

APPENDIX 1
AMENDMENT ON PROPOSED CHARTER 2021
(attached with the Proposal to the General Meeting of Shareholders dated 23/12/2021)

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
1.	Article 1. Definition		
	<p>Charter Capital means the total capital of the Company as adjusted in accordance with the terms of this Charter which includes the amount of capital contributed by the Shareholders or undertaken to be contributed by the Shareholders.</p> <p>Default Interest Rate means a rate equal to 150% of the basic interest rate announced by the State Bank of Vietnam at the relevant time.</p> <p>Law on Enterprises means the Law on Enterprises passed by Legislature XIII of the National Assembly of the Socialist Republic of Vietnam at its 8th session on 26 November 2014 and as amended from time to time.</p> <p>Related Party Transaction means any transaction, arrangement or agreement, including a loan, an agreement for the sale or purchase of assets, an agreement to provide services, an agreement for the sale or purchase of shares in the Company, a guarantee or any other contingent liability, entered into between the Company and any of the following: (a) a Shareholder with a Shareholding Percentage of 10% or more;</p>	<p>Charter Capital means the total capital of the Company as adjusted in accordance with the terms of this Charter which includes the amount of capital contributed by the Shareholders or undertaken to be contributed by the Shareholders.</p> <p>Default Interest Rate means a rate equal to 150% of the basic interest rate announced by the State Bank of Vietnam at the relevant time.</p> <p>Law on Enterprises means the Law on Enterprises passed by Legislature XIV of the National Assembly of the Socialist Republic of Vietnam at its 9th session on 17 June 2020 and as amended from time to time.</p> <p>Related Party Transaction means any transaction, arrangement or agreement, including a loan, an agreement for the sale or purchase of assets, an agreement to provide services, an agreement for the sale or purchase of shares in the Company, a guarantee or any other contingent liability, entered into between the Company and any of the following: (a) a Shareholder with a Shareholding Percentage of 10% or more;</p>	<p>To comply with the Law on Enterprises and the needs of the <i>(adding the title of Chief Financial Officer)</i></p>

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	<p>(b) an Authorised Representative of a Shareholder in paragraph (a);</p> <p>(c) a BOM Member</p> <p>(d) the BOM Chairman;</p> <p>(e) the Chief Executive Officer;</p> <p>(f) the Deputy Chief Executive Officer;</p> <p>(g) the Chief Accountant;</p> <p>(h) any Related Person of the Company;</p> <p>(i) any Related Person of any of the persons listed in (a) to (g) above;</p> <p>(j) any enterprise in which any of the persons listed from (d) to (g) above or a member of the Inspection Committee or any other manager of the Company owns any shares or contributed capital; and</p> <p>(k) any enterprise in which the Related Persons of any of the persons listed from (d) to (g) above or a member of the Inspection Committee or any other manager of the Company, jointly or separately own shares or contributed capital representing 35% of the total charter capital of such enterprise.</p> <p><i>(Chief Financial Officer is not specified)</i></p> <p>Simple Majority Shareholder Resolution means the affirmative approval of Shareholders who cast, individually or in aggregate, more than 51% of the total votes of Shareholders who are entitled to vote</p>	<p>(b) an Authorised Representative of a Shareholder in paragraph (a);</p> <p>(c) a BOM Member</p> <p>(d) the BOM Chairman;</p> <p>(e) the Chief Executive Officer;</p> <p>(f) the Deputy Chief Executive Officer</p> <p>(g) the Chief Financial Officer;</p> <p>(h) the Chief Accountant;</p> <p>(i) any Related Person of the Company;</p> <p>(j) any Related Person of any of the persons listed in (a) to (h) above;</p> <p>(k) any enterprise in which any of the persons listed from (c) to (h) above or a member of the Inspection Committee or any other manager of the Company owns any shares or contributed capital; and</p> <p>(l) any enterprise in which the Related Persons of any of the persons listed from (c) to (h) above or a member of the Inspection Committee or any other manager of the Company, jointly or separately own shares or contributed capital representing 10% of the total charter capital of such enterprise.</p> <p>Chief Financial Officer means the chief financial officer of the Company appointed under article Error! Reference source not found.</p> <p>Simple Majority Shareholder Resolution means the affirmative approval of Shareholders who cast, individually or in aggregate, more than 50% of the total votes of Shareholders who are entitled to vote</p>	

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	<p>on the matter at the relevant General Meeting of Shareholder.</p> <p>Special Majority Shareholder Resolution means the affirmative approval of Shareholders who cast, individually or in aggregate, more than 65% of the total votes of Shareholders who are entitled to vote on the matter at the relevant General Meeting of Shareholders.</p> <p>Substantial Shareholder means a Shareholder or a group of Shareholders, which hold at least 10 percent of the total Shares at any particular time and have held those Shares for at least 6 months continuously.</p>	<p>on the matter at the relevant General Meeting of Shareholder.</p> <p>Special Majority Shareholder Resolution means the affirmative approval of Shareholders who cast, individually or in aggregate, 65% or more of the total votes of Shareholders who are entitled to vote on the matter at the relevant General Meeting of Shareholders.</p> <p>Substantial Shareholder means a Shareholder or a group of Shareholders, which hold at least 5 percent of the total Shares at any particular time and have held those Shares for at least 6 months continuously.</p>	
2.	Article 2.3 Offices of the Company		
	(a) The Office is located at the address of An Phu Plaza Building, 117-119 Ly Chinh Thang Street, Ward 7, District 3, HCMC, or at such address as the BOM may determine from time to time, subject to the approval of any relevant State Authority if so required by Law.	(b) The Office is located at the address of An Phu Plaza Building, 117-119 Ly Chinh Thang Street, Ward Vo Thi Sau, District 3, HCMC, or at such address as the General Meeting of Shareholders may determine from time to time, subject to the approval of any relevant State Authority if so required by Law.	To comply with the Law on Enterprises
3.	Article 6.3 Classes of Shares		
	(c) The Company may issue dividend preference shares. A dividend preference share is a share that receives a higher annual dividend than a Share. Annually-distributed dividends comprise fixed dividends and bonus dividends. Fixed dividends do not depend on the business performance of the Company. The specific amount of fixed dividends	(c) The Company may issue dividend preference shares. A dividend preference share is a share that receives a higher annual dividend than a Share. Annually-distributed dividends comprise fixed dividends and bonus dividends. Fixed dividends do not depend on the business performance of the Company. The specific amount of fixed dividends and the method of calculating bonus dividends shall be determined by the BOM and approved by the	To comply with article 117 of Law on Enterprises

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	<p>and the method of calculating bonus dividends shall be determined by the BOM and approved by the General Meeting of Shareholders, and stated in the certificate of the dividend preference shares. Dividend preference shareholders have the right to:</p> <p>(i) receive dividends at the stipulated rate; and (ii) all the rights of an ordinary Shareholder except for the rights to vote, to attend a General Meeting of Shareholders and to stand for a position in or to nominate a person to the BOM or Inspection Committee.</p>	<p>General Meeting of Shareholders, and stated in the certificate of the dividend preference shares. Dividend preference shareholders have the right to:</p> <p>(i) receive dividends at the stipulated rate; and (ii) receive the remaining assets in proportion to the percentage of share ownership in the Company after the Company has paid off all debts, refundable preferred shares when the Company is dissolved or goes bankrupt; (iii) all the rights of an ordinary Shareholder except for the rights to vote, to attend a General Meeting of Shareholders and to stand for a position in or to nominate a person to the BOM or Inspection Committee, except for the case specified in Clause 6, Article 148 of the Law on Enterprises.</p>	
	<p>(d) The Company may issue redeemable preference shares. A redeemable preference share is a share that must be redeemed by the Company at any time upon request of the holder, or under such conditions as stated in the certificate for the share. A redeemable preference shareholder shall have all the rights of an ordinary Shareholder except for the rights to vote, to attend a General Meeting of Shareholders and to stand for a position</p>	<p>(d) The Company may issue redeemable preference shares. A redeemable preference share is a share that must be redeemed by the Company at any time upon request of the holder, or under such conditions as stated in the certificate for the share. A redeemable preference shareholder shall have all the rights of an ordinary Shareholder except for the rights to vote, to attend a General Meeting of Shareholders and to stand for a position in or to nominate a person to the BOM or Inspection Committee, except for the case</p>	<p>To comply with article 118.3 of the Law on Enterprises</p>

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	in or to nominate a person to the BOM or Inspection Committee.	specified in Clause 5, Article 114 and Clause 6, Article 148 of the Law on Enterprises.	
4.	Article 6.8 Assignment of Shares		
	(a) All Shares may be assigned without restriction except for the cases regulated by this Charter and Law.	(a) All Shares may be assigned without restriction except for the cases where Shareholders or group of Shareholders transferring shares accounting for 10% or more of the charter capital must be approved by the MOF before the transfer and other conditions and restrictions regulated by this Charter and Law. In case the Charter contains restrictions on the transfer of shares, these provisions will only take effect when clearly stated in the shares of the respective shares.	To comply with Article 69.1(e) Consolidated Document No. 06/VBHN-VPQH dated June 25, 2019 on the Law on Insurance Business; and Articles 127.1 and 127.6 of the Law on Enterprises
	(b) The assignor shall remain as the Shareholder in respect of the Shares concerned until the assignment of those Shares is registered in the Shareholders' Register. The Company shall not register an assignment of Shares in the Shareholders' Register if doing so would result in a breach of sub-article Error! Reference source not found.	(b) The assignor shall remain as the Shareholder in respect of the Shares concerned until the information of transferee is registered in the Shareholders' Register. The Company shall not register an assignment of Shares in the Shareholders' Register if doing so would result in a breach of sub-article Error! Reference source not found.	To comply with article 127.6 of the Law on Enterprises
5.	Article 7.3 Failure to pay subscription monies or offer price		
	(b) The late payment by the Non-Paying Shareholder will be considered a debt owed to the Company. The Shareholder shall pay to the Company interest equal to the Default Interest Rate on the outstanding subscription monies or offer price from the due date up to the date of payment of the subscription monies or offer price. The Non-Paying Shareholder shall not be entitled	(b) The late payment by the Non-Paying Shareholder will be considered a debt owed to the Company. The Shareholder shall pay to the Company interest equal to the Default Interest Rate on the outstanding subscription monies or offer price from the due date up to the date of payment of the subscription monies or offer price. The Non-Paying Shareholder shall not be entitled to	To comply with the Law on Enterprises

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	to dividends paid on the outstanding Shares to the Non-Paying Shareholder until the subscription monies or offer price is paid in full.	dividends paid on the outstanding Shares to the Non-Paying Shareholder until the subscription monies or offer price is paid in full.	
6.	Article 8.1. By resolution of the Company		
	<p>Subject to Law and unless decided otherwise by the General Meeting of Shareholders, if the Company proposes to redeem any issued Shares the following procedures must be followed:</p> <p>(a) The BOM may decide the timing and the price of redemption of the Shares, subject to any limitations imposed by the General Meeting of Shareholders or Law. The Shares may be redeemed at any price decided by the BOM.</p> <p>(b) If a redemption offer is sent to each Shareholder, the Company must offer to redeem Shares in proportion to each Shareholder's Shareholding Percentage (Redemption Offer).</p> <p>(c) Each Shareholder will have 30 days from receipt of the Redemption Offer to agree to sell the redemption Shares listed in the Redemption Offer for the price and upon the terms specified in the Redemption Offer, by giving written notice to the Company. If written notice is not received by the Company within this time, the Redemption Offer to that Shareholder will be deemed to have been declined.</p>	<p>Subject to Law and unless decided otherwise by the General Meeting of Shareholders, if the Company proposes to redeem any issued Shares, however no more than thirty (30) per cent of the total number of ordinary shares sold, and part or all of the dividend preference shares sold, the following procedures must be followed::</p> <p>(a) The BOM may decide the timing and the price of redemption of the Shares, subject to any limitations imposed by the General Meeting of Shareholders or Law. The Shares may be redeemed at any price decided by the BOM. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption, subject to the exception in this article 8.1(b). In respect of shares of other classes, unless otherwise stipulated in the charter of the company or agreed between the company and the relevant shareholders, the price for redemption shall not be lower than the market price.</p> <p>(b) If a redemption offer is sent to each Shareholder in proportion to their Percentage of Shares in the Company, the Company must send the offer to</p>	<p>To comply with article 133 of the Law on Enterprises</p>

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		<p>redeem Shares in proportion to each Shareholder's Shareholding Percentage (<i>Redemption Offer</i>) by a method guaranteed to reach all shareholders within thirty (30) days from the date on which such decision is passed. The notice must include the name and address of the head office of the company, total number of shares and class of shares to be redeemed, price for redemption or principle for determination of the price for redemption, procedures and time-limit for payment, and procedures and time-limit for shareholders to sell their shares to the company</p> <p>(c) Each Shareholder will have 30 days from receipt of the Redemption Offer to agree to sell the redemption Shares listed in the Redemption Offer for the price and upon the terms specified in the Redemption Offer, by giving a letter agreeing to sell their shares by a method guaranteed to reach the company within thirty (30) days from the date of notice. The letter agreeing to sell shares must include the full name, contact address, serial number of the personal legal document of a shareholder being an individual; name, enterprise code number or serial number of the organizational legal document, and head office address of a shareholder being an organization; number of shares owned and number of shares agreed to be sold; payment methods; and signature of the shareholder or the legal representative of the shareholder. If written notice is not received by the Company within</p>	

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		this time, the Redemption Offer to that Shareholder will be deemed to have been declined.	
7.	Article 8.3 Prohibition to redemption		
	The Company must not redeem Shares if to do so would make the Company insolvent.	The Company must not redeem Shares if to do so would make the Company unable to able to satisfy in full its debts and other property obligations.	To comply with article 134.1 of the Law on Enterprises
8.	Article 8.4 Completion		
	<p>Completion of the redemption of Shares under this article Error! Reference source not found. must take place on a date falling no later than 30 days from acceptance of the Redemption Offer under article 0 or calculation of the market price under article Error! Reference source not found. in the following manner:</p> <p>(a) The Shareholder must deliver to the Company the share certificates certifying ownership of the redeemed Shares.</p> <p>(b) The Company must pay to the Shareholder the relevant amount payable for the redemption Shares by telegraphic transfer to an account designated by the Shareholder (and notified to the Company not later than 5 Business Days prior to the completion date) or by a cheque, cashier's order or banker's draft drawn on a licensed credit institution in Vietnam and made out in favour of the Shareholder.</p> <p>(c) Shares repurchased are considered unsold shares. The company shall follow procedures for making a decrease to charter capital, which is equal to the total face value of shares</p>	<p>Completion of the redemption of Shares under this article Error! Reference source not found. must take place on a date falling no later than 30 days from acceptance of the Redemption Offer under article 0 or calculation of the market price under article Error! Reference source not found. in the following manner:</p> <p>(a) The Shareholder must deliver to the Company the share certificates certifying ownership of the redeemed Shares.</p> <p>(b) The Company must pay to the Shareholder the relevant amount payable for the redemption Shares by telegraphic transfer to an account designated by the Shareholder (and notified to the Company not later than 5 Business Days prior to the completion date) or by a cheque, cashier's order or banker's draft drawn on a licensed credit institution in Vietnam and made out in favour of the Shareholder.</p> <p>(c) Shares repurchased are considered unsold shares. The company shall follow procedures for making a decrease to charter</p>	To comply with article 134.3 of the Law on Enterprises

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	<p>repurchased by the company within 10 from the completion of payment for repurchased shares, unless otherwise prescribed by regulations of law on securities.</p> <p>(d) After repurchased shares are fully paid, if the total asset value written in the company's accounting books is reduced by more than 10%, the company shall notify all of its creditors within 15 days from the day on which repurchased shares are fully paid.</p>	<p>capital, which is equal to the total face value of shares repurchased by the company within 10 from the completion of payment for repurchased shares, unless otherwise prescribed by regulations of law on securities.</p> <p>(d) Share certificates certifying the ownership of redeemed shares must be destroyed immediately after the corresponding shares are paid for in full. The chairman of the Board of Management and the director or general director must be jointly responsible for any loss caused by failure to destroy or by delayed destruction of share certificates.</p> <p>(e) Sau khi thanh toán hết số cổ phần mua lại, nếu tổng giá trị tài sản được ghi trong sổ kế toán của công ty giảm hơn 10% thì công ty phải thông báo cho tất cả các chủ nợ biết trong thời hạn 15 ngày, kể từ ngày thanh toán hết số cổ phần mua lại.</p>	
9.	Article 10.2 Rights and obligations		
	<p>....</p> <p>Subject to other provisions of this Charter, an ordinary Shareholder shall have the following obligations:</p> <p>(i) To pay the subscription monies or offer price for newly issued shares on time pursuant to article Error! Reference source not found..</p> <p>(j) To comply with the Charter and the regulations on internal management of the Company.</p>	<p>....</p> <p>Subject to other provisions of this Charter, an ordinary Shareholder shall have the following obligations:</p> <p>(i) To pay in full and on time the subscription monies or offer price for newly issued shares on time pursuant to article Error! Reference source not found..</p> <p>(j) To comply with the Charter and the regulations on internal management of the Company</p>	<p>To comply with article 119 of the Law on Enterprises</p>

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	<p>(k) To observe resolutions of the General Meeting of Shareholders and the BOM.</p> <p>(l) To perform other obligations in accordance with the Law on Enterprises and this Charter.</p> <p>(m) Do not withdraw capital contributed by ordinary shares in any shape or form, unless such shares are repurchased by the company or other persons. In case a shareholder withdraws part of or all of the share capital contributed against this Clause, such shareholder and people with related interests in the company are jointly responsible for the debts and other liabilities of the company up to the value of withdrawn shares and the damage caused.</p>	<p>(k) To observe resolutions and decisions of the General Meeting of Shareholders and the BOM.</p> <p>(l) To perform other obligations in accordance with the Law on Enterprises and this Charter.</p> <p>(m) Do not withdraw capital contributed by ordinary shares in any shape or form, unless such shares are repurchased by the company or other persons. In case a shareholder withdraws part of or all of the share capital contributed against this Clause, such shareholder and people with related interests in the company are jointly responsible for the debts and other liabilities of the company up to the value of withdrawn shares and the damage caused.</p> <p>(n) To preserve confidentiality of information provided by the company pursuant to the company charter and law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.</p> <p>(o) Other obligations in accordance with this Law and the charter of the company.</p>	
10.	Article 10.3 Substantial Shareholders		
	<p>Substantial Shareholders have the following rights:</p> <p>(a) To nominate members of the BOM and Inspection Committee in accordance with this Charter and Law.</p> <p>(b) Request to convene a General Meeting of Shareholders in the following circumstances:</p>	<p>(amendant to arrticle 10.3)</p> <p>10.3.1 Substantial Shareholders have the following rights:</p> <p>(a) To sight, consult and make an extract of the book of minutes and resolutions or decisions of the Board of Management, mid-year and annual financial statements, reports of the Inspection Committee, and contracts and</p>	<p>To comply with article 115 of the Law on Enterprises</p>

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	<p>(i) The BOM seriously violates the rights of Shareholders, obligations of managers or makes decisions beyond its delegated authority; or</p> <p>(ii) The BOM has exceeded its term by 6 months and a new BOM has yet to be elected to replace it.</p> <p>(c) Review and extract from the Shareholders' Minute Book and resolutions of the BOM, the annual and mid-year financial reports and reports of the Inspection Committee.</p> <p>(d) Request the Inspection Committee to check each specific issue relating to the management and operation of the Company if deemed necessary. The request must be made in writing and contain the full name, permanent address, nationality, the ID number, passport number or other legal individual certification numbers of an individual Shareholder; name, permanent address, nationality, the number of the establishment decision or the business registration number of an organisational Shareholder; number of Shares and time of Share registration by each Shareholder, total number of the Shares owned by the whole group of Shareholders and the percentage of ownership in the total Shares of the Company, issues to be checked and the purpose of checking</p>	<p>transactions which must be passed by the Board of Management and other data except for data relating to commercial secrets or business secrets of the company .</p> <p>(b) To request the convening of a General Meeting of Shareholders in the cases stipulated in article 10.3.1(e) of this Charter</p> <p>(c) To request the Inspection Committee to inspect each issue relating to the management and administration of the operation of the company where it is considered necessary. The request must be made in writing and must contain the following contents: full name, contact address, nationality, serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code number of the organizational legal document, and head office address in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; issues to be inspected and purpose of the inspection</p>	

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		<p>(d) Other rights in accordance with the Law and this Charter of the company</p> <p>(e) To request the convening of a General Meeting of Shareholders in the following cases:</p> <p>(i) The Board of Management commits a serious breach of the rights of shareholders or the obligations of managers or makes a decision which falls outside its delegated authority</p> <p>(ii) Other cases as stipulated in the charter of the company</p> <p>The request must be made in writing and must contain the following contents: full name, contact address, nationality, serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code number or serial number of the organizational legal document, and head office address in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; and grounds and reasons for the request to convene a meeting of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the breaches of the Board of Management and the seriousness of such</p>	

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		<p>breaches, or on the decision which falls outside authority.</p> <p>10.3.2 A shareholder or group of shareholders owning ten per cent (10%) or more of the total ordinary shares has the right to nominate candidates for the Board of Management or the Inspection Committee. The nomination of candidates to the Board of Management and the Inspection Committee shall be carried out as follows:</p> <p>(a) Ordinary shareholders forming a group to nominate candidates to the Board of Management and the Inspection Committee must notify attending shareholders of the formation of the group prior to the opening of the General Meeting of Shareholders;</p> <p>(b) Based on the number of members of the Board of Management and the Inspection Committee, the shareholder or group of shareholders stipulated in this clause has the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates to the BOM and the Inspection Committee. Where the number of candidates nominated by the shareholder or the group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Management, the Inspection Committee and other shareholders.</p>	

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11.	Article 10.4 Authorised Representative		
	(a) If a Shareholder is a person other than an individual it must appoint in writing one or more Authorised Representatives to represent it at General Meetings of Shareholders. A reference to the rights and obligations of a Shareholder in relation to the General Meeting of Shareholders includes a reference to its Authorised Representative.	(a) If a Shareholder is a person other than an individual it must appoint in writing one or more Authorised Representatives to represent it at General Meetings of Shareholders. An organization being a shareholder of a shareholding company and holding at least ten (10) per cent of the total ordinary shares may authorize up to three authorized representatives. If an owner, a member or a shareholder of a company being an organization appoints multiple authorized representatives, the capital contribution portion or number of shares must be specifically determined for each authorized representative. A reference to the rights and obligations of a Shareholder in relation to the General Meeting of Shareholders includes a reference to its Authorised Representatives.	To comply with article 14.2(b) and 14.3 of the Law on Enterprises
12.	Article 10.5 Rights to file lawsuit against Members of the Board of Directors, Director/General Director		
	The shareholder or group of shareholders that continuously holds at least 1% of ordinary shares for 06 months is entitled to, whether single-handedly or on behalf of the company, file civil lawsuits against a Member of the Board of Directors or the Director/General Director if he/she:	The shareholder or group of shareholders that continuously holds at least 1% of ordinary shares for 06 months is entitled to, whether single-handedly or on behalf of the company to initiate a legal action regarding personal liability or joint liability against a Member of the Board of Directors or the Director/General Director if he/she:	To comply with article 166.1 of the Law on Enterprises
13.	Article 12.2 Notice and agenda		
	(a) Written notice of a General Meeting of Shareholders must be given by the convener of the meeting to all Shareholders	(a) Written notice of a General Meeting of Shareholders must be given by the convener of the meeting to all Shareholders entitled to	To comply with article 143.1 of the Law on Enterprises and avoid overriding on BOM Chairman's commission

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	<p>entitled to attend not latest than 10 calendar days prior to the date of opening.</p> <p>(b) Such periods may be waived or reduced if agreed in writing by all Shareholders.</p> <p>...</p> <p>(g) If a proposed addition is received by the BOM Chairman at least 3 Business Day prior to the General Meeting of Shareholders and it complies with the requirements in article 0Error! Reference source not found., then the BOM Chairman must add the item to the agenda. If the proposed addition is not received at least 3 Business Day before the General Meeting of Shareholders, then the item will be added to the agenda if approved by the BOM. In addition, the BOM Chairman may refuse the proposed addition in article 0Error! Reference source not found. if the proposed addition:</p> <p>(i) relates to an irrelevant matter as determined by the BOM Chairman;</p> <p>(ii) does not fall within the decision-making authority of the General Meeting of Shareholders; or</p>	<p>attend not latest than 10 calendar days prior to the date of opening.</p> <p>(b) Such periods may be waived or reduced if agreed in writing by all Shareholders</p> <p>.....</p> <p>(f) If a proposed addition is received by the BOM Chairman at least 3 Business Day prior to the General Meeting of Shareholders and it complies with the requirements in article 0Error! Reference source not found., then the BOM Chairman must add the item to the agenda. If the proposed addition is not received at least 3 Business Day before the General Meeting of Shareholders, then the item will be added to the agenda if approved by the BOM. In addition, the BOM Chairman may refuse the proposed addition in article 0Error! Reference source not found. if the proposed addition:</p> <p>(i) relates to an irrelevant matter as determined by the BOM Chairman;</p> <p>(ii) does not fall within the decision-making authority of the General Meeting of Shareholders; or</p>	

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	(iii)except for matters in article (a), is otherwise refused by the BOM in its sole discretion as an agenda item at the General Meeting of Shareholders	(iii) except for matters in article (a), is otherwise refused by the BOM in its sole discretion as an agenda item at the General Meeting of Shareholders	
14.	Article 12.3 Chairman		
	<p>(a) The BOM Chairman will be the chairman at any General Meeting of Shareholders.</p> <p>(b) Where a General Meeting of Shareholders is held and the BOM Chairman is not in attendance or is not present within 15 minutes after the time appointed for the General Meeting of Shareholders or does not wish to act as chair of the meeting, the BOM Members present may choose one of their number or, in the absence of all BOM Members or if none of the BOM Members present wish to act, the Shareholders present may elect one of their number to be chair of the General Meeting of Shareholders.</p>	<p>(a) The BOM Chairman will be the chairman at any General Meeting of Shareholders. Except for the case a General Meeting of Shareholders is not held by the BOM, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a chairman of the meeting, and the person with the highest number of votes shall act as the chairman of the meeting.</p> <p>(b) Where a General Meeting of Shareholders is held and the BOM Chairman is not in attendance or is not present within 15 minutes after the time appointed for the General Meeting of Shareholders or does not wish to act as chair of the meeting, the BOM Members present may choose one of their number on the principle of majority or if all BOM members are absent, or if none of the BOM Members present wish to act as chairman, the head of the Inspection Committee shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting, and the person with the highest number of votes shall act as the chairman of the meeting.</p>	To comply with article 146.2 of the Law on Enterprises
15.	Article 12.5 Quorum		

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	<p>.....</p> <p>(b) The quorum for a General Meeting of Shareholders is Shareholders present in person or by proxy representing at least 51% of the total voting Shares.</p> <p>(c) If a quorum is not present within 30 minutes after the scheduled time for the commencement of the General Meeting of Shareholders, that meeting may be adjourned and reconvened within 30 days at the same place and time of day as the scheduled meeting. The quorum at the reconvened General Meeting of Shareholders is Shareholders present in person or by proxy representing at least 51% of the total voting Share.</p>	<p>....</p> <p>(b) The quorum for a General Meeting of Shareholders is Shareholders present in person or by proxy representing more than 50% of the total voting Shares.</p> <p>(c) If a quorum is not present within 30 minutes after the scheduled time for the commencement of the General Meeting of Shareholders, that meeting may be adjourned and reconvened within 30 days at the same place and time of day as the scheduled meeting. The quorum at the reconvened General Meeting of Shareholders is Shareholders present in person or by proxy representing 30% or more of the total voting Shar.</p>	<p>To comply with article 145.1 and 145.2 of the Law on Enterprises</p>
16.	Article 12.7 Contents of the annual General Meeting of Shareholders		
	<p>(a) The annual General Meeting of Shareholders must, at least, discuss and pass resolutions on the following issues:</p> <p>(i) Annual Financial Reports;</p> <p>.....</p> <p>(ix) Related Party Transaction valued at 50% or more of the total value of the Company's assets as recorded in the last financial statements.</p>	<p>(b) The annual General Meeting of Shareholders must, at least, discuss and pass resolutions on the following issues:</p> <p>(i) Annual Financial Reports;</p> <p>.....</p> <p>(ix) Related Party Transaction valued at 35% or more of the total value of the Company's assets as recorded in the last financial statements.</p>	<p>To comply with article 19.1 (b) of this Draft Charter</p>
17.	Article 13.1 Resolutions – Simple Majority Shareholder Resolution		
	<p>With the exception of decisions in relation to matters stated in article 0, the General Meeting of Shareholders decides its business by resolutions by Simple Majority Shareholder Resolution.</p>	<p>With the exception of decisions in relation to matters stated in article 0, 14.2, 17.1(b) and 17.1 (c) in this Charter và article 148.6 in Law on Enterprise, the General Meeting of Shareholders decides its</p>	<p>To comply with article 148.6 of the Law on Enterprises and this Draft Charter</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
		business by resolutions by Simple Majority Shareholder Resolution.	
18. Article 13.2 Resolutions – Special Majority Shareholder Resolution			
	<p>Decisions at a General Meeting of Shareholders in relation to the following matters require a Special Majority Shareholder Resolution.</p> <p>(a) classes of shares and total number of shares of each class which may be offered;</p> <p>(b) Any increase or decrease of the Charter Capital;</p> <p>(c) any amendment, variation or replacement of the Charter;</p> <p>(d) investment or sale of assets with the value equal to 35% or more of the total value of the assets recorded in the most recent financial statement of the Company; and</p> <p>(e) re-organisation or dissolution of the company.</p>	<p>Decisions at a General Meeting of Shareholders in relation to the following matters require a Special Majority Shareholder Resolution.</p> <p>(a) classes of shares and total number of shares of each class which may be offered;</p> <p>(b) Any increase or decrease of the Charter Capital;</p> <p>(c) any amendment, variation or replacement of the Charter;</p> <p>(d) investment or sale of assets with the value equal to 35% or more of the total value of the assets recorded in the most recent financial statement of the Company; and;</p> <p>(e) change of lines of business and business sectors;</p> <p>(f) change of the organizational and managerial structure of the company ; and</p> <p>(g) re-organisation or dissolution of the company.</p>	<p>To comply with Article 148.1(b) and Article 148.1(c) of the current Law on Enterprises and at the proposal of the Finance Department to facilitate for the BOM to decide on investment plan and use of investment capital.</p>
19. Article 13.3 Written resolutions without a General Meeting of Shareholders			
	<p>The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions.</p> <p>(a) The BOM has the right to collect written opinions for all issues in order to pass a resolution of the General Meeting of</p>	<p>The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions.</p> <p>(a) The BOM has the right to collect written opinions for all issues in order to pass a resolution of the General Meeting of</p>	<p>To comply with Article 148 and 149 of the current Law on Enterprises and at the proposal of the Finance Department to facilitate for the BOM to decide on investment plan and use of investment capital.</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>Shareholders at any time if it is considered necessary in the interests of the Company. A written resolution of the General Meeting of Shareholders is passed if Shareholders with at least 51% of the voting Shares approve the written resolution, except the following issues:</p> <p>(i) investment or sale of assets with the value equal to 35% or more of the total value of the assets recorded in the most recent financial statement of the Company; and;</p> <p>(ii) re-organization or dissolution of the company.</p> <p>(b) The BOM must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents must be sent by a method which is guaranteed to reach the permanent address of each Shareholder.</p> <p>(c) The written opinion form must contain the following basic details:</p> <p>(i) Name, Office address, number, date of issuance of the Business Registration Certificate; place of business registration of the Company.</p> <p>(ii) Purpose of collecting written opinions.</p> <p>(iii) Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a Shareholder</p>	<p>Shareholders at any time if it is considered necessary in the interests of the Company. A written resolution of the General Meeting of Shareholders is passed if Shareholders with more than 50% of the voting Shares approve the written resolution, except the following issues:</p> <p>(i) investment or sale of assets with the value more than 35% of the total value of the assets recorded in the most recent financial statement of the Company; and;</p> <p>(ii) re-organization or dissolution of the company.</p> <p>(b) The BOM must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents must be sent by a method which is guaranteed to reach the permanent address of each Shareholder with voting rights no later than ten (10) days prior to the time-limit within which they are required to return their written opinion forms</p> <p>(c) The written opinion form must contain the following basic details:</p>	

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>being an individual; name, permanent address, nationality, number of establishment decision or number of business registration of a Shareholder or authorized representative in respect of a Shareholder being an organisation; number of shares of each class and number of votes of the Shareholder.</p> <p>(iv) Issue on which it is necessary to obtain opinions in order to pass a resolution.</p> <p>(v) Voting options, comprising agreement, non-agreement, or abstention.</p> <p>(vi) Time-limit within which the completed written opinion form must be returned to the Company.</p> <p>(vii) Time-limit within which the completed written opinion form must be returned to the Company.</p> <p>(d)</p>	<p>(i) Name, Office address, number, date of issuance of the Business Registration Certificate; place of business registration of the Company.</p> <p>(ii) Purpose of collecting written opinions.</p> <p>(iii) Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a Shareholder being an individual; name, head office address, nationality, number of establishment decision or number of business registration of a Shareholder or authorized representative in respect of a Shareholder being an organisation; number of shares of each class and number of votes of the Shareholder</p> <p>(iv) Issue on which it is necessary to obtain opinions in order to pass a resolution</p> <p>(v) Voting options, comprising agreement, non-agreement, or abstention</p> <p>(vi) Time-limit within which the completed written opinion form must be returned to the Company</p>	

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>(e) A written opinion form must be returned to the Company in a sealed envelope and no person shall be permitted to open the envelope prior to the vote-counting. Any completed written form which is returned to the company after the expiry of the time-limit stated in the written opinion form shall be invalid.</p> <p>(f)</p> <p>(g) The minutes of vote-counting shall contain the following basic details:</p> <p>(i) Name, Office address, number, date of issuance of the Business Registration Certificate; place of business registration of the Company.</p> <p>(ii) Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution.</p> <p>(iii) Number of Shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid</p>	<p>(vii) Full name and signature of the BOM Chairman</p> <p>(d) If sent by mail, the completed written opinion form must bear the signature of a Shareholder being an individual, and of the Authorized Representative or of the legal representative of a Shareholder being an organization. If sent by fax or email, the written opinion form which is sent to the company must be kept confidential until the time of counting of votes. A written opinion form must be returned to the Company in a sealed envelope and no person shall be permitted to open the envelope prior to the vote-counting. Any completed written form which is returned to the company after the expiry of the time-limit stated in the written opinion form shall be invalid</p> <p>(e)...</p> <p>(f) The minutes of vote-counting shall contain the following basic details:</p> <p>(i) Name, Office address, number, date of issuance of the Business Registration Certificate; place of business registration of the Company</p> <p>(ii) Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution</p>	

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>and including an appendix being a list of the Shareholders having participated in the vote.</p> <p>(iv) Total number of votes for, against and abstentions on each issue voted on;</p> <p>(v) Resolutions which have been passed.</p> <p>(vi) Full name and signature of the BOM Chairman, of the legal representative of the Company, and of the person who supervised the vote-counting.</p> <p>(h) The minutes of results of vote-counting and the resolution must be sent to Shareholders within a time limit of 15 days from the date of completion of the vote-counting or may be posted on such website instead of being sent to shareholders</p>	<p>(iii) Number of Shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and method of sending votes and including an appendix being a list of the Shareholders having participated in the vote.</p> <p>(iv) Total number of votes for, against and abstentions on each issue voted on.</p> <p>(v) Resolutions which have been passed.</p> <p>(vi) Full name and signature of the BOM Chairman and of the person who supervised the vote-counting and of the person who counted votes</p> <p>(g) The minutes of results of vote-counting and the resolution must be sent to Shareholders within a time limit of 15 days from the date of completion of the vote-counting or may be posted on such website instead of being sent to shareholders</p>	
20.	Article 13.4 Minutes of a General Meeting of Shareholders		
	<p>Proceedings of a General Meeting of Shareholders must be recorded in writing or audio recordings, or other electronic means of recordings in accordance with the requirements of Law. Minutes must be filed in the Shareholders' Minute Book with a copy sent to the Shareholders within 15 days from the</p>	<p>Proceedings of a General Meeting of Shareholders must be recorded in writing or audio recordings, or other electronic means of recordings in accordance with the requirements of Law. Minutes must be filed in the Shareholders' Minute Book with a copy sent to the Shareholders within 15 days from the time a</p>	<p>To comply with article 150.4 of the Law on Enterprises</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>time a General Meeting of Shareholders is closed or posted on Company’s website. The Shareholders’ Minute Book must be maintained by the BOM Chairman, kept at the Office and made available for inspection at any time on reasonable notice by the Shareholders. The Company must prepare minutes of a General Meeting of Shareholders in both English and Vietnamese.</p>	<p>General Meeting of Shareholders is closed or posted on Company’s website. The Shareholders’ Minute Book must be maintained by the BOM Chairman, kept at the Office and made available for inspection at any time on reasonable notice by the Shareholders. The Company must prepare minutes of a General Meeting of Shareholders in both English and Vietnamese. In the case of any difference in the contents of the minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail.</p>	
21.	Article 13.5 Request to cancel the resolutions of Shareholder Meetings		
	<p>Within 90 days after the date of receiving the minutes of a General Meeting of Shareholders or the minutes of the results of voting in writing, Shareholders, the BOM, the Chief Executive Officer and/or members of the Inspection Committee may ask the court or an arbitrator to reconsider or cancel the resolutions of the General Meeting of Shareholders if they consider:</p> <p>(a) the order and the process of the convening of the General Meeting of Shareholders did not comply with the provisions of this Charter or the Law on Enterprises; or</p> <p>(b) the order and process of approving and the content of the resolutions violated the provisions of this Charter or Law.</p>	<p>Within 90 days after the date of receiving the minutes of a General Meeting of Shareholders or the minutes of the results of voting in writing, Substantial Shareholders, the BOM, the Chief Executive Officer and/or members of the Inspection Committee may ask the court or an arbitrator to reconsider or cancel the resolutions of the General Meeting of Shareholders if they consider:</p> <p>(a) the order and the process of the convening of the General Meeting of Shareholders did not comply with the provisions of this Charter or the Law on Enterprises, except in the case stipulated in article 152.2 of the Law on Enterprise; or</p> <p>(b) the order and process of approving and the content of the resolutions violated the provisions of this Charter or Law.</p>	<p>To comply with article 151 of the Law on Enterprises</p>
22.	Article 14.2 Rights of nomination, removal and replacement		

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>(a) Each Substantial Shareholder is entitled to nominate a number of BOM Members equivalent to the number of percentage points of their Shareholding Percentage divided by ten, taking only the integer result and not any numbers right of the decimal point. For the avoidance of doubt, fractions in the number of BOM Members are to be disregarded in this calculation.</p> <p>(b) A BOM Member is elected in accordance with the cumulative voting method. Each Shareholder shall have as its total number of votes the total number of Shares it owns multiplied by the number of members to be elected to the BOM. Each Shareholder has the right to accumulate all of its votes for one or more candidates. Candidates will fill the vacancies on the BOM by order of highest to lowest votes until all the vacancies on the BOM are filled. If two or more candidates receive the same number of votes, the General Meeting of Shareholders shall elect the candidate to be a BOM Member by Simple Majority Shareholder Resolution.</p>	<p>(a) A shareholder or group of shareholders owning ten percent (10%) or more is entitled to nominate a number of BOM Members equivalent to the number of percentage points of their Shareholding Percentage divided by ten, taking only the integer result and not any numbers right of the decimal point. For the avoidance of doubt, fractions in the number of BOM Members are to be disregarded in this calculation.</p> <p>(b) A BOM Member is elected in accordance with the cumulative voting method. Each Shareholder shall have as its total number of votes the total number of Shares it owns multiplied by the number of members to be elected to the BOM. Each Shareholder has the right to accumulate all of its votes for one or more candidates. Candidates will fill the vacancies on the BOM by order of highest to lowest votes until all the vacancies on the BOM are filled. If two or more candidates receive the same number of votes, for being the last member of the Board of Management or the Inspection Committee, such member shall be elected amongst the number of candidates having an equal number of votes.</p>	<p>To comply with article 10.3.2 of this Charter and article 115.5, 148.3 of the Law on Enterprises</p>
23.	<p>Article 14.3 Term</p> <p>The term of a BOM is 5 years. Each BOM Member is appointed for a term of 5 years and may serve consecutive terms if reappointed by the General Meeting of Shareholders. If a seat on the BOM</p>	<p>The term of a BOM is 5 years. Each BOM Member is appointed for a term of 5 years and may serve consecutive terms if reappointed by the General Meeting of Shareholders. If a seat on the BOM</p>	<p>To comply with Law on Enterprises.</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>becomes vacant, the General Meeting of Shareholders must appoint a successor to serve out the term in accordance with article Error! Reference source not found. such that the number of BOM Members shall not fall below the number prescribed in article Error! Reference source not found..</p> <p>The BOM may appoint other person(s) as BOM member(s) to fill the arising vacancy and new member(s) must be approved at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the appointment of new member(s) which is considered to be effective on the date of appointment of the Board of Management. The term of the BOM will be counted from the effective date of the appointment till the end of the BOM's term. In case, new member(s) is/are not approved by the General Meeting of Shareholders, all decisions of the BOM taken place prior to the General Meeting of Shareholders with the vote of replaced member(s) is still considered valid.</p>	<p>becomes vacant, the General Meeting of Shareholders must appoint a successor to serve out the term in accordance with article Error! Reference source not found. such that the number of BOM Members shall not fall below the number prescribed in article Error! Reference source not found..</p> <p>The BOM may appoint other person(s) as BOM member(s) to fill the arising vacancy and new member(s) must be approved at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the appointment of new member(s) which is considered to be effective on the date of appointment of the Board of Management. The term of the BOM will be counted from the effective date of the appointment till the end of the BOM's term. In case, new member(s) is/are not approved by the General Meeting of Shareholders, all decisions of the BOM taken place prior to the General Meeting of Shareholders with the vote of replaced member(s) is still considered valid.</p>	<p>According to the Law on Enterprises, there is no regulation that allows the BOM to temporarily appoint BOM members; instead, it will have to convene an Extraordinary General Meeting of Shareholders to elect additional BOM member (Article 160.4 of the Law on Enterprises and Article 12.1(c) of this Charter).</p>
24.	Article 14.4 Requirements of BOM Members		

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>(a) A BOM Member need not reside permanently in Vietnam.</p> <p>(b) A BOM Member must have full capacity for civil acts, and not belong to the category of persons prohibited from managing an enterprise pursuant to Law.</p> <p>(c) In accordance with Law, a BOM Member must be a person with professional expertise and experience in business management or in the line of business which is the main business of the Company or other relevant business or professional qualifications.</p> <p>(d) Members of the Board of Directors may concurrently hold the position of Members of the Board of Directors of other companies.</p>	<p>(a) A BOM Member need not reside permanently in Vietnam.</p> <p>(b) A BOM Member must have full capacity for civil acts, and not belong to the category of persons prohibited from managing an enterprise pursuant to Law.</p> <p>(c) In accordance with Law, a BOM Member must be a person with professional expertise and experience in business management or in the line of business which is the main business of the Company or other relevant business or professional qualifications.</p> <p>(d) Members of the Board of Directors may concurrently hold the position of Members of the Board of Directors of other companies, except for enterprises working in the same field with the Company.</p>	<p>To comply with Article 25.2(a) Decree 73/2016/ND-CP guiding the Law on Insurance Business</p>
25.	Article 14.5 Rights and responsibilities		
	<p>The BOM is the body managing the Company and has full authority to make decisions on behalf of the Company, other than with respect to those matters that are the responsibility of the General Meeting of Shareholders or the Inspection Committee. Subject always to article 0 and Law,</p>	<p>The BOM is the body managing the Company and has full authority to make decisions on behalf of the Company, other than with respect to those matters that are the responsibility of the General Meeting of Shareholders or the Inspection Committee. Subject always to article 13.1, 0 and 13.3 in this Charter and</p>	<p>To comply with article 153.2 of Law on Enterprises</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>the BOM has the following rights and responsibilities:</p> <p>(a) To make decisions on medium term development strategies and plans, and on annual business plans and budgets of the Company.</p> <p>.....</p> <p>(f) To make decisions on solutions for market expansion, marketing and technology; to approve contracts for purchase, sale, borrowing, lending and other contracts valued at 35% or more of the total value of assets recorded in the most recent financial statement of the Company, except for the Related Party Transactions in article Error! Reference source not found.</p> <p>(g) To appoint, dismiss or remove, and to sign contracts or terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officer and other key managers of the Company; to make decisions on salaries and other benefits of such managers; to appoint an authorized representative to exercise ownership rights of shares in an investee company of the Company or Subsidiary of the Company, and to make decisions on the level of remuneration and other benefits of such persons.</p> <p>(h) To supervise and direct the Chief Executive Officer, Deputy Chief Executive Officer and other managers in their work of conducting the day-to-day business of the Company.</p>	<p>Law, the BOM has the following rights and responsibilities:</p> <p>(a) To make decisions on medium term development strategies and plans, and on annual business plans and budgets of the Company.</p> <p>.....</p> <p>(f) To make decisions on solutions for market expansion, marketing and technology; to approve contracts for purchase, sale, borrowing, lending and other contracts valued at 35% or more of the total value of assets recorded in the most recent financial statement of the Company, except for the Related Party Transactions in article Error! Reference source not found. in this Charter, and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as stipulated in article 138.2(d), article 167.1 and article 167.3 of the Law on Enterprise.</p> <p>(g) To appoint, dismiss or remove, and to sign contracts or terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and other key managers of the Company; to make decisions on salaries and other benefits of such managers; to appoint an authorized representative to exercise ownership rights of shares in an investee company of the Company or Subsidiary of the Company, and to make decisions on the level of remuneration and other benefits of such persons.</p> <p>(h) To supervise and direct the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and other managers in their</p>	

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>.....</p> <p>(m) To recommend Restructuring or dissolution of the Company, or to request bankruptcy of the company.</p> <p>(n) Other rights and duties in accordance with Law and the Charter.</p>	<p>work of conducting the day-to-day business of the Company.</p> <p>.....</p> <p>(m) To recommend Restructuring or dissolution of the Company, or to request bankruptcy of the company.</p> <p>(n) Conduct or give up the right to conduct, complying with the Law and not violating the regulations of this Charter, legal actions against a third party (including the right to request for solving civil work, initiate a civil case with the referee, the court)</p> <p>(o) Other rights and duties in accordance with Law and the Charter</p>	
26.	Article 16. BOM Chairman		
	(a) The BOM Chairman is to be elected by the BOM in accordance with Law.	(a) The BOM Chairman is to be elected by the BOM after being approved in letter by the MOF and in accordance with Law.	To comply with Article 34.1(a) Decree 73/2016/ND-CP guiding the Law on Insurance Business
27.	Article 17.1 Composition, rights of nomination, removal and replacement		
	(c) Each Substantial Shareholder is entitled to nominate a number of candidates for election to the Inspection Committee equivalent to the number of percentage points of their Shareholding Percentage divided by ten, taking only the integer result and not any numbers right of the decimal point. For the avoidance of doubt, fractions in the number of Inspection Committee candidates are to be disregarded in this calculation.	(c) A shareholder or group of shareholders owning ten per cent (10%) or more of the total ordinary shares is entitled to nominate a number of candidates for election to the Inspection Committee equivalent to the number of percentage points of their Shareholding Percentage divided by ten, taking only the integer result and not any numbers right of the decimal point. For the avoidance of doubt, fractions in the number of Inspection Committee candidates are to be disregarded in this calculation.	To comply with article 10.3.2 of this Charter and article 115.5 of Law on Enterprises

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
28.	Article 17.3 Requirements of Inspection Committee Members		
	(b) The Chief of the Inspection Committee must be an accountant or professional auditor and has to work full-time at the company.	(b) Trưởng Ban Kiểm soát phải có bằng tốt nghiệp đại học trở lên thuộc một trong các chuyên ngành kinh tế, tài chính, kế toán, kiểm toán, luật, quản trị kinh doanh hoặc chuyên ngành có liên quan đến hoạt động kinh doanh của Công ty	To comply with article 168.2 of Law on Enterprises
29.	Article 18.1 Chief Executive Officer		
	(a) The Chief Executive Officer is appointed by the BOM for the term as decided by the BOM subject to compliance with any limitation of the term of employment of the Chief Executive Officer imposed by Law. The Chief Executive Officer is dismissed by the BOM at the BOM's discretion. The Chief Executive Officer's employment terms, remuneration, welfare and other benefits must be determined by the BOM.	(a) The Chief Executive Officer is appointed by the BOM after being approved in letter by the MOF for the term as decided by the BOM subject to compliance with any limitation of the term of employment of the Chief Executive Officer imposed by Law. The Chief Executive Officer is dismissed by the BOM at the BOM's discretion. The Chief Executive Officer's employment terms, remuneration, welfare and other benefits must be determined by the BOM..	To comply with Article 34.1(b) Decree 73/2016/ND-CP guiding the Law on Insurance Business
30.	Article 18.2 Deputy Chief Executive Officer		
	(a) The Deputy Chief Executive Officer is appointed by the BOM upon the recommendation of the Chief Executive Officer.	(a) The Deputy Chief Executive Officer is appointed by the BOM upon the recommendation of the Chief Executive Officer and must meet the standards and requirements specified in any other laws related to the role of deputy general manager..	To comply with Article 26, 39 Decree 73/2016/ND-CP guiding the Law on Insurance Business
31.	Article 18.3 Chief Financial Officer and Chief Accountant		
	(a) The Chief Accountant is appointed by the BOM upon the recommendation of the Chief Executive Officer. (b) The Chief Accountant, under the leadership of the Chief Executive Officer, is responsible for the financial management of the Company.	(added the title of Chief Financial Officer) 18.3.1 Chief Financial Officer (a) Chief Financial Officer shall be appointed by the BOM based on the proposal of the Chief	Update according to operational needs of the Company and the proposal of Finance Department; and article 26, 29 Decree 73/2016/ND-CP

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>(c) The Chief Accountant reports to the Chief Executive Officer and to the BOM. In the event of a conflict of instructions between the Chief Executive Officer and the BOM, the BOM prevails.</p> <p>(d) The Chief Accountant must, among other things, organise the compilation of financial statements of the Company.</p>	<p>Executive Officer according to the criteria in accordance with the provisions of law</p> <p>(b) Chief Financial Officer has the rights and responsibilities required by law and has the following rights and responsibilities:</p> <p>(i) Participate in managing operations, operating Finance and Accounting departments and accounting works</p> <p>(ii) Building and synthesizing business plans and plans to periodically report to the Chief Executive Officer and submit to the BOM for approval.</p> <p>(iii) Monitor and review accounting paper related to the expenditure activities of the Company to ensure compliance with the Law.</p> <p>(iv) Develop a short, medium and long-term capital mobilization plan, raise timely available capital sources into production and business activities, spend financial resources effectively and comply with the Law.</p>	<p>guiding the Law on Insurance Business</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
		<p>(v) Managing efficient use of cash flow, equity, loan capital mobilized complying with the Law and regulations.</p> <p>(vi) Other rights and responsibilities stipulated in the labor contract of the Chief Finance Officer and according to the decision of the Chief Executive Officer and the BOM</p> <p>(c)The Chief Financial Officer, under the leadership of the Chief Executive Officer, is responsible for financial management of the Company.</p> <p>(d)he Chief Financial Officer reports to the Chief Executive Officer and the BOM. In the event of a conflict of instructions between the Chief Financial Officer and the BOM, the BOM prevails.</p> <p style="text-align: center;">18.3.2 Chief Accountant</p> <p>a. The Chief Accountant is appointed by the BOM upon the recommendation of the Chief Executive Officer according to the criteria in accordance with the provisions of law</p> <p>b. The Chief Accountant, under the leadership of the Chief Executive Officer, is responsible for responsible for implementing legal regulations on accounting and finance in the Company.</p>	

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
		<p>c. The Chief Accountant reports to the Chief Financial Officer and to the Chief Executive Officer. In the event of a conflict of instructions between the Chief Executive Officer and the Chief Financial Officer, the Chief Executive Officer prevails.</p> <p>d. The Chief Accountant must, among other things, organise the compilation of financial statements of the Company</p>	
32.	Article 19.1 Related Party Transaction		
	<p>(c) Any contracts and transactions which have been signed or performed without the approval stipulated in paragraphs (a) and (b) of this article shall be invalid and dealt with in accordance with Law. The relevant legal representative of the Company, Shareholders, BOM Members or Chief Executive Officer involved in the Related Party Transaction must be liable to compensate for any damage caused and must return to the Company any benefits gained from the performance of such contract and transaction.</p>	<p>(c) Any contracts and transactions which have been signed or performed without the approval stipulated in paragraphs (a) and (b) of this article shall be invalid and dealt with in accordance with Law. The relevant legal representative of the Company, Shareholders, BOM Members or Chief Executive Officer involved in the Related Party Transaction must jointly compensate for any damage caused and must return to the Company any benefits gained from the performance of such contract and transaction.</p>	<p>To comply with article 167.5 of Law on Enterprises</p>
33.	Article 20.3 Reserves		
	<p>(b) In accordance with Law, the Company shall establish and contribute to a reserve fund in order to supplement the charter capital and to ensure the capacity for payment. Annually, 5% of the after tax profit or any other amount required by Law shall be earmarked for the</p>	<p>(b) In accordance with Law, the Company shall establish and contribute to a reserve fund in order to supplement the charter capital and to ensure the capacity for payment. Annually, 5% of the after tax profit or any other amount required by Law shall be earmarked for the</p>	<p>Updated according to Article 97 of the Consolidated Document No. 06/VBHN-VPQH dated June 25, 2019 on the Law on Insurance Business and article 103 Decree 73/2016/ND-CP</p>

STT	Content of current Charter	Draft contents of Amended Charter	Reason for amendment
	<p>required reserve fund until this fund reaches 10% of the charter capital or any other amount required by Law.</p>	<p>required reserve fund until this fund reaches 10% of the charter capital or any other amount required by Law. In addition to the reserve fund, the Company must set up a percentage portion on insurance fee applicable to all insurance contracts and submit to the Fund for the Protection of the Insured. Every year, the MOF will announce the deduction of the Fund for the Protection of the Insured applied to the fiscal year and until the scale of the Fund for the Protection of the Insured reaches 5% of the total assets of the Company.</p>	<p>dated Jan 17, 2016 guiding the Law on Insurance Business</p>

