

TRAPHACO JOINT STOCK COMPANY

No: .../2021/TTHĐQT-ĐHĐCĐ

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, March , 2021

STATEMENT 2021 ANNUAL GENERAL MEETING

Re: Amendments and supplements to the Charter of Traphaco

(the version promulgated with Resolution No. 09/2018/NQ-DHĐCĐ dated March 30, 2018)

To: GENERAL ASSEMBLY OF SHAREHOLDERS

I. Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 (Law on Enterprises 2020) effective from January 1, 2021 and its guiding documents;
- The Law on Securities No. 54/2019/QH14 (Law on Securities 2019) effective from January 1, 2021 and its guiding documents (Decree 155/2020/ND-CP, Circular 116/2020/TT-BTC (issued model charter applicable to public companies)).

II. Proposals for detailed amendments:

No.	Current charter	Proposed amendment, supplement	Basis
I. DEFINITION OF TERMS IN THE CHARTER			
1	Article 1. Definition "b. Major Shareholders" are shareholders directly or indirectly holding 5% or more of the voting shares of the Company.	"b. Major shareholder" is a shareholder owning 5% or more of the voting shares of the Company".	revised according to the concept of the Securities Law 2019.
III. BUSINESS SECTOR, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY			
2	Article 4. The business areas of the Company	update and supplement business line codes (according to Certificate of change in business registration information for the 23rd time on April 6, 2020)	

No.	Current charter	Proposed amendment, supplement	Basis
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS			
3	<p>Article 6. Charter capital, shares, founding shareholders</p> <p>“5. Ordinary shares must be offered to existing shareholders in proportion to their common shareholding in the Company, unless other conditions are specified by the General Assembly of Shareholders. The Company must announce the offering of shares; the announcement must specify the number of shares offered for sale and the appropriate subscription period (at least twenty (20) days after the Company sends the notice) for shareholders to subscribe. The number of shares that remain after the offer will be decided by the Board of Directors. The Board of Directors may distribute the remaining shares to shareholders of the Company or other entities with the conditions and manner deemed appropriate by the Board of Directors, but shall not sell such shares on a more favorable conditions than those offered to existing shareholders, <u>unless otherwise agreed by the General Assembly of Shareholders or in the case that the shares are sold via the Stock Exchange through auction.</u>”</p>	<p>amend the underlined content as follows: "5. [...] <u>unless otherwise agreed by the General Assembly of Shareholders or otherwise provided by the securities law.</u>”</p>	<p>according to Clause 3 Article 124 of the Law on Enterprises 2020, the phrase "<i>shares sold via the Stock Exchange</i>" is changed to "<i>or otherwise provided by the securities law.</i>"</p>
4	<p>Article 6. Charter capital, shares, founding shareholders</p> <p>“6. The Company may purchase shares issued by the Company itself (including refundable preference shares) in the ways specified in this Charter.</p>	<p>remove dashed content.</p>	<p>according to Article 36 of Law on Securities 2019, public companies are no longer allowed to repurchase shares issued by themselves for treasury stocks.</p>

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	<p>and applicable laws. Ordinary shares bought back by the Company are treasury shares and the Board of Directors may offer them in manners that are in line with the provisions of this Charter and the Law on Securities and other relevant laws."</p>		
5	<p>Article 7. Share Certificate "4. If a share certificate is lost, damaged or destroyed, the owner may apply for a new share certificate provided that evidence of ownership is provided and he/she must pay all related expenses to the Company."</p>	<p>amend as follows: "4. "In case the shares are lost, damaged or otherwise destroyed, the shareholder will be re-issued by the company at the request of that shareholder. A shareholder request must include the following: a. Information about shares that have been lost, damaged or otherwise destroyed; b. Commitment to be responsible for any disputes arising from the new stock issue."</p>	<p>according to Clause 3 Article 121 the Law on Enterprises 2020.</p>
6	<p>Article 9. Transfer of shares "1. All shares are freely transferable unless stipulated otherwise in this Charter and / or other regulations, and these regulations are effective only when specified in the corresponding share certificate. <u>Shares listed on the Stock Exchange and / or deposited on the Securities Depository Center carry out transfer, restrict transfer in accordance with the law on securities and stock market and / or of the Stock Exchange, the Securities Depository Center.</u>"</p>	<p>Amend and supplement as follows: "1. All shares are freely transferable unless stipulated otherwise in this Charter and / or other regulations, and these regulations are effective only when specified in the corresponding share certificate. <u>Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the law on securities and securities market.</u>"</p>	<p>- according to the Law on Securities 2019, there will be no longer a securities depository center model.</p>

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	2. Shares not fully paid are not transferable and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase the capital from the owners' equity, or the right to buy newly offered shares.	2. Shares not fully paid are not transferable and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase the capital from the owners' equity, or the right to buy newly offered shares <u>and other benefits in accordance with the law.</u> "	- according to Clause 2 Article 9 of the Model Charter issued together with Circular 116/2020/TT-BTC.
VI. SHAREHOLDERS AND THE GENERAL ASSEMBLY OF SHAREHOLDERS			
7	Article 12. Rights of shareholders "3. A shareholder or group of shareholders owning over 5% of the total number of ordinary shares for over six consecutive months shall have the following rights:"	remove dashed content, amend as follows: "A shareholder or group of shareholders owning over 5% of the total number of ordinary shares shall have the following rights:"	according to Clause 2 Article 115 of the Law on Enterprises 2020, the regulation on "continuous ownership at least 06 months or more" has been removed.
8	Article 12. Rights of shareholders 3. [...] "a. Nominating candidates for the Board of Directors or the Board of Supervisors in accordance with the relevant provisions in Clause 2 Article 25 and Clause 4 Article 35 of this Charter;"	supplement as follows: "a. Nominating candidates for the Board of Directors or the Board of Supervisors in accordance with the relevant provisions in Clause 2 of Article 25 and Clause 4 of Article 35 of this Charter. <u>Ordinary shareholders form a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the meeting shareholders before the opening of the General Meeting of Shareholders.</u> "	according to Clause 5 Article 115 of the Law on Enterprises 2020 and Clause 3 Article 12 of the Model Charter issued under Circular 116/2020/TT-BTC.

9	<p>Article 12. Rights of shareholders</p> <p>3. [...]</p> <p>"c. Reviewing and extracting minutes and resolutions of the Board of Directors, mid-year and annual financial statements and reports by the Board of Supervisors;"</p>	<p>supplement as follows:</p> <p>"c. Reviewing and extracting minutes and resolutions of the Board of Directors, mid-year and annual financial statements and reports by the Board of Supervisors; <u>contracts, transactions must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;</u>"</p>	<p>in accordance with Point a Clause 2 Article 115 of the Law on Enterprises 2020, Point b Clause 2 Article 12 of the Model Charter issued together with Circular 116/2020/TT-BTC.</p>
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No.	Current charter	Proposed amendment, supplement	Basis
10	<p>Article 14: General Meeting of Shareholders</p> <p>3. The Board of Directors convenes extraordinary shareholders' General Meeting in the following cases:</p> <p>"c. The number of members of the Board of Directors or the Board of Supervisors is fewer than prescribed by law or reduced by more than one-third (1/3) of the number prescribed in the Charter;</p>	<p>amend as follows:</p> <p>"c. “When the number of members of the Board of Directors, the Board of Supervisors is less than the <u>minimum</u> number of members required by law or is reduced by more than one third (1/3) of the total number of members of the Board of Directors or the Board of Supervisors <u>for that term.</u>”</p>	<p>according to Clause 1b Article 140 of the Law on Enterprises 2020 and Clause 4a Article 160 of the Law on Enterprises 2020.</p> <p>Traphaco's Charter stipulates the number of members of the Board of Directors from 5 to 11; the number of members of the Board of Supervisors from 3-5, the specific number is only determined at the beginning of the term.</p> <p>-> Therefore, the regulation should be in the direction of reducing by 1/3 of the total number of members of the Board of Directors or the Board of Supervisors for that term</p>

11	<p>Article 14. General Meeting of Shareholders</p> <p>4. Convening the Extraordinary General Meeting of Shareholders</p> <p>"c. If the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as provided for at Point b Clause 4 of this Article, within the next thirty (30) days, a shareholder or a group of shareholders shall make a request as prescribed in Point d Clause 3 of this Article has the right - in replacement of the Board of Directors, the Board of Supervisors - to convene a meeting of the General Meeting of Shareholders in accordance with Clause 6 Article 136 of the Law on Enterprises;</p>	remove dashed content.	<p>Reasons:</p> <p>+ The Law on Enterprises 2020 has removed this regulation.</p> <p>+ is not feasible because there is a high possibility that the Registration Office will refuse to attend.</p>
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	In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the business registration authorities to supervise the convening and conduct of the meeting if necessary."		
12	Article 15. Rights and Obligations of the General Assembly of Shareholders 2. The Annual or Extraordinary General Meeting of Shareholders shall make decisions on the following issues: "d. The number of members of the Board of Directors;"	supplement as follows: "d. "The number of members of the Board of Directors, <u>the Board of Supervisors;</u> "	if it is specified that the General Meeting of Shareholders approves the decision on the number of members of the Board of Directors, it should include "the number of members of the Board of Supervisors."
13	Article 15. Rights and Obligations of the General Assembly of Shareholders 2. [...] "h. Make amendments to the Company's Charter;"	supplement as follows: "h. Make amendments to the Company's Charter; <u>Approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors, the Operation Regulation of the Board of Supervisors.</u> "	according to: -Point b Clause 3 Article 41 the Law on Securities 2019 -Clause 2 Article 270 Decree 155/2020/ND-CP -Point 1 Clause 2 Article 138 the Law on Enterprise 2020 -Point t Clause 2 Article 15 model charter Circular 116/2020/TT-BTC.
14	Article 15. Rights and Obligations of the General Assembly of Shareholders 2. [...] "o. The CEO shall also act as Chairperson of the Board of Directors until July 31, 2020 unless stated otherwise by law and other regulations of the State;"	remove dashed content.	according to Clause 2 Article 275 Decree 155/2020/ND-CP, the Chairperson of the Board of Directors of a public company is not allowed to concurrently hold the title of CEO.

No.	Current charter	Proposed amendment, supplement	Basis
15	<p>Article 15. Rights and Obligations of the General Assembly of Shareholders</p> <p>2. [...]</p> <p>"p. The Company or the Company's subsidiaries sign a contract with entities specified in the Clause 1, Provision 162 of the Law on Enterprise with a value equal to or greater than 20% of the total asset value of the Company and its subsidiaries recorded in the latest audited financial statement;"</p>	<p>amend and supplement as follows:</p> <p>"p. The Company or the Company's subsidiaries sign a contract with entities specified in the <u>Clause 1, Provision 167</u> of the Law on Enterprise with a value equal to or greater than 20% of the total asset value of the Company and its subsidiaries recorded in the latest audited financial statement;"</p> <p><u>The Company or its Branches provide loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, CEO (Director), other managers who are not shareholders, and other related individuals and organizations of these subjects;</u></p> <p><u>Contracts, loan/lending transactions, or asset sales with a value greater than 10% of the total asset value of the Company recorded in the latest financial statements between the company and its shareholders owning from 51% or more of the total number of shares with voting rights or related persons of that shareholder.</u></p>	<p>reference (correct) to Clause 1 Article 167 of the Law on Enterprises 2020.</p> <p>adding the contents specified at Point a, Point c Clause 4 Article 293 of Decree 155/2020/ND-CP and Point b Clause 3 Article 167 of the Law on Enterprises 2020.</p>
16	<p>Article 16. Authorized representatives</p> <p>"1. In accordance with the law, shareholders who are entitled to attend the General Meeting of Shareholders may directly attend <u>or authorize their representatives to attend</u>. In cases where more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.</p>	<p>amend the underlined content as follows:</p> <p><u>"[...] or authorize in writing for one or more individuals, organizations to attend the meeting."</u></p>	<p>refer to Clause 1 Article 16 of the Model Charter issued together with Circular 116/2020/TT-BTC.</p>

No.	Current charter	Proposed amendment, supplement	Basis
	Where no specific number of shares of each representative is identified, the number of shares and the number of votes shall be divided equally to each authorized representative.		
17	<p>Article 16. Authorized representatives</p> <p>"2. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the form provided by the Company and must be signed in accordance with the following provisions:"</p>	<p>remove dashed content, supplement as follows: "The authorization for a representative to attend a meeting of the General Meeting of Shareholders must be made in writing. <u>Authorization documents are made in accordance with the civil law and must clearly state the names of individuals, organizations to be authorized and the number of authorized shares</u> and must have signatures according to the following regulations:"</p>	<p>according to Clause 2 Article 144 the Law on Enterprises 2020, the authorization is made in accordance with the civil law.</p>
18	<p>Article 18. Convene the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders</p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>"a. The Company prepares the list of shareholders eligible to participate and vote at the General Meeting of Shareholders based on the register of shareholders of the Company, and the information disclosure of shareholders eligible to attend the meeting takes place at least 20 days before the final registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made <u>no later than thirty (30) days prior to the date of sending invitation letters to the meeting.</u></p>	<p>amend the underlined content as follows:</p> <p>"a. [...] The list of shareholders entitled to attend the General Meeting of Shareholders shall be made <u>no more than ten (10) days prior to the date of sending invitation letters to the meeting.</u>"</p>	<p>according to Clause 1 Article 141 the Law on Enterprises 2020.</p>

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19	<p>Article 18. Convene the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders</p> <p>"3. The notice of the General Meeting of Shareholders shall be sent to all shareholders in the list of shareholders entitled to attend the meeting <u>at least ten (10) days</u> before the opening date of the General Meeting of Shareholders (from the date the notice is sent or transferred properly, paid or put in the mailj box) by means of a secure method to the shareholder's address; at the same time, make announcements on the media of the State Securities Commission, Stock Exchange and post on the website of the Company.</p>	<p>amend the underlined content as follows:</p> <p>"3. The notice of meeting of the General Meeting of Shareholders is sent to all shareholders in the list of shareholders entitled to attend the meeting <u>at least twenty one (21) days</u> prior to the opening date of the General Meeting of Shareholders [...]"</p>	<p>according to Clause 1 Article 143 of the Law on Enterprises 2020.</p>
20	<p>Article 18. Convene the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders</p> <p>4. The invitation letter must be accompanied by the following documents: [...] "The meeting materials will be posted on the Company's website and the notice of the meeting must clearly state where the documents are located and how the document can be downloaded. The company must send meeting documents to shareholders if shareholders request in writing."</p>	<p>amend the underlined content as follows:</p> <p><u>"The sending of meeting documents together with the meeting invitation as specified in Clause 4 of this Article can be replaced by posting on the electronic information page of the Company. In this case, the meeting invitation must clearly state where and how to download the documents."</u></p>	<p>according to Clause 4 Article 143 of the Law on Enterprises 2020, in case the company has a website, it can be posted on the website instead of including the document in the Notice of Meeting.</p>

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21	<p>Article 18. Convene the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders</p> <p>"6. Persons convening the General Meeting of Shareholders shall have the right to refuse proposals related to Clause 5 of this Article in the following cases:"</p>	<p>amend and supplement as follows:</p> <p>"6. <u>In case the convener of the General Meeting of Shareholders rejects the proposals related to Clause 5 of this Article, at least 02 working days before the opening date of the meeting of the General Meeting of Shareholders must reply in writing and specify the reason.</u> The person who convenes the General Meeting of Shareholders may reject the proposal only if it falls into one of the following cases:"</p>	<p>according to Clause 3 Article 142 the Law on Enterprises 2020.</p>
22	<p>Article 18. Convene the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders</p> <p>"6. [...]</p> <p>b. At the time of the proposal, the shareholders or groups of shareholders who make the proposals do not have at least 5% of ordinary shares for at least six (06) consecutive months in accordance with Clause 3 Article 12 of this Charter;</p>	<p>remove dashed content.</p>	<p>The Law on Enterprises 2020 has removed the requirement for continuous ownership for at least 6 months.</p>
23	<p>Article 20. The procedure of meeting and voting at the General Meeting of Shareholders</p> <p>"5. The chairperson nominates one or several persons to act as the meeting secretary."</p>	<p>supplement as follows:</p> <p>"5. The chairperson nominates one or several persons to act as the meeting secretary. <u>The General Assembly of Shareholders shall elect one or several persons into the vote-counting committee at the request of the Chairperson of the meeting.</u>"</p>	<p>according to Point d Clause 2 Article 146 the Law on Enterprises 2020.</p>
24	<p>Article 20. The procedure of meeting and voting at the General Meeting of Shareholders</p>	<p>supplement Clause 14 (new) regarding the form of electronic voting as follows:</p>	

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		<p>"14. <u>"In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote by means of electronic voting or other electronic voting according to the provisions of the Enterprise Law and the Securities Law."</u></p>	<p>according to Clause 10 Article 20 of the Model Charter in Circular 116/2020/TT-BTC due to the fact that information technology is developed and with additional online meeting tools.</p>
25	<p>Article 21. Approval of decisions of the General Assembly of Shareholders "1. Except for the situation provided in <u>Clause 2 Article 21</u>, the resolutions of the General Meeting of Shareholders on the following issues shall be adopted when 65% or more of the total number of votes of shareholders having voting right are present directly or attend through the authorized representatives: a. Approve annual financial statements; b. Short-term and long-term development plans of the Company; c. Remove from office, and replace members of the Board of Directors and the Board of Supervisors and approve the appointment of the CEO position by the Board."</p>	<p>amend and supplement as follows: "1. Except for the case specified in <u>Clause 2 and Clause 3 of Article 21 of this Charter</u>, [...] d. <u>Change majors and fields of business of the Company;</u> đ. <u>Change the organizational structure of the Company;</u> e. <u>Other issues under the authority of the General Meeting of Shareholders.</u>"</p>	<p>according to Clause 1 Article 148 the Law on Enterprises 2020.</p>

No.	Current charter	Proposed amendment, supplement	Basis
26	<p>Article 22. Authorities and procedures to collect shareholders' written opinions in order to pass the decisions of the General Assembly of Shareholders</p> <p>"4. The completed opinion form must be signed by shareholders being individuals, by authorized representatives or by legal representatives of shareholders being organizations.</p> <p>The written opinion must be placed in a sealed envelope and no one should open it before the vote counting session. Any opinion sent to the Company after the deadline specified in the written opinion form or has been opened is invalid."</p>	<p>amend and supplement as follows:</p> <p>"4. Shareholders can send the answered opinion form to the Company by mail, fax or email according to the following provisions:</p> <p>a. In case of sending by mail, the completed opinion form must be signed by shareholders being individuals, by authorized representatives or by legal representatives of shareholders being organizations. The completed opinion form sent back to the Company must be placed in a sealed envelope and no one should open it before the vote counting session.</p> <p>b. In case of sending by fax or email, the completed opinion form sent back to the Company must be kept confidential until the time of counting votes;</p> <p>c. The completed opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email are invalid. The opinion form that is not returned is considered as a non-voting vote."</p>	<p>According to Clause 4, Article 149 of the Law on Enterprises 2020 and refer to Clause 4 Article 22 of the Model Charter in Circular 116/2020/TT-BTC, supplement these voting forms for shareholders.</p>
27	<p>Article 22. Authorities and procedures to collect shareholders' written opinions in order to pass the decisions of the General Assembly of Shareholders</p> <p>5. The Board shall count the votes and make counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company.</p>	<p>amend the underlined content as follows:</p>	<p>according to Point d Clause 5 Article 149 the Law on Enterprises 2020 to facilitate reference in the application process.</p>

No.	Current charter	Proposed amendment, supplement	Basis
	<p>The vote counting minutes must contain the following principal contents: [...] "e. <u>Decisions that have been passed</u>;"</p>	<p>"e. <u>The issue has been passed and the corresponding rate of approval.</u>"</p>	
28	<p>Article 22. Authorities and procedures to collect shareholders' written opinions in order to pass the decisions of the General Assembly of Shareholders "8. The decision approved in the form of collecting shareholders' opinions in writing is as valid as the decision passed at the General Meeting of Shareholders. The decision of the General Assembly of Shareholders is approved if the number of shareholders representing at least 75% of the total number of votes approve.</p>	<p>correct the phrase "decision" into "resolution" and supplement for clear understanding as follows: "8. The resolution approved in the form of collecting shareholders' opinions in writing is as valid as the resolution passed at the General Meeting of Shareholders. The resolution of the General Meeting of Shareholders is passed <u>by way of collecting written opinions</u> if it is approved by the number of shareholders representing at least 75% of the total number of votes <u>with voting rights</u>.</p>	<p>using the word "resolutions" of the General Meeting of Shareholders for full text consistency as well as additional words to clarify the meaning.</p>
29	<p>Article 24. Request to cancel the <u>decisions</u> of the General Assembly of Shareholders</p>	<p>amend to: "Article 24 Request to cancel the <u>resolutions</u> of the General Assembly of Shareholders"</p>	
VII. The Board Of Directors			
30	<p>Article 25. Members and tenure of the Board of Directors 1. The number of members of the Board of Directors is at least five (05) and at most eleven (11). The term of the Board of Directors is five (05) years. The term of office of members of the Board of Directors shall not exceed five (05) years. <u>A member of the Board may be re-elected for an unlimited number of terms.</u></p>	<p>amend as follows: "1. The number of members of the Board of Directors is at least five (05) and at most eleven (11). The term of the Board of Directors is five (05) years. The term of office of members of the Board of Directors shall not exceed five (05) years <u>and may be re-elected for an unlimited number of terms.</u> <u>An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms.</u></p>	<p>according to: Clause 2 Article 154 the Law on Enterprises 2020. Clause 4 Article 276 Decree 155/2020/ND-CP.</p>

No.	Current charter	Proposed amendment, supplement	Basis
	The number of independent members must account for at least one third (1/3) of the total number of members of the Board of Directors.	The number of independent members must account for at least one third (1/3) of the total number of members of the Board of Directors (<u>odds to be round down</u>).	
31	<p>Article 25. Members and tenure of the Board of Directors</p> <p>"2. Shareholders who have been holding voting shares for a continuous period of at least six (06) months have the right to add up the number of voting rights of each person to nominate candidates to the Board of Directors."</p>	<p>remove dashed content, supplement as follows:</p> <p>"2. Shareholders who have been holding voting shares have the right to add up the number of voting rights of each person to nominate candidates to the Board of Directors. <u>Such grouping must be notified to the attending shareholders prior to the opening of the General Meeting of Shareholders.</u>"</p>	<p>The Law on Enterprises 2020 has removed the requirement for <i>"continuous ownership for at least 6 months"</i>.</p>
32	<p>Article 26. Criteria and Conditions for Board Membership</p> <p>"a. Having education and ability in business and organizational management.</p> <p>b. Having good health, good moral qualities, being honest, incorruptible and knowledgeable in law.</p> <p>c. Members of the Board of Directors is not necessarily a shareholder of the Company."</p>	<p>supplement as follows:</p> <p>"a. Having education and ability in business and organizational management; <u>not falling into the subjects specified in Clause 2 Article 17 of the Law on Enterprises.</u></p> <p>b. Having good health, good moral qualities, being honest, incorruptible and knowledgeable in law.</p> <p>c. <u>Other standards and conditions according to the provisions of the Enterprise Law, the Securities Law and guiding documents.</u></p> <p>d. Members of the Board of Directors is not necessarily a shareholder of the Company."</p>	<p>according to Clause 1 Article 155 the Law on Securities 2019 and Clause 3 Article 275 Decree 155/2020/ND-CP.</p>

No.	Current charter	Proposed amendment, supplement	Basis
33	<p>Article 27. Dismissing and adding members from/to the Board of Directors</p> <p>"1. A member of the Board of Directors is no longer member of the Board in the following cases:</p> <p>a. Such member does not meet the criteria and conditions for being member of the Board of Directors in accordance with the provisions of the Law on Enterprises or being prohibited by law from acting as a member of the Board of Directors;</p> <p>b. That member sends a written request to resign to the head office of the Company;"</p>	<p>supplement as follows:</p> <p>A member of the Board of Directors is no longer member of the Board in the following cases:</p> <p>a. Such member does not meet the criteria and conditions for being member of the Board of Directors in accordance with the provisions of <u>the Law on Enterprises and the Law on Securities</u> or being prohibited by law from acting as a member of the Board of Directors;</p> <p>b. Such member sends a written request to resign to the head office of the Company and <u>is approved by the General Meeting of Shareholders.</u>"</p>	<p>to absorb the spirit of Clause 1b Article 160 of the Law on Enterprises 2020, "<i>resigns and is approved.</i>"</p>
34	<p>Article 29. Chairperson, Vice Chairperson and sub-committees of the Board of Directors</p> <p>"1. The Board of Directors will select among its members to elect the Chairperson of the Board. Unless the General Meeting of Shareholders decides otherwise, the Chairperson of the Board of Directors will not be the CEO of the Company. The chairperson of the Board of Directors who concurrently holds the post of CEO must be approved annually at the Shareholders' General meeting, but no later than July 31, 2020, unless otherwise prescribed by law and other regulations of the State.</p>	<p>remove dashed content.</p>	<p>mentioned above.</p>

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35	<p>Article 30. The meetings of Board of Directors</p> <p>10. Voting</p> <p>"d. Under the provisions of Point e of Clause of this Article, where problems arise during a meeting of the Board relating to the level of benefits of members of the Board of Directors or related to voting rights of a member but those issues are not resolved by voluntarily giving up the voting right of such members of the Board of Directors, such issues shall fall under the decision of the Chairperson of the meeting <u>and the Chairperson's decision relating to all members of the Board</u> shall be considered final, unless the nature or extent of the benefit of the relevant member of the Board of Directors has not been properly disclosed."</p>	<p>amend the underlined content as follows:</p> <p>"[...] <u>and the Chairperson's decision related to members of the Board of Directors who have such related interests</u> [...]"</p>	<p>this opinion is referring to the decision of the Chairperson concerned in case a member of the Board of Directors with related interests does not voluntarily give up the right to vote.</p>
36	<p>Article 33. Appointment, dismissal, duties and powers of the CEO</p> <p>3. Criteria and conditions of the CEO: "a. Having full civil act capacity and not being subjects that are regulated by Clause 2 Article 18 of the Law on Enterprises;"</p>	<p>amend the underlined content, and supplement as follows:</p> <p>"a. Having full civil act capacity and not being subjects that are regulated <u>by Clause 2 Article 17 of the Law on Enterprises; Not being a person in the family relationship of the business manager, the supervisor of the Company; a representative of state capital, a representative of corporate capital in the Company.</u>"</p>	<p>- reference (correct) to the Law on Enterprises 2020. - according to Clause 5b Article 162 the Law on Enterprises 2020.</p>

No.	Current charter	Proposed amendment, supplement	Basis
IX. THE BOARD OF SUPERVISORS			
37	Article 35. Supervisors 2. Selection criteria Supervisor: "c. <u>Members of the Board of Supervisors must be auditors or accountants;</u> "	amend the underlined content as follows: "c. <u>Supervisors must be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a discipline relevant to the business activities of the Company.</u> "	according to Point b Clause 1 Article 169 the Law on Enterprises 2020.
38	Article 35. Supervisors 2. Selection criteria Supervisor: "d. Members of the Board of Supervisors is not a member of the accounting and finance divisions of the Company and is not a member or an employee of the independent auditing firm that is auditing the Company's financial statements;"	supplement as follows: "d. "[...] Not a member or employee of an independent auditing company auditing the financial statements of the Company <u>in the previous three (03) years.</u> "	according to Clause 2b Article 286 of Decree No. 155/2020/ND-CP.
39	Article 35. Supervisors "3. The Board of Supervisors elects one of its members to be the Head of the Board of Supervisors on the principle of majority. <u>The Head of the Board of Supervisors must be an auditor or professional accountant and work full time in the Company. The Head of the Board of Supervisors shall have the following rights and responsibilities:</u> "	amend as follows: "3. The Board of Supervisors elects one of its members to be the Head of the Board of Supervisors on the principle of majority. <u>The Head of the Board of Supervisors must have a university or higher degree in economics, finance, accounting, auditing, law, business administration or specialization related to the business of the Company,</u> have the following rights and responsibilities:	according to Clause 2 Article 168 the Law on Enterprises 2020.
40	Article 35. Supervisors 6. Supervisors are no longer members of the Board of Supervisors in the following cases:	supplement as follows:	

No.	Current charter	Proposed amendment, supplement	Basis
	"[...] c. That member sends a written request to resign to the head office of the Company;"	"[...] c. That member sends a written request to resign to the head office of the Company <u>and is approved by the General Meeting of Shareholders</u> ;"	according to Clause 1b Article 174 the Law on Enterprises 2020: "Has a resignation and is approved"
XIII. DISTRIBUTION OF PROFITS			
41	Article 42. Dividend "5. [...] Payment of dividends for shares listed on the Stock Exchange may be made through a securities company or <u>Vietnam Securities Depository Center.</u> "	amend the underlined content as follows: " <u>Vietnam Securities Depository Center/Vietnam Securities Depository and Clearing Corporation.</u> "	according to the Law on Securities 2019, there will be no longer "Vietnam Securities Depository" but will change into the model "Vietnam Securities Depository and Clearing Corporation."

The above material amending and supplementing contents are consistent with the Law on Enterprises 2020, the Law on Securities 2019 and guiding documents. Other amendments to the time, the number of terms in reference, do not change the provisions of the current Charter.

Respectfully submitted to the AGM for consideration and approval./.

Regards!

Recipients:

- AGM 2021-2025;
- BoD, BoM, BoS;
- SSC, HOSE;
- Website TRAPHACO;
- Archive: HC.

**B/O. THE BOARD OF DIRECTORS
CHAIRWOMAN**

(signed)

MSc. Vu Thi Thuan