary for the Director according to business results and efficiency. 2. Salary of the Director shall be one of the business expenses of the Company in normal cases with the Law on corporate income tax, and must be reflected on a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.	Article 5.2.c Template Regulations, Article 39 Charter