

Tay Ninh, Dec 31, 2024

PROPOSAL 01

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2024 - 2025

(Regarding the amendment of the Company's Charter)

To: THE GENERAL MEETING OF SHAREHOLDERS

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the guiding documents ("**Enterprise Law**");
- Based on Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 ("**Law No. 03/2022/QH**");
- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the guiding documents ("**Securities Law**");
- Based on Decree 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law ("**Decree 155**");
- Based on Circular 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law ("**Circular 116**");
- Based on the Charter of organization and operation of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**Charter**"),

The Board of Directors of Thanh Thanh Cong - Bien Hoa Joint Stock Company ("**TTC-BH**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for approval of the amendment and supplementation of the Charter, specifically as follows:

In accordance with the tasks assigned by the GMS, the Board of Directors of the Company has organized and implemented the transformation of the operational model closely following the orientation of applying the Circular Commercial Value Chain model - Circular Commercial Value Chain according to the method of 3 Centers - 3 Layers - 3 Services - 01 System. To complete the governance structure in line with this model, TTC-BH needs to adjust the company's governance documents to establish a legal framework for governance, while ensuring consistency and compliance with legal regulations. The adjustments and supplements will closely follow the actual operation of the model and current governance standards, thereby serving as a basis for developing and issuing related governance documents, under the authority of the Board of Directors.

Therefore, the Board of Directors of TTC-BH respectfully submits to the GMS for discussion and approval of the amendment of the company's Charter, as detailed in the Appendix attached to this Proposal.



Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely.

Recipients:

- *As above;*
- *Archived: CS & IR*

OBO. THE BOARD OF DIRECTORS

CHAIRLADY



DANG HUYNH UC MY





Appendix: Proposal for Amendments and Supplements to the Charter

Notes:

- Articles not detailed in this appendix remain unchanged.
- Proposed changes in the "***Content in the current document***" section are italicized and underlined.
- Proposed amendments and supplements in the "***Proposed amendments and supplements***" section are bolded and underlined.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
1	Introduction [...] The amended and supplemented charter was approved by Thành Thành Công - Biên Hòa Joint Stock Company according to the valid resolution of the General Meeting of Shareholders No. 01/2023/NQ-ĐHĐCĐ dated May 11, 2023, and the Board of Directors' resolution No. 118a/2023/NQ-HĐQT dated June 22, 2023	Introduction [...] The amended and supplemented charter was approved by Thanh Thanh Cong – Bien Hoa Joint Stock Company according to the valid resolution of the General Meeting of Shareholders No:/2025/NQ-ĐHĐCĐ dated / ____		Update the resolution number of the General Meeting of Shareholders through the amendment and supplementation of the Charter to match the actual situation

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2	Article 1. Definitions 1. In this Charter, the following terms shall be understood as follows: [...] [Not specified]. f. "Executive" refers to the executives of the Company, including the General Director, Deputy General Director, and Chief Accountant of the Company. g. "Manager" refers to the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director.	Article 1. Definitions 1. In this Charter, the following terms shall be understood as follows: [...] e. <u>"Decree 155/2020/ND-CP" refers to Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Securities Law, issued by the Government on December 31, 2020.</u> g. " Executive " refers to the executives of the Company, including the General Director, Deputy General Director, Chief Accountant of the Company, and other executives appointed by the Board of Directors. h. " Manager " refers to the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and other managers appointed by the Board of Directors.	Article 3.55 of Decree 155/2020/ND-CP Article 4.24 of the Law on Enterprises 2020	Supplement because the content below refers to Decree 155/2020/ND-CP. Expanding the entities considered as 'Executives' and 'Managers' to create flexibility for the company in management and operation
	2. In this Charter, references to one or more provisions or other documents shall include any	2. In this Charter, references to one or more provisions or other documents shall include any		Update the information to reflect

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	amendments, supplements, or replacements thereof.	amendments, supplements, or replacements thereof.		the actual situation. Add terminology to clarify the types of legal documents.
	4. Terms or phrases defined in the Law on Enterprises (if not conflicting with the subject or context) shall have the same meaning in this Charter.	4. Terms or phrases defined in the Law on Enterprises, <u>the Law on Securities</u> , and other relevant legal documents (if not conflicting with the subject or context) shall have the same meaning in this Charter.		Update the information to reflect the actual situation. Add terminology to clarify the types of legal documents.
3	Article 2. Name, Form, Headquarters, Branches, Representative Offices, and Duration of Operation of the Company [...] 3. The registered headquarters of the Company is: • Address: Tan Hung Commune, Tan Chau District, Tay Ninh Province [...] • E-mail: info@ttcsugar.com.vn • Website: ttcsugar.com.vn	Article 2. Name, Form, Headquarters, Branches, Representative Offices, and Duration of Operation of the Company [...] 3. The registered headquarters of the Company is: • Headquarters Address: Tan Hung Commune, Tan Chau District, Tay Ninh Province [...] • E-mail: info@ttcagris.com.vn • Website: http://ttcagris.com.vn/	Article 2.3 of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC	Add and revise terminology to clarify the address of the headquarters and update the company's email and website information.

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	4. The Chairperson of the Board of Directors is the legal representative of the Company. Depending on operational needs, the Company may have more than one legal representative, with the specific number and titles determined by the Board of Directors in accordance with applicable laws at the time. <u>Each legal representative of the company has full authority to represent the Company before third parties; all legal representatives shall be jointly responsible for any damage caused to the Company as per civil law and other relevant legal regulations.</u>	4. The Chairperson of the Board of Directors is the legal representative of the Company. Depending on operational needs, the Company may have more than one legal representative, with the specific number and titles determined by the Board of Directors in accordance with applicable laws at the time. <u>The specific rights and responsibilities of each legal representative are defined according to the provisions of this Charter, the Company's internal regulations, and the resolutions issued by the Board of Directors.</u>	Article 12.2 of the Law on Enterprises 2020	Adjust to specify the rights and responsibilities of each legal representative																		
4	Article 3. Business Objectives of the Company 1. The business sectors and activities of the Company are: <table><tr><th>No</th><th>Industry name</th><th>Industry code</th></tr><tr><td></td><td></td><td></td></tr><tr><td>15</td><td>Wholesale of raw agricultural and forestry products</td><td>4620</td></tr></table>	No	Industry name	Industry code				15	Wholesale of raw agricultural and forestry products	4620	Article 3. Business Objectives of the Company 1. The business sectors and activities of the Company are: <table><tr><th>No</th><th>Industry name</th><th>Industry code</th></tr><tr><td></td><td></td><td></td></tr><tr><td>15</td><td>Wholesale of raw agricultural and forestry products (excluding wood,</td><td>4620</td></tr></table>	No	Industry name	Industry code				15	Wholesale of raw agricultural and forestry products (excluding wood,	4620		Revise the terminology according to the business activities registered with the Department of Planning and Investment of Tay Ninh Province
No	Industry name	Industry code																				
15	Wholesale of raw agricultural and forestry products	4620																				
No	Industry name	Industry code																				
15	Wholesale of raw agricultural and forestry products (excluding wood,	4620																				

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		(excluding wood, bamboo, rattan) and live animals Details: Wholesale of agricultural and forestry products, other raw materials (excluding rice, wood, bamboo, rattan, and rubber latex).			bamboo, rattan) and live animals Details: Wholesale of agricultural and forestry products, other raw materials (excluding rice, wood, bamboo, rattan, and rubber latex).			
	18	Wholesale of food Details: Wholesale of meat and meat products; vegetables, fruits; milk and dairy products; confectionery and products made from cereals, flour, starch; other food products (excluding sugar and rice).	4632	18	Wholesale of food Details: Wholesale of meat and meat products; vegetables, fruits; milk and dairy products; confectionery and products made from cereals, flour, starch; other food products (excluding sugar and rice).	4632		
5	Article 5. Charter Capital, Shares, Founding Shareholders [...] 3. In addition to common shares, the Company may have preferred shares. The holders of preferred shares are referred to as preferred shareholders. Preferred shares include the			Article 5. Charter Capital, Shares, Founding Shareholders [...] 3. In addition to common shares, the Company may have preferred shares. The holders of preferred shares are referred to as preferred shareholders. Preferred shares include the			Article 148.6 of the Law on Enterprises 2020, and Article 16.1 of the Charter	Add terminology to clarify the voting rights of shareholders holding preferred shares

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	following types: [...] d. Preferred dividend-redeemable shares. [...] (ii.) Shareholders holding preferred dividend-redeemable shares have the right to: [...] Other rights as common shareholders, but do not have the right to: (1) vote; (2) attend General Meetings of Shareholders; and (3) nominate individuals to the Board of Directors. 4o mini	following types: [...] d. Preferred dividend-redeemable shares. [...] (ii.) Shareholders holding preferred dividend-redeemable shares have the right to: [...] Other rights as common shareholders, but do not have the right to: (1) vote, <u>except as specified in Article 16 of the Charter</u>; (2) attend General Meetings of Shareholders; and (3) nominate individuals to the Board of Directors.		
	e. Convertible preferred dividend shares. [...] (ii.) Shareholders holding convertible preferred dividend shares have the right to: [...] Other rights as common shareholders, but do not have the right to: (1) vote; (2) attend General Meetings of	e. Convertible preferred dividend shares. [...] (ii.) Shareholders holding convertible preferred dividend shares have the right to: [...] Other rights as common shareholders, but do not have the right to: (1) vote, <u>except as provided in Article 16 of the Charter</u>; (2)	Article 148.6 of the Law on Enterprises 2020, and Article 16.1 of the Charter	

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	Shareholders; and (3) nominate individuals to the Board of Directors.	attend General Meetings of Shareholders; and (3) nominate individuals to the Board of Directors.		
6	Article 9. Share Withdrawal [...] 3. In cases where the requirements in the aforementioned notice are not met, before the full payment of all outstanding amounts, interest, and related costs, the Board of Directors has the right to withdraw the shares. This withdrawal will include any dividends declared on the withdrawn shares that have not yet been paid up to the withdrawal date. The Board of Directors may accept the surrender of the withdrawn shares in accordance with the provisions in Clauses 4, 5, and 6, and in other cases as stipulated in this Charter.	Article 9. Share Withdrawal [...] 3. In the event that the requirements in the aforementioned notice are not met, before the full payment of all outstanding amounts, interest, and related costs, the Board of Directors has the right to withdraw those shares. This withdrawal will include any dividends declared on the withdrawn shares that have not yet been paid up to the time of withdrawal. The Board of Directors may accept the surrender of the withdrawn shares in accordance with the provisions in Clauses 4, 5, and 6 of this Article and in other cases as stipulated in this Charter.		Clarify the reference
7	Article 11. Rights of Shareholders 3. Shareholders or groups of shareholders owning 5% or more of the total common shares have the following rights:	Article 11. Rights of Shareholders 3. Shareholders or groups of shareholders owning 5% or more of the total common shares have the following rights:		Supplement to clarify what constitutes the company's trade secrets and business secrets in order to

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	a. Request the Board of Directors to convene a General Meeting of Shareholders in the following cases. The convening will be carried out in accordance with Article 17 of this Charter: [...] b. Review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors, mid-year and annual financial reports in accordance with the Vietnamese accounting system, contracts, transactions requiring Board approval, and other documents, except for documents related to trade secrets and business confidentiality of the company.	a. Request the Board of Directors to convene a General Meeting of Shareholders in the following cases. The convening shall be carried out in accordance with Article 17 of this Charter, when: [...] b. Review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors, mid-year and annual financial reports in accordance with the Vietnamese accounting system, contracts, transactions requiring Board approval, and other documents, except for documents related to trade secrets and business confidentiality of the company, <u>as defined by the regulations and internal rules of the Company issued by the Board of Directors.</u>		ensure transparency of the documents provided to shareholders
	Article 12. Obligations of Shareholders Common shareholders have the following obligations: 1. Comply with the Company's Charter and internal management regulations; adhere to the decisions/resolutions of the General Meeting of Shareholders and the Board of Directors.	Article 12. Obligations of Shareholders Common shareholders have the following obligations: 1. Comply with the Company's Charter and the company's policies, regulations, and internal management rules; <u>adhere to the decisions/resolutions of the General Meeting of Shareholders or the Board of</u>		Add terminology to clarify the types of documents that shareholders are responsible for complying with

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>Directors;</u>		
8	Article 13. General Meeting of Shareholders 1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year and within four months from the end of the fiscal year. The Board of Directors may extend the annual General Meeting of Shareholders if necessary, but not more than 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.	Article 13. General Meeting of Shareholders 1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year and within four months from the end of the fiscal year. The Board of Directors may decide to extend the date for the annual General Meeting of Shareholders if necessary, but not more than 6 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.		Correct typos
9	3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: [...] c. When the number of independent members of	3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: [...] c. When the number of independent members of		Supplement to clarify that the company must have at least 2 independent members of the Board of

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	the Board of Directors is less than the minimum required by law. d. When shareholders or groups of shareholders as defined in Clause 3, Article 11 of this Charter request the convening of a General Meeting of Shareholders through a written petition. The petition must specify the reasons and purpose of the meeting, and be signed by the relevant shareholders, or the petition may be made in multiple copies and signed by the relevant shareholders. e. Other cases as stipulated by law.	the Board of Directors <u>is less than 2 members;</u> d. When shareholders or groups of shareholders as defined in Clause 3, Article 11 of this Charter request the convening of a General Meeting of Shareholders through a written petition. The petition must specify the reasons and purpose of the meeting, include all content as stipulated in Clause 4, Article 115 of the Law on Enterprises, and have the signatures of the relevant shareholders. <u>If the petition is made in multiple copies, it must gather the signatures of all relevant shareholders. The petition must also include documents and evidence regarding the violations of the Board of Directors, the extent of the violation, or decisions beyond their authority;</u> e. Other cases as stipulated by law <u>and this Charter.</u>	Article 115.4 of the Law on Enterprises 2020	Directors. Update in accordance with legal regulations. Add terminology to clarify other cases that require the convening of the General Meeting of Shareholders.
10	4. Convening an Extraordinary General Meeting of Shareholders [...] b. The Board of Directors must convene an extraordinary General Meeting of Shareholders	4. Convening an Extraordinary General Meeting of Shareholders [...] b. The Board of Directors must convene an extraordinary General Meeting of Shareholders	Article 160.4(a) of the Law on Enterprises 2020	Update to reflect the actual situation

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	within 90 days from the date when the number of independent members of the Board of Directors is reduced as stipulated in Point c, Clause 3 of this Article, or upon receiving a request as specified in Point d, Clause 3 of this Article. This provision does not apply if the independent members of the Board of Directors no longer meet the conditions stipulated in Clause 3, Article 155 of the Law on Enterprises. In this case, the Board of Directors has the right to choose one of the actions outlined in Clause 3, Article 155 of the Law on Enterprises. c. If the Board of Directors fails to convene the General Meeting of Shareholders as specified in points a and b, Clause 4 of this Article, the shareholders or groups of shareholders as defined in Clause 3, Article 11 of this Charter have the right to replace the Board of Directors and convene the General Meeting of Shareholders within the following thirty days. In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.	within 60 days from the date when the number of independent members of the Board of Directors is reduced as stipulated in Point c, Clause 3 of this Article or upon receiving a request as specified in Point d, Clause 3 of this Article. This provision does not apply if the independent members of the Board of Directors no longer meet the conditions stipulated in Clause 3, Article 155 of the Law on Enterprises. In this case, the Board of Directors has the right to choose one of the actions outlined in Clause 3, Article 155 of the Law on Enterprises. c. If the Board of Directors fails to convene the General Meeting of Shareholders as specified in points a and b, Clause 4 of this Article, the shareholders or groups of shareholders as defined in Clause 3, Article 11 of this Charter have the right to replace the Board of Directors and convene the General Meeting of Shareholders within the following thirty days. In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting, as well as the decision-making of the General Meeting of Shareholders, if deemed necessary.	Article 14.4(c) of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC	Updated in accordance with the model charter.

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	Article 14. Rights and Duties of the General Meeting of Shareholders 1. The General Meeting of Shareholders has the following rights and obligations: [...] i. Decide on the restructuring or dissolution of the Company;	Article 14. Rights and Duties of the General Meeting of Shareholders 1. The General Meeting of Shareholders has the following rights and obligations: [...] i. Decide on the restructuring or dissolution of the Company <u>and appoint the liquidator;</u>	Article 15.2(o) of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC: (Note: Please specify if you need the full text or a summary of this article, as I do not have the exact content of this legal reference.)	Updated in accordance with the model charter
11	3. In addition to the issues discussed and approved at the annual General Meeting of Shareholders, the General Meeting of Shareholders has the right to discuss and approve: [...]	3. In addition to the issues discussed and approved at the annual General Meeting of Shareholders, the General Meeting of Shareholders has the right to discuss and approve: [...] g. The restructuring or dissolution of the Company	Article 15.2(o) of the Model Charter in Appendix I attached to Circular 116/2020/TT-	

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	g. The restructuring or dissolution of the Company; [...] k. Approval of the transactions specified in Point b, Clause 8, Article 35, and Point b, Clause 9, Article 35 of this Charter;	and <u>the appointment of a liquidator;</u> [...] k. Approval of the transactions specified in Point b, Clause 7, Article 35, Clause 8, Article 35, and Point b, Clause 9, Article 35 of this Charter;	BTC Article 293.3(b) and Article 293.4 of Decree 155/2020/ND-CP	Updated in accordance with the model charter. Updated reference.
	[Not specified].	<u>6. Unless otherwise provided by law, the General Meeting of Shareholders has the right to delegate or assign authority to the Board of Directors, the General Director, and/or other entities to carry out one or more responsibilities and powers within their authority for the best interests of the Company. The delegation or assignment of authority must be expressed through a resolution, clearly specifying the subject, content, duration, and conditions of the delegation or assignment of authority.</u>		Supplement the mechanism for delegation of authority or empowerment by the General Meeting of Shareholders to create flexibility in the company's governance and operations
	Article 15. Authorized Representatives 1. Shareholders who have the right to attend the General Meeting of Shareholders as prescribed by law may attend the meeting in person or authorize an individual or organization to represent them. In case more than one authorized	Article 15. Authorized Representatives 1. Shareholders who are entitled to attend the General Meeting of Shareholders as prescribed by law may attend the meeting in person or authorize one or more individuals or organizations to represent them. If more than one authorized	Article 16.1 of the Model Charter in Appendix I attached to Circular 116/2020/TT-	Supplement the mechanism for delegation of authority or empowerment by the General Meeting of Shareholders to create

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	representative is appointed, the specific number of shares held by each representative must be clearly identified.	representative is appointed, the specific number of shares held by each representative must be clearly specified.	BTC	flexibility in the company's governance and operations. Add terminology to clarify the number of individuals authorized to attend the General Meeting of Shareholders..
12	2. The authorization of an individual or organization to attend the General Meeting of Shareholders, as stipulated in Clause 1 of this Article, must be in writing. The authorization document must be made in accordance with civil law regulations and must clearly specify the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, the signature of the authorizing party, and the authorized party. <i>The authorized representative attending the</i>	2. The authorization of an individual or organization to attend the General Meeting of Shareholders, as stipulated in Clause 1 of this Article, must be in writing. The authorization document must be made in accordance with civil law regulations and must clearly specify the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing and authorized parties. <u>The authorized representative attending the General Meeting of Shareholders must submit</u>		Update to reflect the actual situation.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	<i>General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of further delegation of authority, the attendee must present the original authorization document from the shareholder, or the representative of the shareholder organization (if not previously registered with the Company), and the original authorization document must include the provision allowing further delegation or the event, act, or document to prove the authorization of the delegating party to permit further delegation.</i>	<u>the authorization document when registering to attend the meeting.</u>		
13	Article 16. Changes to Rights <i>1. Resolutions of the General Meeting of Shareholders that alter the rights and obligations of shareholders holding preferred shares can only be passed if at least 75% of the shareholders of the same type of preferred shares present at the meeting agree, or if 75% or more of the shareholders holding that type of preferred shares agree in the case of a resolution passed by written consent.</i>	Article 16. Changes to Rights <u>1. Resolutions of the General Meeting of Shareholders that alter the rights and obligations of shareholders holding preferred shares can only be passed if (i) at least 65% of the total voting shares of shareholders with voting rights attending the meeting agree, and at least 75% of the shares held by shareholders of the same type of preferred shares attending the meeting agree, or (ii) more than 50% of the total voting shares of shareholders with voting rights agree, and at least 75% of the shares held</u>	Article 17.1 of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC	Updated in accordance with the model charter

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		<u>by shareholders of the same type of</u> preferred shares agree, in the case of a resolution passed by written consent.		
14	Article 17. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of General Meeting of Shareholders [...] 3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's electronic information page, as well as the State Securities Commission and the Stock Exchange. [...]	Article 17. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of General Meeting of Shareholders [...] 3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's electronic information page, as well as the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. [...]	Article 18.3 of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC	Updated to reflect the actual situation and the model charter
15	Article 18. Conditions for Holding the General Meeting of Shareholders [...] 2. If the first meeting does not meet the required conditions as stipulated in Clause 1 of this Article, the notice for the second meeting must	Article 18. Conditions for Holding the General Meeting of Shareholders [...] 2. If the first meeting does not meet the required conditions as stipulated in Clause 1 of this Article, the notice for the second meeting must be sent		Correct the typos

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	be sent within sixty (60) days from the date the first meeting was originally scheduled. [...]	within sixty (60) days from the date originally scheduled for the first meeting. [...]		
16	Article 19. Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders 1. Before the meeting is officially opened, the Company must carry out the shareholder registration procedure and continue the registration process until all shareholders entitled to attend the meeting have registered.	Article 19. Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders 1. Before the meeting is officially opened, the Company must carry out the shareholder registration procedure and continue the registration process until all shareholders entitled to attend the meeting have registered. <u>Unless otherwise stipulated by law, matters related to the opening procedure, organization, and voting at the General Meeting of Shareholders are specifically regulated in the working regulations of the General Meeting of Shareholders, as issued by the Board of Directors.</u>	Article 20.1(a) of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC	Supplement the provisions on the procedures for conducting the meeting and voting at the General Meeting of Shareholders to align with the model charter
17	4. The election of the chairperson, secretary, and ballot committee is regulated as follows: a. The Chairman of the Board of Directors serves as the chairperson or may authorize another member of the Board of Directors to	4. The election of the chairperson, secretary, and ballot committee is regulated as follows: a. The Chairman of the Board of Directors serves as the chairperson or may authorize another member of the Board of Directors to serve as the		Add terminology to clarify the cases for re-election of the chairperson

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	serve as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of themselves to serve as the chairperson of the meeting by majority vote; [...]	chairperson of the General Meeting of Shareholders convened by the Board of Directors. <u>In the event that the Chairman is absent without authorizing another member of the Board of Directors or temporarily unable to perform their duties,</u> the remaining members of the Board of Directors shall elect one of themselves to serve as the chairperson of the meeting by majority vote; [...]		
	8. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.	8. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees, including but not limited to: <u>a. Arranging seating at the venue for the General Meeting of Shareholders;</u> <u>b. Ensuring safety for all attendees at the meeting location;</u> <u>c. Facilitating shareholder participation (or continued participation) in the meeting. The chairperson has full authority to change the measures outlined above and apply all necessary measures. The measures may include issuing entry tickets or using other selection</u>	Article 20.4 of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC	Add specific provisions regarding the chairperson's authority to conduct the General Meeting of Shareholders

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		<u>methods.</u>		
	10. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through an online format. In the case the Company applies modern technology to hold the General Meeting of Shareholders (annual or extraordinary) through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic methods in accordance with the Company's internal governance regulations and applicable legal provisions.	10. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through an online format or a hybrid format combining in-person and online participation, as decided by the Board of Directors. In the case the Company applies modern technology to organize the General Meeting of Shareholders (annual or extraordinary), the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic methods in accordance with the Company's internal governance regulations and applicable legal provisions.		Supplement the format of the General Meeting of Shareholders combining in-person and online participation
	Article 20. Approval of Decisions by the General Meeting of Shareholders 1. The General Meeting of Shareholders approves all matters within the authority of the General Meeting of Shareholders as specified in Clauses 2 and 3, Article 14 of this Charter, including the matters specified in Clause 2,	Article 20. Approval of Decisions by the General Meeting of Shareholders 1. The General Meeting of Shareholders approves all matters within the authority of the General Meeting of Shareholders as specified in Clauses 2 and 3, Article 14 of this Charter, through voting at the meeting or by obtaining shareholder opinions		Adjust the reference in accordance with Article 20.4 of the Charter

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	Article 147 of the Law on Enterprises, through voting at the meeting or by obtaining shareholder opinions in writing.	in writing, except for the following matters, which must be approved through voting at the General Meeting of Shareholders: <u>a. Investment projects or the sale of assets with a value equal to or greater than 70% of the total value of assets recorded in the most recent financial report of the Company;</u> <u>b. Restructuring or dissolution of the Company;</u> a.		
18	2. Resolutions of the General Meeting of Shareholders on the following matters, if passed by voting at the meeting, must be approved by shareholders representing at least 65% of the total number of shareholders attending and voting at the meeting.	2. Resolutions of the General Meeting of Shareholders on the following matters, if passed by voting at the meeting, must be approved by shareholders representing at least 65% of the total number of voting shares of all shareholders attending and voting at the meeting.	Article 148.1 of the Law on Enterprises 2020	Correct the typos
19	4. Resolutions of the General Meeting of Shareholders, if passed by written consent, including the matters specified in Point b, Clause 1 of this Article, must be approved by shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote.	4. Resolutions of the General Meeting of Shareholders, if passed by written consent, including the matters specified in Points a, b, and c of Clause 2 of this Article, must be approved by shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote.	Article 148.4 of the Law on Enterprises 2020	Update the reference
	Article 21. Authority and Procedures for	Article 21. Authority and Procedures for	Article 11.4(a) of	Supplement provisions

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	Obtaining Shareholder Opinions in Writing to Approve Decisions of the General Meeting of Shareholders [...] 2. The Board of Directors prepares the opinion poll, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and sends them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. [...]	Obtaining Shareholder Opinions in Writing to Approve Decisions of the General Meeting of Shareholders [...] 2. <u>The Company must announce information about the proposed last registration date for shareholders to exercise their rights to provide written opinions at least 10 days before the last registration date.</u> The Board of Directors prepares the opinion poll, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and sends them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. [...]	Circular 96/2020/TT-BTC	to clarify the deadline for announcing the last registration date for shareholders to exercise their rights when obtaining shareholder opinions in writing.
20	5. Shareholders may submit completed opinion forms to the company via mail, fax, or email according to the following provisions: a. Opinion forms sent to the company must be enclosed in sealed envelopes, and no one is authorized to open them before the counting process;	5. Shareholders may submit completed opinion forms to the company via mail, fax, or email under the following provisions: a. <u>In the case of submission by mail, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal</u>	Điều 149.4(a) của Luật Doanh Nghiệp 2020	Cập nhật quy định về gửi phiếu lấy ý kiến thông qua gửi thư.

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		<u>representative of the organizational shareholder.</u> The opinion form sent to the company must be enclosed in a sealed envelope, and no one is authorized to open it before the counting process.		
	Article 22. Minutes of the General Meeting of Shareholders 1. The General Meeting of Shareholders must have its proceedings recorded in minutes, which may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, and an additional version in a foreign language may also be made, with the following key contents: [...] i. Full name and signatures of the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, the minutes remain valid if signed by all other attending members of the Board of Directors and contain all required details as	Article 22. Minutes of the General Meeting of Shareholders 1. The General Meeting of Shareholders must have its proceedings recorded in minutes, which may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, and an additional version in a foreign language may also be made, with the following key contents: [...] i. Full name and signatures of the chairperson and the secretary. <u>In cases where (i) either the chairperson or the secretary, or (ii) both the chairperson and the secretary refuse to sign the minutes, the minutes remain valid if signed by all other</u>	Article 150.1(i) of the Law on Enterprises 2020	Amended to clarify the procedure for handling cases where the chairperson and/or the secretary refuse to sign the meeting minutes.

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	stipulated in this clause. The minutes must clearly state the refusal of the chairperson or secretary to sign the document	attending members of the Board of Directors and contain all required details as stipulated in this clause. The minutes must clearly specify the refusal <u>of (i) the chairperson or secretary, or (ii) both the chairperson</u> and the secretary to sign the document.		
21	Article 23. Request to Annul Resolutions of the General [...] [No provision specified]	Article 23. Request for Cancellation of Resolutions of the General Meeting of Shareholders [...] <u>In the event that part or all of a resolution of the General Meeting of Shareholders is canceled, the Board of Directors shall consider convening a new General Meeting of Shareholders at the earliest possible time to address issues arising from the canceled portion of the resolution.</u>		Add to clarify the handling method in case part or all of the resolutions of the General Meeting of Shareholders are canceled.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
22	Article 24. Composition and Term of the Board of Directors Members 1. The Board of Directors shall have at least three (03) members and no more than eleven (11) members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders. [...]	Article 24. Composition and Term of the Board of Directors Members 1. he Board of Directors shall have no fewer than three (03) members and no more than eleven (11) members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders, but must ensure the minimum number of independent members as stipulated in <u>Clause 4, Article 276 of Decree No. 155/2020/ND-CP, and at least half (½) of the</u> total number of Board members must be non-executive members. [...].	Article 137.1(b) of the 2020 Enterprise Law, Article 276.2 of Decree 155/2020/ND-CP, and Article 26.3 of the Model Charter in Appendix I attached to Circular 116/2020/TT-BTC.	Add to clarify the number of independent members of the Board of Directors and the number of non-executive members of the Board of Directors to align with good governance practices.
23	3. In cases where the number of Board of Directors candidates nominated and self-nominated does not meet the required number stipulated in Clause 2 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter and internal corporate governance regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Board members as	3. If the number of candidates for the Board of Directors, nominated or self-nominated, still does not meet the required number specified in Clause 2 of this Article, the incumbent Board of Directors must introduce additional candidates or organize nominations in accordance with the Company's Charter and internal corporate governance regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members in accordance with the law.	Article 115.5 of the 2020 Enterprise Law	Add wording to clarify the Board of Directors' responsibility for finding candidates. Add to clarify the types of documents

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	prescribed by law. Members of the Board of Directors must meet the qualifications and conditions as stipulated in the Law on Enterprises and internal corporate governance regulations.	Members of the Board of Directors must meet the qualifications and conditions stipulated by the Law on Enterprises, the internal corporate governance regulations, and the Board of Directors' organizational and operational regulations.		that members of the Board of Directors must comply with.
	[No provision specified].	<u>4. If candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates prior to voting. Candidates must provide a written commitment regarding the accuracy and truthfulness of their disclosed personal information and must pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected as Board members. The information related to the candidates for the Board of Directors to be disclosed includes:</u> [...]	Article 25.1(g) of the Model Charter in Appendix I attached to Circular No. 116/2020/TT-BTC	Update according to the model charter.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		f. Information regarding other companies where the candidate holds the position of a Board member, management titles, and any interests related to the companies of the Board of Directors candidate (if any); and		
	5. A member of the Board of Directors will lose their status as a Board member in the following cases of dismissal or replacement by the General Meeting of Shareholders: a. Cases of dismissal: (i.) Failing to meet the qualifications and conditions to be a member of the Board of Directors as stipulated by the Law on Enterprises: [...] b. Cases of removal:	5. A member of the Board of Directors will lose their status as a Board member in the following cases of dismissal, removal, or replacement by the General Meeting of Shareholders: a. Cases of dismissal: (i.) Failing to meet the qualifications and conditions to be a member of the Board of Directors as stipulated by the Law on Enterprises, <u>this Charter, the Internal Governance Regulations, or the Organization and Operations Regulations of the Board of Directors; or</u> [...]		Add to clarify the position of the standards and conditions for the members of the Board of Directors.

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	(i.) Failing to participate in the Board's activities for 6 consecutive months, except in cases of force majeure.	b. Cases of removal: (i.) Failing to participate in the activities of the Board of Directors for 6 consecutive months, except in cases of force majeure.		
	[No provision specified].	<u>6. A member of the Board of Directors will automatically lose their status as a Board member when one of the following events occurs:</u> <u>a. End of the term;</u> <u>b. Death or court declaration of death;</u> <u>c. Court declaration of being missing;</u> <u>d. Court declaration of losing civil capacity;</u> <u>e. Court declaration of having difficulties in perception or self-control of actions; or</u>		Add to clarify the cases in which a member of the Board of Directors automatically loses their status as a member of the Board of Directors.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>f. Court declaration of limited civil capacity..</u>		
	[No provision specified].	<u>1. The Board of Directors must convene a General Shareholders' Meeting to elect additional members of the Board of Directors in the following cases:</u> <u>a. The number of members of the Board of Directors is reduced by more than 1/3 compared to the number of members stipulated in this Charter. In this case, the Board of Directors must convene a General Shareholders' Meeting within 60 days from the date the number of members is reduced by more than 1/3.</u> <u>b. Except for the case specified in point a of this clause and Clause 3 of Article 13, the General Shareholders' Meeting shall elect a new member to replace any member of the Board of Directors who has been dismissed, removed, or no longer qualifies as a member of the Board of Directors at the nearest meeting.</u>		Add to clarify the cases for electing additional members to the Board of Directors when the number of members is reduced by more than 1/3.
	Article 25. Rights and Duties of the Board of Directors [...]	Article 25. Rights and Duties of the Board of Directors [...]		

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	2. The rights and duties of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties: [...] i. Approve contracts for the purchase, sale, lending, borrowing, and other contracts or transactions of the Company, except for contracts or transactions that fall under the authority of the General Meeting of Shareholders as prescribed in Clause 3, Article 167 of the Enterprise Law; Point d, Clause 1; Points h and k, Clause 3, Article 14; Clause 8, Article 35; Point b, Clause 9, Article 35 of this Charter. [...]	2. The rights and duties of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties: [...] i. Approve contracts for the purchase, sale, lending, borrowing, and other contracts or transactions of the Company, except for contracts or transactions that fall under the authority of the General Meeting of Shareholders as prescribed in Clause 3, Article 167 of the Enterprise Law; Point d, Clause 1; Points h and k, Clause 3, Article 14; Point b, Clause 7, Article 35; Clause 8, Article 35; and Point b, Clause 9, Article 35 of this Charter. [...] 1. <u>Decide on the organizational structure, policies, internal management regulations, and rules of the Company, except for regulations that fall under the authority of the General</u>		Chỉnh sửa tham chiếu. Add to clarify the types of documents that the Board of Directors can issue,

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	1. <u>Decide on the organizational structure, internal management regulations of the company, the establishment of subsidiaries, branches, representative offices, and investments in other businesses, including purchasing shares of other enterprises;</u> [...]	<u>Meeting of Shareholders; decide on matters related to subsidiaries, affiliated companies, branches, representative offices, including but not limited to the establishment and investment in other businesses, purchasing shares of other companies, except for matters falling under the authority of the General Meeting of Shareholders.</u> [...] <u>s. Cancel or modify decisions made by the CEO if such decisions cause or potentially cause conflicts of interest, are not in the best interest of the Company, or are contrary to legal regulations, the Charter, or the Company's internal regulations and rules.</u> <u>t. Issue resolutions requiring the CEO to carry out matters within the CEO's authority as instructed or guided by the Board of Directors.</u> <u>u. Other rights and duties as prescribed by the</u>		and the issues that the Board of Directors can decide regarding subsidiaries, affiliated companies, branches, and representative offices. Add to allow the Board of Directors to have the basis to cancel/modify decisions made by the CEO if the CEO's decisions are detrimental to the company. Add to ensure that the CEO performs the duties within their authority correctly.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	<i>s. Other rights and duties as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter.</i>	<u>Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter, internal regulations and rules, resolutions of the General Meeting of Shareholders, and rights not clearly specified as belonging to the General Meeting of Shareholders and the CEO.</u>		Add to align with the actual operational practices.
24	4. Unless otherwise prescribed by law, the Board of Directors may delegate to subordinate employees and/or the executive representative to handle tasks on behalf of the Company.	4. Unless otherwise prescribed by law, the Board of Directors may delegate or assign powers to the Chairman of the Board, Board members, subordinate employees, the CEO, other executives, committees of the Board, or other entities to perform one or more responsibilities and powers within their authority. The delegation or assignment must be for the best interests of the Company, expressed through a resolution, and clearly specify the entity, content, duration, and conditions of the delegation or assignment. Entities receiving delegated or assigned powers from the Board may not further delegate or assign these powers to others unless approved by the		Add a delegation mechanism for the Board of Directors to create flexibility in the company's governance and operations.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		Board.		
	7. Board members holding executive positions (including Chairman or Vice Chairman), or board members working in committees of the Board, or carrying out other duties which, in the opinion of the Board, are beyond the usual scope of a Board member's role, may receive additional remuneration in the form of a lump sum fee per instance, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.	7. Board members holding executive positions (including Chairman or Vice Chairman), or Board members working in committees or departments supporting the activities of the Board, or performing tasks that, in the Board's view, fall outside the usual scope of a Board member's duties, may receive additional remuneration in the form of a lump sum payment per instance, salary, commission, profit percentage, or other forms as decided by the Board.		Add to clarify that Board members may work in committees, subcommittees, and/or other supporting units/departments of the Board of Directors.
	9. Board members have the right to request the CEO, Deputy CEO, and other executives to provide information and documents regarding the company's financial situation, business operations, and the operations of the company's subsidiaries and branches (if any). The requested parties must provide timely, complete, and accurate information and documents as required by the board member.	9. Board members have the right to request the CEO, Deputy CEO, and other managers to provide information and documents regarding the financial status and business operations of the Company and its subsidiaries, branches (if any). The person being requested must provide the required information and documents in a timely, complete, and accurate manner as requested by the board member.	Article 159.1 of the 2020 Enterprise Law	Update for consistency.
	Article 26. Chairman and Vice Chairman of the Board of Directors 1. The Chairman of the Board of Directors is	Article 26. Chairman and Vice-Chairman of the Board of Directors 1.The Chairman of the Board of Directors is		Add clarification to ensure that the Board of Directors is not

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	elected, dismissed, or removed by the Board of Directors from among its members. The Chairman of the Board of Directors cannot concurrently hold the position of CEO. The Executive Vice Chairman of the Board or other Vice Chairmen are elected, dismissed, or removed by the Board of Directors from among its members. The number of Vice Chairmen is determined by the Board of Directors for each period.	elected, dismissed, or removed by the Board of Directors from among its members. The Chairman of the Board of Directors cannot concurrently hold the position of Chief Executive Officer (CEO) <u>The Permanent Vice-Chairman of the Board of Directors (if any) or the Vice-Chairmen of the Board of Directors (if any) are elected, dismissed, or removed by the Board of Directors from among its members. The number of Vice-Chairmen of the Board of Directors shall be determined by the Board of Directors from time to time.</u>		required to have a Vice Chairman or Standing Vice Chairman of the Board of Directors.
25	2. The Chairman of the Board of Directors has the following rights and duties: [...] f. Other rights and duties as stipulated by the Law on Enterprises.	2. The Chairman of the Board of Directors has the following rights and duties: [...] f. Other rights and duties as stipulated by the Law on Enterprises, resolutions of the General Shareholders' Meeting, the Board of Directors, these Articles of Association, and the internal regulations and policies of the Company. <u>3. The Chairman of the Board of Directors has the right to delegate, authorize, or assign</u>		Add to ensure consistency.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>powers to members of the Board of Directors, Executives, Committees of the Board of Directors, and/or other entities to perform one or more responsibilities and powers within their authority.</u>		
	[No provision specified].	3. <u>The Chairman of the Board of Directors has the right to delegate, authorize, or assign powers to members of the Board of Directors, Executives, Committees of the Board of Directors, and/or other entities to perform one or more responsibilities and powers within their authority.</u>		Add a mechanism for the delegation, assignment, and granting of authority by the Chairman of the Board of Directors to create flexibility in the company's governance and management.
	4. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing the Standing Vice Chairman of the Board of Directors or another member to exercise the rights and duties of the Chairman of the Board of Directors. [...].	4. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing the Standing Vice Chairman of the Board of Directors or another member of the Board of Directors to exercise the rights and duties of the Chairman of the Board of Directors. [...].		Add wording to clarify the content.
	5. In case the Chairman of the Board of Directors	6. In case the Chairman of the Board of Directors		Add wording to clarify

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	resigns or is dismissed, the Board of Directors must elect a replacement within thirty (30) days from the date of receiving the resignation letter or the dismissal notice.	resigns, no longer holds the status of a Board member, or is dismissed, the Board of Directors must elect a replacement within thirty (30) days from the date of receiving the resignation letter, the date the <u>Chairman no longer holds the status of a Board member, or the date of dismissal.</u>		the timing of re-electing the Chairman of the Board of Directors
	Article 27. Proxy to Attend Board of Directors Meetings Members must attend all meetings of the Board of Directors. A member of the Board of Directors may delegate another person to attend the Board of Directors meeting if approved by the majority of the Board members.	Article 27. Proxy to Attend and Vote at Board of Directors Meetings Members must attend all meetings of the Board of Directors. A member of the Board of Directors may only delegate another member of the Board to attend and vote at the meeting if approved by the majority of the Board members.	Article 157.11 of the 2020 Enterprise Law and Article 30.11 of the Sample Charter in Appendix I attached to Circular 116/2020/TT-BTC.	☐ Update according to the company's current situation. ☐ Add wording to clarify the authorization of attendance and voting by Board members.
26	Article 28. Board of Directors Meetings [...]	Article 28. Board of Directors Meetings [...]		Adjust to align with Article 27 of the Charter.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	5. A member of the Board of Directors is considered to be present and voting at a meeting if they meet one of the following conditions: [...] b. Authorizing another person to attend and vote on their behalf as per the provisions of Article 27 of this Charter;	5. A member of the Board of Directors is considered to be present and voting at a meeting if they meet one of the following conditions: [...] b. Authorizing another member of the Board of Directors to attend the meeting and vote on their behalf as per the provisions of Article 27 of this Charter;		
27	10. Voting [...] b. A member of the Board of Directors is not allowed to vote on contracts or transactions that benefit themselves or individuals related to them as per legal regulations. The member will not be counted as part of the minimum number of attendees required to hold a Board of Directors	10. Voting [...] b. Board members or their authorized representatives (if any) are not allowed to vote on contracts or transactions that benefit the member or related parties, in accordance with legal regulations. The Board member or their authorized representative (if any) will not be counted as part		Added terms to clarify the voting rights of Board members and their authorized representatives.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	meeting regarding decisions on which the member cannot vote; c. According to the provisions in Clause 10d of Article 28, when an issue arises during a meeting of the Board of Directors related to the level of interest of a Board member or concerning the voting rights of a member, and these issues cannot be resolved by the voluntary relinquishment of the member's voting rights, the issue will be referred to the meeting chairperson, and the chairperson's ruling regarding all other members of the Board of Directors will be considered as the final decision, except in cases where the nature or scope of the related member's interest has not been adequately disclosed; [...] [No provision]	of the minimum required quorum to hold a Board meeting for decisions on matters the member is not entitled to vote on. c According to the provisions of Clause 10d, Article 28, a member with a related interest is not allowed to vote, unless the nature or scope of the interest has not been properly disclosed: <u>e. The Board of Directors has the right to decide to invite others to attend the Board meeting. The invited attendees have the right to discuss and express opinions but are not allowed to vote.</u>	Article 167.2 of the 2020 Enterprise Law	Revised to comply with the principle of the Enterprise Law: a member with a related interest is not allowed to vote. Added clarification on the expanded composition of the Board meeting and the

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
				entity with the authority to decide on this composition.
28	11. Disclosure of Interest. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is about to be signed with the Company and is aware of having an interest in it must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the matter of entering into the contract or transaction. Alternatively, the member may disclose it at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the transaction or contract in question.	11. Disclosure of Interest: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is about to be signed with the Company, and is aware of having an interest in it, or uses their position at the Company to carry out transactions that benefit themselves, must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the issue of entering into the contract or transaction. Alternatively, the member may disclose this at the first Board meeting held after the member becomes aware that they have or will have an interest in the related transaction or contract.		Added clarification on transactions that Board members are required to disclose.
	12. Resolutions and Decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of a tie vote, the final decision rests with the opinion of the Chairman of the Board of Directors.	12. Resolutions and Decisions of the Board of Directors are passed if approved by the majority of members present and entitled to vote. In the case of a tie vote, the final decision rests with the opinion of the Chairman of the Board of Directors or a person authorized by the Chairman. <u>If the Chairman of the Board of Directors does not have voting rights and the votes are tied, the issue will not be approved. To clarify, the</u>	Article 157.12 of the 2020 Enterprise Law	Add to clarify that the approval ratio of the Board of Directors' resolutions is calculated solely based on the votes of the members of the Board of Directors who attend the meeting and

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>the minutes in a foreign language, the content of the minutes in Vietnamese shall prevail.</u>		both Vietnamese and foreign languages.
	<i>15. The Board of Directors may establish committees to support its activities. The number of members in each committee shall be determined by the Board of Directors. The Board of Directors shall specify the establishment process of the committees, the responsibilities of each committee, and the duties of committee members. The committees' operations must comply with the regulations of the Board of Directors. The resolutions of the committees are only valid when approved by the majority of members present and voting at the committee meeting.</i> <i>The implementation of decisions made by the Board of Directors or any committee under the Board of Directors must be in accordance with the current legal regulations, the company's charter, and the internal governance regulations.</i>	<u>15. The Board of Directors may establish committees, boards, or units/departments to support its activities. The number, term, standards, and conditions for members of each committee, board, or unit/department shall be determined by the Board of Directors. The Board of Directors shall issue an organizational and operational regulation that details the establishment of committees, boards, or supporting units/departments, the responsibilities of each committee, the duties of committee members, the organizational structure, meeting organization and voting procedures, decision-making processes, remuneration, evaluation, and other issues related to the operation of the committee, board, or supporting units/departments. The operations of the committees must comply with the regulations of the Board of Directors.</u> <u>The implementation of decisions made by the Board of Directors or any committee, board, or</u>	Article 31.1 of the Model Charter in Appendix I attached to Circular No. 116/2020/TT-BTC	Added subcommittees, boards, or other assisting units of the Board of Directors to provide flexibility for the Board in establishing additional support departments in the future.

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		<u>supporting unit/department under the Board of Directors must comply with the current legal regulations, the company's charter, and the internal governance regulations.</u>		
	VIII. CEO in Charge, Other Executives, and Company Secretary	VIII. CEO, Other Executives, and Company Secretary		Adjusted terminology to align with the title "Tổng Giám đốc" (General Director) for consistency and to reflect proper designation.
29	Article 31: Company Executives [...] 2. The salary, benefits, and other terms of the employment contract for the General Director shall be determined by the Board of Directors. Contracts for other executives shall be determined by the Board of Directors after consulting with the General Director.	Article 31: Company Executives [...] 2. The salary, benefits, and other terms of the contract for the General Director shall be determined by the Board of Directors. Contracts for other executives shall be determined by the Board of Directors after consulting with the General Director.	Article 162.1 of the Law on Enterprises 2020	Updated terminology from “employment contract” to “contract” concerning the General Director to align with practical application.
30	3. The salaries of managers shall be included in the Company's operating expenses in accordance with the provisions of corporate income tax law. They shall be presented as a	3. The salaries of managers and executives shall be included in the Company's operating expenses in accordance with the provisions of corporate income tax law. They shall be presented as a	Article 34.4 of the Model Charter in Appendix I attached to	Ensures consistent terminology and structure in line with

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	separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders during the annual meeting.	separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders during the annual meeting	Circular No. 116/2020/TT-BTC	the Model Charter.
	Article 32: Appointment, Dismissal, Duties, and Powers of the General Director [...] 2. The term of the General Director shall not exceed five (5) years and may be renewed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated by law and the company's Charter.	Article 32: Appointment, Dismissal, Duties, and Powers of the General Director [...] 2. The term of the General Director shall not exceed five (5) years and may be renewed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated by law and the following additional conditions unless otherwise decided by the Board of Directors: <u>a. Possess professional qualifications and practical experience in company management;</u> <u>b. Neither the General Director nor their related persons shall act as consultants, employees, investors, shareholders, or managers at any company operating in the</u>	Article 162.5 of the Law on Enterprises 2020	Added additional standards and conditions applicable to the General Director for enhanced governance and regulatory compliance.

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		<u>same industry as the Company; and</u> <u>c. Neither the General Director nor their related persons shall hold 5% or more of the charter capital in any other company operating in the agricultural sector, except for the Company's subsidiaries and affiliates.</u>		
31	3. The General Director has the following powers and responsibilities: [...] b. b. Implement the resolutions and decisions of the Board of Directors; [...] [No provision].	3. The General Director has the following powers and responsibilities: [...] b. Organize the implementation of resolutions and decisions of the Board of Directors; [...] <u>j. Refuse to implement resolutions or decisions of the Board of Directors if there is clear evidence that such resolutions or decisions conflict with or violate the law, the Charter, or</u>		Add the rights of the General Director as the Board of Directors has

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	j. Other rights and obligations as stipulated by law, the company's charter, and the resolutions and decisions of the Board of Directors.	<u>the company's internal regulations and policies, and promptly notify the Board of Directors of the refusal; and</u> k. Other rights and obligations as prescribed by law, the company's Charter, resolutions, and decisions of the General Meeting of Shareholders, the Board of Directors, and the company's internal regulations and policies.	Article 162.3(b) of the Law on Enterprises 2020	the authority to direct the General Director to carry out tasks within the General Director's jurisdiction. Updated to reflect practical requirements.
	[No provision].	<u>4. The General Director has the authority to delegate, delegate authority, or assign responsibilities to other managers and/or entities to perform one or more duties and powers within their jurisdiction.</u>		Updated to reflect practical requirements.
	4. The General Director is accountable to the Board of Directors and the General Shareholders' Meeting for the execution of the assigned duties and powers, and must report to these bodies when required.	5. Reporting to the Board of Directors and shareholders. The General Director is accountable to the Board of Directors for the execution of the assigned duties and powers and must report to these bodies when required.	Article 162.2 of the 2020 Enterprise Law	Updated in accordance with legal provisions.
	IX.RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF	IX. RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF		Revised to align with other provisions in

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	DIRECTORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES OF THE COMPANY	DIRECTORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS OF THE COMPANY		Chapter IX.
32	Article 34. Duty of Care Members of the Board of Directors, the General Director, and other executives are responsible for performing their duties, including those as members of the Board's Committees, in good faith for the best interests of the Company and with the level of care that a prudent person should exercise when holding a similar position and under similar circumstances.	Article 34. Duty of Care Members of the Board of Directors, the General Director, and other managers are responsible for performing their duties, including those as members of the committees, sub-committees, and support units of the Board of Directors, in good faith for the best interests of the Company and with the level of care that a prudent person should exercise when holding a similar position and under similar circumstances.	Article 165.1(b) of the 2020 Enterprise Law	Updated according to legal provisions. Added terms for consistency with other provisions.
33	Article 35. Duty of Honesty and Avoidance of Conflicts of Interest 1. Members of the Board of Directors, the General Director, and other executives must disclose related interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.	Article 35. Duty of Honesty and Avoidance of Conflicts of Interest 1. Members of the Board of Directors, the General Director, and other managers must disclose related interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.	Article 164 of the Enterprise Law 2020, Articles 291 and 293 of Decree 155/2020/ND-CP, and Article 47 of the Model Charter in Appendix I	Addition of terms to ensure consistency with other provisions.

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			attached to Circular 116/2020/TT-BTC.	
34	2. Members of the Board of Directors, the General Director, other executives, and individuals related to these members may only use information obtained through their positions to serve the interests of the public company.	2. Members of the Board of Directors, the General Director, other managers, and individuals related to these members may only use information obtained through their positions to serve the interests of the Company.	Article 164 of the Law on Enterprises 2020, Articles 291 and 293 of Decree 155/2020/ND-CP, and Article 47 of the model Charter in Appendix I attached to Circular 116/2020/TT-BTC Article 293.3(b) of Decree 155/2020/ND-CP	Updates aligned with operational conditions
	3. Members of the Board of Directors, the General Director, and other executives are obligated to provide written notice to the Board of Directors and the Audit Committee regarding transactions between the Company, its subsidiaries, or companies controlled by the Company with over 50% charter capital, and these individuals or their related parties, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these	3. Members of the Board of Directors, the General Director, and other managers are obligated to provide written notice to the Board of Directors and the Audit Committee regarding transactions between the Company, its subsidiaries, or companies controlled by the Company with over 50% charter capital, and these individuals or their related parties, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in compliance with the		

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	resolutions in compliance with the securities laws on information disclosure.	securities laws on information disclosure.		
	5. Members of the Board of Directors, the General Director, other executives, and individuals related to these persons are prohibited from using or disclosing insider information to others for conducting related transactions.	5. Members of the Board of Directors, the General Director, other managers, and individuals related to these persons are prohibited from using or disclosing insider information to others for conducting related transactions.		
	8. The Company may only carry out the following transactions upon approval by the General Meeting of Shareholders: a. Granting loans or providing guarantees to members of the Board of Directors, the General Director, or other executives who are not shareholders, as well as to individuals or organizations related to these persons. In cases where loans or guarantees are provided to organizations related to members of the Board of Directors, the General Director, or other	8. The Company may only carry out the following transactions upon approval by the General Meeting of Shareholders: a. Granting loans or providing guarantees to members of the Board of Directors, the General Director, or other managers who are not shareholders, as well as to individuals or organizations related to these persons; In cases where loans or guarantees are provided to organizations related to members of the Board of Directors, the General Director, or other		

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	executives, and the Company and those organizations are part of the same corporate group or operate as a group of companies (including parent-subsidary companies or economic groups), such transactions fall under the approval authority of the Board of Directors.	managers, and the Company and those organizations are part of the same corporate group or operate as a group of companies (including parent-subsidary companies or economic groups), such transactions fall under the approval authority of the Board of Directors.		
	7. The Company is not allowed to provide loans or guarantees to related parties of a shareholder who is an organization, except in cases where the Company and the organization related to the shareholder are companies within the same group or companies operating as a group, including parent companies - subsidiaries, economic conglomerates, and this transaction must be approved by the General Meeting of Shareholders..;	7. The Company is not allowed to provide loans or guarantees to related parties of a shareholder who is an organization, except in cases where the Company and the organization related to the shareholder are companies within the same group or companies operating as a group, including parent companies - subsidiaries, economic conglomerates, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors, specifically: a. The Board of Directors approves transactions under Clause 7 of this Article with a value less than 50% of the total asset value recorded in the most recent financial statement and which do not result in a total transaction value arising within 12 months from the date of the first transaction reaching 50% or more of the total asset value in the most recent financial statement;		

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		and b. Except in cases specified in point (a) of this Clause, the General Meeting of Shareholders approves the transactions specified in Clause 7 of this Article		
	9. Transactions between the Company and one of the following parties: (i) Members of the Board of Directors, the CEO, other executives, and their related parties; Shareholders, authorized representatives of shareholders owning more than 10% of the total common shares of the company, and their related parties; Enterprises related to the parties specified in Clause 2, Article 164 of the Enterprise Law, shall not be invalid in the following cases: a. For transactions with a value less than 35% of the total asset value as stated in the most recent financial statement and not leading to a total transaction value arising within 12 months from the date of the first transaction exceeding 35% of the total asset value as stated in the most recent financial statement: The important contents of the contract or transaction, as well as	9. Transactions between the Company and any of the following parties: (i) Members of the Board of Directors, the CEO, other executives, and their related parties; (ii) Shareholders, authorized representatives of shareholders owning more than 10% of the total common shares of the company, and their related parties; (iii) Enterprises related to the parties specified in Clause 2, Article 164 of the Enterprise Law, shall not be invalid in the following cases: a. For transactions with a value less than 35% of the total asset value as recorded in the most recent financial statement, and not resulting in a total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value in the most recent financial statement: The essential contents of the contract or transaction, as well as the relationships	Article 167.2 and Article 167.4 of the 2020 Enterprise Law	Update status

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	the relationships and interests of the members of the Board of Directors, the CEO, other executives, and related parties, have been reported to the Board of Directors and approved by the majority of the Board members with no conflicting interests; b. For transactions with a value of 35% or more, or transactions that lead to a total transaction value arising within 12 months from the date of the first transaction exceeding 35% of the total asset value as stated in the most recent financial statement: The important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the CEO, other executives, and related parties, have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by shareholders with no conflicting interests.	and interests of the members of the Board of Directors, the CEO, other executives, and related parties, must be reported by the Company's representative who signed the contract or transaction to the Board of Directors, along with the draft of the contract or main contents of the transaction, and approved by the Board of Directors by a majority vote of the Board members with no conflicting interests within 15 days from the date of receiving the notification; b. For transactions with a value of 35% or more, or transactions that lead to a total transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the total asset value in the most recent financial statement: The essential contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the CEO, other executives, and related parties, must be reported by the Company's representative who signed the contract or transaction to the Board of Directors, and presented by the Board of Directors to the General Meeting of Shareholders for approval by voting of shareholders with no conflicting interests.		

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	[No Provision]	<u>10. For contracts and transactions not signed between the Company and the parties specified in Section 9 of this Article, but with reasonable grounds to prove that they benefit the parties specified in Section 9 of this Article: the Company's representative who signs the contract or transaction, knowing about this content, must notify the Board of Directors and attach the draft contract or key content of the transaction. The Board of Directors will approve the contract or transaction with the majority vote of the members of the Board of Directors who have no related interests within 15 days from the date of receiving the notification.</u>		Added to clarify the processing method for transactions benefiting related parties.
	Article 37. Right to Investigate Books and Records 1. [...] b. Shareholders or a group of shareholders owning 5% or more of the total ordinary shares have the right to review, inspect, and make extracts from the minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports from the Audit	Article 37. Right to Investigate Books and Records 1. [...] b. Shareholders or a group of shareholders owning 5% or more of the total ordinary shares have the right to review, inspect, and make extracts from the minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports from the Audit Committee at the	Article 49.4 of the sample Charter in Appendix I attached to Circular 116/2020/TT-BTC	Update the information to ensure consistency.

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	Committee, contracts, transactions requiring Board approval, and other documents, except for documents related to the Company's trade secrets or business confidential information. 4. The Company must keep this Charter and any amendments or supplements to the Charter, the Certificate of Business Registration, regulations, documents confirming the Company's asset ownership, minutes of meetings of the General Meeting of Shareholders and Board of Directors, annual financial reports, accounting books, and any other documents required by law at the head office or another location as decided by the Board of Directors.	annual General Meeting of Shareholders, contracts, transactions requiring Board approval, and other documents, except for documents related to the Company's trade secrets or business confidential information as determined by the provisions and internal regulations of the Company issued by the Board of Directors. 4. The Company must keep this Charter and any amendments or supplements to the Charter, the Certificate of Business Registration, regulations, documents confirming the Company's asset ownership, minutes of meetings, resolutions of the General Meeting of Shareholders and Board of Directors, reports from the Board of Directors, annual financial reports, accounting books, and any other documents required by law at the head office or another location as decided by the Board of Directors.		
35	Article 39. Dividends [...] 2. In accordance with legal provisions, the Board	Article 39. Dividends [...] 2. Based on legal regulations, the Board of		Add provisions on how to handle situations where the interim dividend exceeds the dividend amount approved by the General Meeting of

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	of Directors may decide to pay interim dividends if it considers such payment to be in line with the Company's profitability	Directors may decide to pay interim dividends if it is deemed appropriate according to the Company's profitability, <u>provided that the interim dividends do not exceed the dividend level approved by the General Meeting of Shareholders for that year.</u>		Shareholders
36	Article 42. Establishment of Funds After fulfilling tax obligations and other financial duties as prescribed by law, and having fully settled (or set aside sufficient funds to settle) debts and other financial obligations that are due, depending on the business situation and in compliance with legal provisions, the Company shall establish the Reward and Welfare Fund, the Development Investment Fund, the Reserve Fund for Supplementary Charter Capital, and other funds as decided by the General Meeting of Shareholders. The allocation of these funds shall be determined by the General Meeting of Shareholders. The Board of Directors shall be responsible for deciding the use of these funds in accordance with the allocation approved by the General Meeting of Shareholders.	Article 42. Establishment of Funds After fulfilling tax obligations and other financial duties as prescribed by law, and having fully settled (or set aside sufficient funds to settle) debts and other financial obligations that are due, depending on the business situation and in compliance with legal provisions, the Company shall establish the Reward and Welfare Fund, the Development Investment Fund, the Reserve Fund for Supplementary Charter Capital, and other funds as decided by the General Meeting of Shareholders. The allocation of these funds shall be determined by the General Meeting of Shareholders based on a proposal made by the Board of Directors. The Board of Directors shall be responsible for controlling, managing, and utilizing these funds in accordance with the allocation approved by the General Meeting of		Added wording to clearly specify which entity is responsible for preparing the fund allocation proposal, as well as for controlling and managing these funds.

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		Shareholders.		
37	Article 46. Audit 1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these companies to conduct the audit of the Company's financial statements for the following financial year based on terms and conditions agreed with the Board of Directors.	Article 46. Audit 1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the next financial year based on the terms and conditions agreed with the Board of Directors.	Article 57 of the Model Charter attached as Appendix I to Circular 116/2020/TT-BTC	Updated in accordance with the model charter.
38	Article 49. Deadlock Between Members of the Board of Directors and Shareholders [Entire content of Article 49 of the Charter].	Article 49. [Deleted]		Article 49 has been deleted as it is no longer relevant.
39	Article 52. Internal Dispute Resolution 1. In the event of a dispute or claim relating to the Company's activities or the rights of shareholders arising from the Charter, or from any rights or obligations stipulated by the Law on Enterprises, other laws, <u>or agreements between:</u> a. A shareholder and the Company; or	Article 52. Internal Dispute Resolution 1. In the event of disputes or complaints related to the Company's operations or the rights of shareholders arising from the Charter, or any rights or obligations stipulated by the Law on Enterprises, other laws, or agreements , between: a. A shareholder and the Company; or	Article 62 of the Model Charter in Appendix I attached to Circular No. 116/2020/TT-BT	Adjusted wording to expand the scope of

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
	b. A shareholder and the Board of Directors, members of the Board of Directors, the General Director, <i>or other executives</i>. The parties involved shall endeavor to resolve such disputes through negotiation and <u>mediation</u>. Unless the dispute involves the <u>Board of Directors</u> or the Chairman of the Board of Directors, the Chairman shall preside <u>over the dispute resolution process</u> and request each party to present relevant facts regarding the dispute within 20 working days from the date the dispute arises. <u>In the event the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the economic court to appoint an independent expert to act as an arbitrator for the dispute resolution process.</u>	b. A shareholder and the Board of Directors, members of the Board of Directors, the General Director, or other managers. The parties involved shall endeavor to resolve such disputes through negotiation. Unless the dispute involves the Chairman of the Board of Directors, the Chairman shall preside over the negotiation process and request each party to present relevant facts regarding the dispute within 20 working days from the date the dispute arises.		shareholders' rights. Clarified that shareholders may initiate disputes with members of the Board of Directors. Removed the mediation mechanism to simplify the dispute resolution process.
40	2. If no decision is reached through mediation within six (6) weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, either party may bring the dispute to Arbitration or	2. If no agreement is reached within six (6) weeks from the commencement of the negotiation process, either party may bring the dispute to Arbitration or Court.	Article 62.2 of the Model Charter in Appendix I attached to Circular No.	Revised in accordance with Article 52.1 of the Charter.

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	Court.		116/2020/TT-BTC	
	3. Each party shall bear its own costs related to the negotiation and mediation process. Court costs shall be determined by the Court as to which party is responsible.	3. Each party shall bear its own costs related to the negotiation and dispute resolution process.		Adjusted to align with the content of the preceding clauses.
	[No Provision]	XIX. RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES		
	[No Provision]	<u>Article 53. Rights, Obligations, and Responsibilities of the Company Toward Its Subsidiaries</u> <u>1. The Company shall exercise its rights and fulfill its obligations as a member, owner, or shareholder in relation to its subsidiaries in accordance with the law and the agreements between the Company and its subsidiaries.</u> <u>2. Contracts, transactions, and other relationships between the Company and its subsidiaries must be established and executed independently and equitably under the</u>	Articles 14, 15, and 196 of the 2020 Law on Enterprises	To clarify the responsibilities of the Company toward its subsidiaries in the context of the Company being the parent of a group of companies..

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>conditions applicable to independent legal entities.</u> <u>3. If the Company intervenes beyond its authority as a member, owner, or shareholder and compels a subsidiary to engage in business activities contrary to standard business practices or undertake unprofitable activities without reasonable compensation during the relevant fiscal year, causing damage to the subsidiary, the Company shall be liable for such damages.</u> <u>4. The Company and its corporate managers shall bear responsibility under the provisions of the Law on Enterprises for intervening to compel subsidiaries to engage in business activities as specified in Clause 3 of this Article.</u>		
	[No Provision]	<u>Article 54. Consolidated Financial Statements of the Company and Its Subsidiaries</u> <u>1. At the end of the fiscal year, in addition to the reports and documents required by law, the Company must prepare the following reports:</u>	Article 197 of the 2020 Law on Enterprises	To include principles regarding the consolidation of financial statements between the parent

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>a. Consolidated financial statements of the Company in accordance with accounting laws and regulations;</u> <u>b. BA consolidated report on the annual business results of the Company and its subsidiaries;</u> <u>c. A consolidated report on the management and operational activities of the Company and its subsidiaries.</u> <u>2. When requested by the legal representative of the Company, the legal representative of the subsidiaries must provide the reports, documents, and necessary information as prescribed to prepare the consolidated financial statements and consolidated reports of the Company and its subsidiaries.</u> <u>3. The person responsible for preparing the Company's reports shall use the reports stipulated in Clause 2 of this Article to prepare</u>		company and its subsidiaries as a basis for issuing detailed regulations.

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>the consolidated financial statements and consolidated reports of the Company and its subsidiaries, provided there is no suspicion that the reports submitted by the subsidiaries contain false, inaccurate, or fraudulent information.</u> <u>4. The person responsible for preparing the reports specified in Clause 1 of this Article shall not prepare or submit such reports unless all financial statements of the subsidiaries have been fully received. If the Company's management has taken all necessary measures within their authority but still fails to receive the required reports, documents, and information from the subsidiaries, the Company's management shall proceed to prepare and submit the consolidated financial statements and consolidated reports of the Company and its subsidiaries. These reports may include or exclude information from the non-compliant subsidiary, but necessary explanations must be provided to avoid misunderstandings or misinterpretations.</u> <u>5. Annual financial settlement reports,</u>		

No.	Current content in the document	Proposed amendments and additions	Legal Basis	Reason for Amendment
		<u>consolidated financial statements, and consolidated reports of the Company and its subsidiaries must be stored at the Company's headquarters.</u>		
	Article 54. Effective Date 1. This Charter, consisting of XX chapters and 56 articles, has been unanimously amended and approved by the General Meeting of Shareholders of Thành Thành Công – Biên Hòa Joint Stock Company in accordance with the valid resolution of the General Meeting of Shareholders <u>No. 01/2023/NQ-ĐHĐCĐ dated May 11, 2023, and the resolution of the Board of Directors No. 118a/2023/NQ-HĐQT dated June 22, 2023</u> , thereby granting full approval of the effective implementation of this Charter.	Article 54. Effective Date 1. This Charter, consisting of XX chapters and 56 articles, has been unanimously amended and approved by the General Meeting of Shareholders of Thành Thành Công – Biên Hòa Joint Stock Company in accordance with the valid resolution of the General Meeting of Shareholders No. [...], thereby granting full approval of the effective implementation of this Charter.		Revised based on actual circumstances.
41	<u>Article 55. Signature of the Legal Representative of the Company</u>	To be omitted.		Typographical error corrected.

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