CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG **THIEN LONG GROUP CORPORATION**	**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập - Tự do - Hạnh phúc** ***THE SOCIALIST REPUBLIC OF VIETNAM*** ***Independence - Freedom – Happiness***

TP.HCM, ngày 30 tháng 06 năm 2021
Ho Chi Minh City, 30 June, 2021

CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SGDCK TP.HCM	**DISCLOSURE OF INFORMATION ON THE STATE SECURITIES COMMISION'S PORTAL AND HOCHIMINH STOCK EXCHANGE'S PORTAL**

Kính gửi/ To: **- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission***
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

Tên tổ chức / *Organization name* : **CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG / THIEN LONG GROUP CORPORATION**

Mã chứng khoán/ *Securities Symbol* : TLG

Địa chỉ trụ sở chính/ *Address* : Lô 6-8-10-12, Đường số 3, KCN Tân Tạo, Q.Bình Tân, TP.HCM/ *Lot 6-8-10-12, Road No.3, Tan Tao Industrial Park, Binh Tan District, Ho Chi Minh City, Viet Nam*

Điện thoại/ *Telephone* : +84 28 3750 5555 Fax: +84 28 3750 5577

Người thực hiện công bố thông tin/ *Submitted by:* TRẦN PHƯƠNG NGA

Chức vụ/ *Position*: Tổng Giám đốc điều hành / *Chief Executive Officer*

Loại thông tin công bố : ☐ Định kỳ ☑ Bất thường ☐ 24h ☐ Theo yêu cầu

Information disclosure type: ☐ *Periodic* ☑ *Irregular* ☐ *24 hours* ☐ *On demand*

Nội dung thông tin công bố (*)/ Content of Information disclosure (*):

- Nghị quyết và Biên bản Đại hội đồng cổ đông thường niên năm tài chính 2020.
- *The Resolution and Minutes of the Annual General Meeting of Shareholders for the financial year 2020.*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 30/06/2021 tại đường dẫn http://thienlonggroup.com/quan-he-co-dong

This information was disclosed on Company's website on date 30/06/2021, available at: http://thienlonggroup.com/quan-he-co-dong

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any mispresentation

Tài liệu đính kèm/ Attachment:

- Nghị quyết và Biên bản ĐHĐCĐ

- The Resolution and Minutes of of the AGM

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật/Người được UQ CBTT
Legal representative/Party authorized to disclose information

CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG

TRẦN PHƯƠNG NGA

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, 29 June 2021

No: 01/2021/NQ-DHDCD

RESOLUTION
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020 THIEN LONG GROUP CORPORATION

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2020 dated 29 June 2021.*

The Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation was held at 16:30 on 29th June 2021 and finished at 19:00 on the same day at Nikko Saigon Hotel, 235 Nguyen Van Cu, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City. The total number of shareholders and authorized persons attending the Meeting was 50 persons, owning and representing 53,385,173 shares, accounting for 68.62% of the total shares with voting right of Thien Long Group Corporation.

After discussing and voting, the General Meeting of Shareholders of Thien Long Group Corporation at the annual meeting for the fiscal year 2020 (*Hereafter referred to as "**GMS**"*) approved the following Decisions:

RESOLVED:

Article 1. Approval of the Report of the Board of Directors (*Hereafter referred to as "BOD"*) in 2020

The GMS approved the Report of the BOD in 2020.

The affirmative rate *99.999981%*

The negative rate *0%*

The abstentions rate *0.000019%*

Article 2. Approval of the Report of Board of Managers (*Hereafter referred to as "BOM"*) in 2020

The GMS has approved the Report on consolidated business , production results in 2020 as follows:

No.	Item	Amount (VND thousand)
1	Net revenue for 2020	2,684,551,950
2	Consolidated profits after tax for 2020	239,845,037

The affirmative rate *99.999981%*

The negative rate *0%*

The abstentions rate *0.000019%*

Article 3. Approval of the Report of the Board of Supervisors (*Hereafter referred to as "BOS"*) in 2020

The GMS has approved the Report of the BOS in 2020.

The affirmative rate *99.999981%*

The negative rate *0%*

The abstentions rate *0.000019%*

Article 4. Approval of the 2020 Financial Statements

The C has approved the 2020 Separate and Consolidated Financial Statements audited by PwC (Vietnam).

The affirmative rate *99.999981%*

The negative rate *0%*

The abstentions rate *0.000019%*

Article 5. Approval of the profit distribution for 2020

- The GMS has approved the profit distribution for 2020 as follows:

No.	Profit distribution	Amount (VND thousand)
1	**Consolidated profit after tax for 2020**	**239,845,037**
	- Dividends for 2020 (20%/par value)	155,588,906
	- Investment & Development fund (12% of profit after tax)	28,781,404
	- Bonus and welfare fund (10% of profit after tax)	23,984,504
	- Bonus for the BOD for exceeding the 2020 profit target	1,984,504
	- Bonus for the Board of Management and Employees for exceeding the 2020 profit target	7,938,015
	- Remuneration and cost for the BOD and the BOS in 2020	7,800,000
2	**Retained earnings after distribution**	**13,767,704**

- And authorize the BOD to conduct the profit distribution of 2020.

  The affirmative rate *100%*

  The negative rate *0%*

The abstentions rate *0%*

Article 6. Approval of the target of revenue, profit and profit distribution plan in 2021

- The Meeting approved the target of revenue, profit and profit distribution plan in 2021 as follows:

No.	Topic	Amount
1	**Revenue and profit target for 2021**	
	- Net revenue	VND 3,000 billion
	- Consolidated profit after tax	VND 280 billion
2	**Profit distribution plan for 2021**	
	- Dividends for 2021	Planned: 20%/par value
	- Investment and development fund	12% of profit after tax
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration and cost for the BOD and BOS	VND 9.5 billion/year

- And authorize the BOD to amend or adjust the above target/plan in factual situations.

The affirmative rate *100%*

The negative rate *0%*

The abstentions rate *0%*

Article 7. Approval of authorizing the BOD to select Auditing Company for 2021

The GMS has approved the authorization for the BOD to appoint one of the following Auditing Companies to audit the Company's 2021 Financial Statements:

- Deloitte Vietnam Company Limited;
- PwC (Vietnam);
- Ernst & Young Vietnam Company Limited.

The affirmative rate *100%*

The negative rate *0%*

The abstentions rate *0%*

Article 8. Approval of the amendments and supplements to the Charter and Internal regulations on company administration

The GMS unanimously approved the amendment of the Charter of organization and operation and the internal regulations on company administration of Thien Long Group Corporation as follows:

- Amendment of the Charter of organization and operation as Appendix 1 attached.
- Amendment of internal regulations on company administration as Appendix 2 attached

The affirmative rate *99.949405%*

The negative rate *0.050576%*

The abstentions rate *0.000019%*

Article 9. Approval of the Operation Regulation of the BOD

The GMS unanimously approved the Operation Regulation of the BOD of Thien Long Group Corporation as attached.

Appendix 3: Operational Regulations of the Board of Directors of Thien Long Group Corporation

The affirmative rate *99.999981%*

The negative rate *0%*

The abstentions rate *0.000019%*

Article 10. Approval of the Operation Regulation of the BOS

The GMS unanimously approved the Operation Regulation of the BOS of Thien Long Group Corporation as attached.

Appendix 4: Operational Regulations of the Supervisory Board of Thien Long Group Corporation

The affirmative rate *99.999981%*

The negative rate *0%*

The abstentions rate *0.000019%*

Article 11. Approval of the reorganization and restructuring plan of Thien Long Group Corporation

The BOD, after considering the current activities and operation of the Group, proposes to restructure and reorganize the Group in the direction Thien Long Group Corporation (*hereinafter referred to as "***Thien Long***"*) is the parent company, with its operational functions focusing mainly on researching and developing Thien Long brand, and investing, managing and coordinating capital among its subsidiaries. Thien Long will transfer its entire investment project of stationery production in Tan Tao Industrial Park according to the investment registration certificate No. 6307210814 issued on 06th December, 2018 by Ho Chi Minh City Export Processing and Industrial Zones Authority (hereinafter referred to as "Tan Tao Factory Project") to a new subsidiary company 100% owned by Thien Long, which inherit and continue to implement the Project.

Accordingly, the GMS approved the reorganization and restructuring plan of Thien Long Group Corporation as below:

1. **Approval of the reorganization and restructuring plan of Thien Long's business operation, including:**

- Establishing a subsidiary company with 100% charter capital owned by Thien Long Group Corporation (hereinafter referred to as "**Thien Long**") with expected business name being Nam Thien Long Production Trading Company Limited (hereinafter referred to as "**Nam Thien Long**").

- Contributing the capital to Nam Thien Long by whole land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land using rights, ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13th December 2017, machineries, equipment, tools, materials and semi-finished products in association with Tan Tao Factory Project ("**Contributed Assets**") and cash. Accordingly, Tan Tao Factory Project shall be transferred from Thien Long to Nam Thien Long for further implementation.
- The GMS shall apply the provisions of Clause 1 Article 36, Law on Enterprise 2020, agreeing to approve the self-recognition the value of Charter Capital of Nam Thien Long equal to the Contributed Assets (according to the remaining value on the books of account as of 31st August 2021).
- Reorganization and restructuring of business operations at subsidiaries under Thien Long in line with the Group's development strategy.

2. The GMS authorizes the BOD to carry out detailed works according to the plan above, including:

- Carrying out legal procedures related to the establishment Nam Thien Long with 100% charter capital owned by Thien Long with:

  a) Business name: Nam Thien Long Trading Production Co., Ltd. In case the expected business name is identical or causes confusion with the name of another enterprise registered in the national enterprise registration database, the General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide on the officially registered business name for the subsidiary company.
  b) Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
  c) Charter Capital: 600 billion dongs. Within the statutory capital contribution period, the General Meeting of Shareholders authorizes the Board of Directors to inventory the books of account and determine the value of the Contributed Assets according to the books of account and to contribute additional cash to record the total charter capital as 600 billion dongs.

- Carrying out legal procedures, including but not limited making a notarized capital contribution contract and registering changes and applying for a new use land certificate arising from the capital contribution by land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with Tan Tao Factory Project of Thien Long for Nam Thien Long.

- On behalf of the GMS to decide on the appraisal implementation, select an appropriate appraisal organization to re-evaluate the actual value of all the Contributed Assets mentioned above in order to properly and fully record the value of "contributed capital for project implementation" for the purposes of declaration, registration, reporting and statistics on investment projects according to the investment laws;

- Carrying out other necessary procedures to hand over and transfer Contributed Assets, personnel and the entire Tan Tao Factory Project to Nam Thien Long on the condition that it does not disrupt daily production and business activities of the Project.

In the event that any process or administrative procedure arises or there is any opinion of the competent authorities that changes the approved activities of the Tan Tao Factory Project related to the reorganization and restructuring, the BOD is entitled to suspend or cancel the unfinished work and consult the GMS in writing to adjust or change the implementation plan.

3. Approval of the adjustment of Thien Long's business lines

- Additional business line

No	Business lines	Code
1	Management consulting activities (except accounting, financial and tax consulting)	7020

- The adjustment of business lines and Clause 1, Article 3 of the Charter, as follows:

"1. Business lines of the Company:

No	Business lines	Code
1	Management consulting activities (except accounting, financial and tax consulting)	7020
2	**Other manufacturing not elsewhere classified** Detail: Manufacture of stationery, school supplies, plastic teaching aids, processed plastic goods (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b), plastic household goods, manufacture of household instruments and equipment. (not working at headquarter)	3290
3	**Wholesale of other machinery and equipment** Detail: Wholesale of molds, wholesale of machinery and equipment served in Company's production field; wholesale of machinery served in automation industry; wholesale of office furniture; wholesale of office machinery and equipment, except computers and peripheral equipment; wholesale of production-line robots; wholesale of machine tools of any type and for any material; wholesale of computer-controlled machine tools.	4659
4	**Wholesale of other household products.** Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.	4649
5	**Printing** Details: Tampon printing (pad), silkscreen printing, flexo printing, embossing on the company's products. (not working at headquarter)	1811

6	**Manufacture of other special-purpose machinery** Detail: Manufacture of machinery served in company production filed, machinery served in automation industry, manufacture of industrial robots performing multiple tasks for special purposes. (not working at headquarter)	2829
7	**Manufacture of games and toys** (do not produce toys and games that are harmful to personality education, children's health or affect social order and security) (not working at headquarter)	3240
8	**Manufacture of plastics products** (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b) (not working at headquarter)	2220
9	**Other specialized wholesale not elsewhere classified** Detail: Wholesale of plastic beads, color powder; wholesale of containers; wholesale of metal and non-metal waste and scrap; wholesale of other products not elsewhere classified: lighters; batteries; silicone glue; chemical, physical, technical testing instruments.	4669
10	**Manufacture of office machinery and equipment (except for computers and peripheral equipment).** (not working at headquarter)	2817
11	**Manufacture of measuring, testing, navigating and control equipment** Detail: Manufacture of measuring and testing equipment in chemical, physical, technical laboratories. (not working at headquarter)	2651

- The addition of business line and the adjustments to Clause 1, Article 3 of the Charter shall become effective on 01st September 2021 or another date depending upon the aforementioned restructuring and reorganization plan of Thien Long.

4. Approval of the changes of the head office address of Thien Long

- Head office address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
- Amending Clause 3, Article 2 of the Charter, as follows:

  The registered office of the Company:

  Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam."
- The adjustment to Clause 3, Article 2 of the Charter shall become effective on 01st September 2021 or another date depending aforementioned restructuring and reorganization plan of Thien Long.

The affirmative rate	*99.999981%*
The negative rate	*0%*
The abstentions rate	*0.000019%*

Article 12. Approval of dismissing a member of the BOD and electing 01 new member to the BOD for the term 2017-2021

The Meeting approved to dismiss a member of the BOD and elect 01 new member to the BOD for the period 2017-2021 as follows:

- Approved to dismiss a BOD's member is Mr. Tran Van Hung.
- Approved to elect one new BOD's member for the office term 2017 – 2021.

The affirmative rate	*99.949405%*
The negative rate	*0.050576%*
The abstentions rate	*0.000019%*

Mr. Nguyen Dinh Tam, achieving 45 elected votes representing 53,343,053 shares equivalent to the number of voting rights, achieved rate of 99.92%. The results: Elected.

Therefore, the List of the Board of Directors for the office term 2017 – 2021 is effective from 29th June 2021 includes:

1.	Mr. Co Gia Tho	Chairman
2.	Mr. Tran Le Nguyen	Member
3.	Mr. Huynh Van Thien	Member
4.	Mrs. Tran Thai Nhu	Member
5.	Mrs. Co Ngan Binh	Member
6.	Mrs. Co Cam Nguyet	Member
7.	Mr. Tayfun Uner	Member
8.	Mr. Pham Tri Nguyen	Member
9.	Mr. Nguyen Dinh Tam	Member

Article 13. This Resolution shall take effect from 29th June 2021

This Resolution of the Annual General Meeting of Shareholders for the fiscal year 2020 shall take effect from 29th June 2021. The BOD is responsible for disclosing this Resolution on the Company's website (www.thienlonggroup.com) in strict accordance with the provisions of the laws.

Article 14. Responsibility to disseminate and implement this Resolution

The GMS herein shall assign the BOD, the BOS and the BOM to disseminate, implement and supervise the execution process in compliance with this Resolution.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN

CO GIA THO

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, 29 June 2021

THE MINUTES OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020
OF THIEN LONG GROUP CORPORATION

Today, at 16.30 PM on 29 June 2021, at Nikko Saigon Hotel, 235 Nguyen Van Cu, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City, the Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation was held.

The total number of Shareholders and authorized persons attending at the beginning of the Meeting are 41 persons, corresponding to the number of shares owned and authorized are 52,733,953 shares, accounting for 67.79% of the total number of voting shares of the Company.

The Organizing Committee's representatives include:

A. The Presiding Committee:

1. Mr. Co Gia Tho - Chairman of the Board of Directors
2. Mr. Nguyen Dinh Tam - President of Thien Long Long Thanh Trading Production Co.,Ltd
3. Mrs. Tran Phuong Nga - Chief Executive Officer

B. The Secretary:

1. Mr. Nguyen Ngoc Trung Chanh - Secretary of the Company

C. The Vote Counting Committee:

1. Mrs Vu Thi Thanh Nga - Finance – Accounting Department

The Meeting voted and approved the Voting regulation, Meeting regulation and the list of the Presiding Committee, the Secretary, the Vote Counting Committee with the voting rate of 100%.

The total number of Shareholders and authorized persons attending at the beginning voting and elections are 50 persons, corresponding to the number of shares owned and authorized are 53,385,173 shares, accounting for 68.62% of the total number of voting shares of the Company

THE MEETING'S CONTENTS:

1. Report of the Board of Directors (*Hereafter referred to as "**BOD**"*):

❖ **Assessment of BOD about Company's activities in 2020:**

Thanks to the management of BOD, the insight of Board of Managements (*Hereafter referred to as "**BOM**"*), moreover it is the consensus of all employees/staffs of Company, therefore, even 2020 is a year with full of challenges, Company achieved respectable business result as below:

- Consolidated net revenue in 2020 reached 2,684.6 billion, reaching 96% of the target as GMS approved.
- Consolidated profit after tax in 2020 reached 239.8 billion, 9% higher than the target as GMS approved.

❖ Report to General Meeting of Shareholders (*Hereafter referred to as "**GMS**"*) on the adjustment of the source used to deal with the disparities between repurchase prices and selling prices of treasury shares to employees to comply with relevant legal regulations:

Content approved by GMS for fiscal year 2019 on 24th June 2020	Amended content as Resolution no. 12/2020/NQ-HDQT on 30th December 2020
The resolution to handle the disparities between repurchase prices and selling prices of treasury shares: Offsetting from **the Investment & Development fund** in the latest audited or reviewed consolidated financial statements	The resolution to handle the disparities between repurchase prices and selling prices of treasury shares: Offsetting from **the Share premium account** in the latest audited or reviewed consolidated financial statements

Reason of the adjustment: to appropriate with the Circular 200/2014/TT-BTC on guidelines for accounting policies for enterprises. Accordingly, using "the Share premium account" to handle price disparities does not lead to change in equity compared to the method of using "the Investment & Development fund".

❖ Report and assessment of the BOD's operations in 2020

- Appoint Mrs. Tran Phuong Nga as the Chief Executive Officer of Thien Long Group Corporation.
- The BOD always focuses on properly performing the functions, duties, authorities and operating in accordance with the Company's Charter and Internal regulations on company administration.
- The independent members of the BOD always performed well their roles, harmonizing the interests of stakeholders and consulting the Company on development strategies.
- The Committees under the BOD include the Investment and Development Policy Committee, the Human Resources Restructuring and Remuneration Committee, Audit Committee, and Shareholder Relations Committee, performed well their roles and supported the BOD to supervise and control the Company's operational efficiency.

❖ Investor relationships and obligations to shareholders

- Company always ensure the fairness and equality and towards the best interests of shareholders and investors, by always being transparent, timely and accurate in information disclosure.
- Beside the disclosure of information according to regulations of law, Company have always taken proactive actions in its investor relations by periodically updating quarterly business performance bulletin, organizing meetings, attending and presenting in investor conferences. These activities aim to inform and share information about the Company to local and foreign investors.

- In 2020, Thien Long paid dividend by cash for the 2nd installment of 2019 at the rate of 5% of par value, the 3rd installment of 2019 at the rate of 5% of par value and paid dividend by cash for the 1st installment of 2020 at the rate rate 10% of face value.

❖ Supervision on the BOM's performance

- Facing 2021 with full of challenges, the BOM has been performing its tasks in accordance with the GMS's Resolutions and the BOD's Resolutions, especially the review and implementation of the Company's annual development strategy as well as the establishment of a new business development orientation in order to catch up with rapid market changes.
- The BOM basically accomplished the assigned tasks in 2020. Besides, the BOM seriously adhered to the rules and regulations on managing the Company's operation, stage divide the management structure in accordance with the Company's charter and internal regulations as well as the BOD's Resolutions/Decisions.

❖ Development priorities

In order to implement strategic objectives for the period of 2021 - 2025, Thien Long has continued to focus on the following development priorities:

- Expand value chain.
- Enhance production capacity.
- Research and develop new products.
- Develop distribution system.
- Promote company's presence in the world market.
- Develop human resources to facilitate business operation under new circumstances

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

2. Report of the BOM on business results in 2020 and the 2021 development orientation of the Group:

❖ **Consolidated business results in 2020:**

- Net revenue in 2020 : VND 2,684.6 billion
- Consolidated profit after tax in 2020 : VND 239.8 billion

❖ **Typical solutions and activities:**

- Extensive and comprehensive research the automation process in all stages of the production process
- Research and develop new products to promptly respond to market changes due to the Covid-19 pandemic.
- Develop the operation of R&D.

- Professionalizing human resources; technology application in business administration activities; Streamlining human resources in line with the Covid-19 pandemic status.

❖ **Plan targets in 2021**:

- Net revenue : VND 3,000 billion
- Consolidated profit after tax : VND 280 billion

❖ **Implementation solutions**:

- To apply digitalization in step in production and corporate governance activities .
- To diversify product lines, matching consumer trends to make difference and increase competitiveness
- To research and develop new products that are safe, healthy and convenient for consumers
- To increase the quality and efficiency of distribution channels

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
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3. Report of the Board of Supervisors (BOS):

❖ **BOS' activities in 2020**:

- To supervise the management and administration of production and business activities of the Company in compliance with the Charter, the implementation of the contents of the GMS's Resolutions and the relevant provisions of law.
- To Appraisal of quarterly and annual financial statements;
- To coordinate regularly with the Internal Audit to conduct inspection activities at some departments/teams in the Company and subsidiaries on compliance with the Company's procedures, processes and regulations of company, check the existence and reasonableness of expense items.

❖ **Results of supervision of operations and finance in 2020**

- The BOS confirms that the figures in the 2020 financial statements audited by PwC faithfully and fairly reflected the Company's financial situation and demonstrated the Company's compliance with the prevailing regulations.
- The appropriation of funds, bonuses for exceeding targets and other remunerations and compensations were made in accordance with the GMS's Resolutions.
- The result of implementation on business, production target in 2020:
  - Consolidated net revenue in 2020 reached VND 2,684.6 billion, reaching 96% of the target as GMS approved.
  - Consolidated profit after tax in 2020 reached VND 239.8 billion, 9% higher than the target as GMS approved

❖ **Results of activities supervision of the BOD, BOM**:

- The BOD and the BOM strictly adhered to applicable laws, the Company's Charter and the Resolutions approved by the GMS.
- The BOD always kept close track of the BOM's operations, provided support to the BOM in management activities as well as made prompt and effective decisions on the implementation of the Company's business and investment plans.
- The BOM and other Managers successfully fulfilled their tasks with high sense of responsibility and put forth their best effort in achieving the business targets approved by the BOD and the GMS.
- Information was disclosed to shareholders in a timely, complete and accurate manner in accordance with applicable regulations

❖ **The coordination between the BOS, the BOD and the BOM**:

The BOD and the BOM have always supported and created favorable conditions for the BOS to perform its functions and duties. Documents and reports are provided on time.

❖ **Recommendations of the BOS**:

- Urgently establishing financial management standards to minimize and avoid business risks as well as support the control of business.
- Completing the system of internal rules, regulations, and processes related to all activities in the new business model and structure of the Company.
- Building up a team of qualified, dynamic, and conscientious personnel ready to delegate responsibility in a creative, friendly, and modern working environment.
- Strengthening the control of debts and expenses in all Divisions/Departments/Subsidiaries. It is necessary to have more specific measures and plans to reduce account receivables and inventories to maximize profits.

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

4. Proposal of approval of the 2020 Audited Financial Statements:

The GMS approved the 2020 Separated and Consolidated Financial Statements audited by PwC (Vietnam).

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

5. Proposal of profit distribution for 2020:

- The Meeting agreed to approve the profit distribution for 2020 as follows:

Profit distribution	Amount (thousand VND)
Consolidated profit after tax for 2020	239,845,037
- Cash dividend for 2020 (20%/par value)	155,588,906
- Development fund (12% of profit after tax)	28,781,404
- Bonus and welfare fund (10% of profit after tax)	23,984,504
- Bonus for exceeding the profit target in 2020 for the BOD	1,984,504
- Bonus for exceeding the profit target in 2020 for the BOM and Employees	7,938,015
- Remuneration for the BOD and BOS in 2020	7,800,000
Retained earnings after distribution	**13,767,704**

- And authorize the BOD to conduct the profit distribution of 2020.

The number of voting shares of approval : 53,385,173 shares, 100% of the total votes of the Shareholders attending the meeting

The number of voting shares of disapproval : 0 share

The number of voting shares of no comment : 0 share

6. Proposal of the targets of revenue, profit and the 2021 profit distribution plan:

- The Meeting agreed to approve the targets of revenue, profit and profit distribution plan for 2021 as follows:

Plan of revenue, profit for 2021:

- Net revenue : VND 3,000 billion
- Consolidated profit after tax : VND 280 billion

Plan of profit distribution for 2021

- Dividends for 2021 : Planned: 20%/par value
- Investment and development fund : 12% of profit after tax
- Bonus and welfare fund : 10% of profit after tax
- Remuneration for the BOD and the BOS : VND 9.5 billion/year

- And authorize the BOD to be amended the above Plan according to the factual situation.

The number of voting shares of approval	:	53,385,173 shares, 100% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	0 share

7. Proposal of authorization for the Board of Directors to appoint Auditing Company for the fiscal year 2021:

The GMS approved the authorization for the BOD to appoint one of the following Auditing Companies to audit the Company's 2021 Financial Statements:

- Deloitte Vietnam Company Limited;
- PwC (Vietnam) Company Limited;
- Ernst & Young Vietnam Company Limited.

The number of voting shares of approval	:	53,385,173 shares, 100% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	0 share

8. Proposal of approval the amendment of the Charter on organization and operation and Internal regulations on company administration:

The GMS unanimously approved the amendment of the Charter on organization and operation and the Internal regulations on company administration of Thien Long Group Corporation as follows:

- Amendment of the Charter on organization and operation of the Company according to Appendix 1 attached.
- Amendment of Internal regulations on company administration according to Appendix 2 attached.

The number of voting shares of approval	:	53,358,163 shares, 99.949405% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	27,000 shares, 0.050576% of the total votes of the Shareholders attending the meeting
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

9. Proposal of approval the operation regulations of the BOD:

The GMS unanimously approved the Operation Regulation of the BOD of Thien Long Group Corporation as attached.

Appendix 3: *Operational Regulations of the Board of Directors of Thien Long Group Corporation.*

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

10. Proposal of approval of the Operational Regulation of the BOS:

The GMS unanimously approved the Operation Regulation of the BOS of Thien Long Group Corporation as attached.

Appendix 4: *Operational Regulations of the Supervisory Board of Thien Long Group Corporation.*

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

11. Proposal of approval of Thien Long Group's plan of reorganization and restructuring:

The BOD, after considering the current activities and operation of the Group, proposes to restructure and reorganize the Group in the direction Thien Long Group Corporation (hereinafter referred to as "Thien Long") is the parent company, with its operational functions focusing mainly on researching and developing Thien Long brand, and investing, managing and coordinating capital among its subsidiaries. Thien Long will transfer its entire investment project of stationery production in Tan Tao Industrial Park according to the investment registration certificate No. 6307210814 issued on 06th December, 2018 by Ho Chi Minh City Export Processing and Industrial Zones Authority (hereinafter referred to as "Tan Tao Factory Project") to a new subsidiary company 100% owned by Thien Long, which inherit and continue to implement the Project.

Accordingly, the BOD would like to propose to the GMS to approve the following suggestion as below:

1. **Approval of the plan of restructuring and reorganization of Thien Long, including**:
   - Establishing a new subsidiary company with 100% charter capital owned by Thien Long with its main business line is stationery production (the expected business name is Nam Thien Long Trading Production Co., Ltd) (hereafter referred to as "**Nam Thien Long**").

- Contributing the capital to Nam Thien Long by whole land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land using rights, ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13th December 2017, machineries, equipment, tools, materials and semi-finished products in association with Tan Tao Factory Project ("Contributed Assets") and cash. Accordingly, Tan Tao Factory Project shall be transferred from Thien Long to Nam Thien Long for further implementation.
- The GMS shall apply the provisions of Clause 1 Article 36, Law on Enterprise 2020, agreeing to approve the self-recognition the value of Charter Capital of Nam Thien Long equal to the Contributed Assets (according to the remaining value on the books of account as of 31st August 2021).
- Restructuring and reorganizing operations at Thien Long's subsidiaries in line with Group's development strategy

2. **The GMS authorizes the BOD to carry out detailed works according to the plan as said in Clause 11.1, including**:

- Carrying out legal procedures related to the establishment Nam Thien Long with 100% charter capital owned by Thien Long with:

  (a) Business name: Nam Thien Long. In case the expected business name is identical or causes confusion with the name of another enterprise registered in the national enterprise registration database, the GMS authorizes the Chairman of the BOD to decide the officially registered business name for such company.

  (b) Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.

  (c) Charter Capital: 600 billion dongs. Within the statutory capital contribution period, the GMS authorizes the BOD to inventory the books of account and determine the value of the Contributed Assets according to the books of account and to additional contribute cash to record the total charter capital as 600 billion dongs.

- Carrying out legal procedures, including but not limited making a notarized capital contribution contract and registering changes and applying for a new use land certificate arising from the capital contribution by land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with Tan Tao Factory Project of Thien Long for Nam Thien Long.
- On behalf of the GMS to decide on the appraisal, select an appropriate appraisal organization to re-evaluate the actual value of all the Contributed Assets mentioned above in order to properly and fully record the value of "contributed capital for project implementation" for the purposes of declaration, registration, reporting and statistics on investment projects according to the investment laws;
- Carrying out other necessary procedures to hand over and transfer Contributed Assets, personnel and the entire Tan Tao Factory Project to Nam Thien Long on the condition that it does not disrupt daily production and business activities of the Project.

In the event that any process or administrative procedure arises or there is any opinion of the competent authorities that changes the approved activities of the Tan Tao Factory Project related to the reorganization and restructuring, the BOD is entitled to suspend or cancel the unfinished work and consult the GMS in writing to adjust or change the implementation plan

3. Approval of the adjustment of Thien Long's business lines

- To add new Business line:

No	Business lines	Code
	Management consulting activities (except accounting, financial and tax consulting)	7020

- Amend the Business line and Clause 1 Article 3 of The Company'Charter in contemporarily as below:

No	Business lines	Code
1	Management consulting activities Detail: Management consulting activities (except accounting, financial and tax consulting)	7020 (Main)
2	Other manufacturing not elsewhere classified Detail: Manufacture of stationery, school supplies, plastic teaching aids, processed plastic goods (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b), plastic household goods, manufacture of household instruments and equipment. (not working at headquarter)	3290
3	Wholesale of other machinery and equipment Detail: Wholesale of molds, wholesale of machinery and equipment served in Company's production field; wholesale of machinery served in automation industry; wholesale of office furniture; wholesale of office machinery and equipment, except computers and peripheral equipment; wholesale of production-line robots; wholesale of machine tools of any type and for any material; wholesale of computer-controlled machine tools.	4659
4	Wholesale of other household products Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.	4649
5	Printing Details: Tampon printing (pad), silkscreen printing, flexo printing, embossing on the company's products.	1811

	(not working at headquarter)	
6	Manufacture of other special-purpose machinery Detail: Manufacture of machinery served in company production filed, machinery served in automation industry, manufacture of industrial robots performing multiple tasks for special purposes. (not working at headquarter)	2829
7	Manufacture of games and toys (do not produce toys and games that are harmful to personality education, children's health or affect social order and security) (not working at headquarter)	3240
8	Manufacture of plastics products (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b) (not working at headquarter)	2220
9	Other specialized wholesale not elsewhere classified Detail: Wholesale of plastic beads, color powder; wholesale of containers; wholesale of metal and non-metal waste and scrap; wholesale of other products not elsewhere classified: lighters; batteries; silicone glue; chemical, physical, technical testing instruments.	4669
10	Manufacture of office machinery and equipment (except for computers and peripheral equipment) (except for computers and peripheral equipment). (not working at headquarter)	2817
11	Manufacture of measuring, testing, navigating and control equipment (not working at headquarter)	2651

The effective time of the addition of business lines and adjustments to clause 1, Article 3 of the Charter is from 01 September, 2021 or depending on the schedule of restructuring and reorganization of Thien Long mentioned above.

4. Approval of the changes of the head office address of Thien Long

- Head office address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
- Amending clause 3, Article 2 of the Company's Charter, as follows:

  "The registered office of the Company:

  Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam."

The effective time of the adjustment of head office address and Amendment at clause 2, Article 3 of the Charter is from 1st September, 2021 or depending on the schedule of restructuring and reorganization of Thien Long's activities mentioned mentioned above.

The number of voting shares of approval	:	53,385,163 shares, 99.999981% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	0 share
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting

12. Proposal of approval the dismissal of Members of the Board of Directors and election of an additional member of the Board of Directors for the term 2017-2021:

The General Meeting of Shareholders unanimously approved the dismissal of members of the BOD and the election of one additional member of the BOD for the 2017-2021 term as follows:

- Approved to dismiss a BOD's member is Mr. Tran Van Hung.
- Approved to elect one new BOD's member for the office term 2017 – 2021.

The number of voting shares of approval	:	53,358,163 shares, 99.949405% of the total votes of the Shareholders attending the meeting
The number of voting shares of disapproval	:	27,000 shares, 0.050576% of the total votes of the Shareholders attending the meeting
The number of voting shares of no comment	:	10 shares, 0.000019% of the total votes of the Shareholders attending the meeting.

Mr. Nguyen Dinh Tam with the number of elected votes of: 45 votes, representing 53,343,053 shares equivalent to the number of voting rights the rate of 99.92%. The results: Elected.

Therefore, the list of BOD for the term 2017-2021 from 29th June 2021 is:

1.	Mr. Co Gia Tho	Chairman
2.	Mr. Tran Le Nguyen	Member
3.	Mr. Huynh Van Thien	Member
4.	Mrs. Tran Thai Nhu	Member
5.	Mrs. Co Ngan Binh	Member
6.	Mrs. Co Cam Nguyet	Member
7.	Mr. Tayfun Uner	Member
8.	Mr Pham Tri Nguyen	Member
9.	Mr Nguyen Dinh Tam	Member

This Minutes including 13 pages was read before the GMS for all of Shareholders to approve before closing.

The GNS agreed to authorize the Chairman of the BOD to issue a Resolution of the General Meeting of Shareholders for the fiscal year 2020 corresponding to the above contents.

The General Meeting of Shareholders ended at 07:00 PM on 29 June 2021.

PRESIDING COMMITTEE

CO GIA THO

NGUYEN DINH TAM **TRAN PHUONG NGA**

SECRETARY

NGUYEN NGOC TRUNG CHANH

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DOCUMENTS OF ANNUAL GENERAL MEETING OF SHAREHODLERS FOR THE FISCAL YEAR 2020

29 June, 2021

ANNUAL GENERAL MEETING OF SHAREHODLERS FOR THE FISCAL YEAR 2020
THIEN LONG GROUP CORPORATION

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LIST OF DOCUMENTS

1. Proposed meeting agenda (Draft).
2. Working regulation.
3. Regulations on the election of the Board of Directors members.
4. Report of the Board of Directors in 2020.
5. Report of the Board of Management on the 2020 business results.
6. Report of the activities of the Board of Supervisors in 2020.
7. Proposal for the approval of Audited 2020 Financial Statements.
8. Proposal for 2020 Profit Distribution.
9. Proposal for Revenue, Profit After Tax Target and Profit Distribution Plan for the fiscal year 2021.
10. Proposal for authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2021.
11. Proposal for the approval of amendments and supplements to the Charter and Internal Regulations on Corporate Governance.
12. Proposal for the approval of the Operation Regulation of the Board of Directors.
13. Proposal for the approval of the Operation Regulation of the Supervisory Board.
14. Proposal for the approval of the reorganization and restructuring plan of Thien Long Group Corporation.
15. Proposal for the approval of the dismissal of members of the Board of Directors and the election of 01 additional member to the Board of Directors for the term of 2017 – 2021.
16. Curriculum Vitae of Candidates.
17. Draft Meeting Resolution.

AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020 (Draft)
THIEN LONG GROUP CORPORATION

(Tuesday, June 29th, 2021 from 04.00 PM to 07.00 PM)

I. TIME AND VENUE:

1. **Time**: Tuesday, June 29th, 2021, 04.30 PM.
2. **Venue**: Nikko Saigon Hotel - 235 Nguyen Van Cu, District 1, Ho Chi Minh City.

II. CONTENT:

No.	Content	Presenters	Time	Notes
A	**REGISTRATION**			
1	Shareholders sign in to attend meeting online	Organizing Committee	Before 16.30	
B	**MEETING OPENING**			
2	Announcement of the Meeting purpose and introduction of the delegation.	Secretary	16.30 - 16.35 (05 mins)	
3	Announcement of Shareholders attendance ratio.	Supervisory Board	16.35 - 16.40 (05 mins)	
4	Approval for the Working regulation, Regulations on the election of the Board of Directors members.	Secretary	16.40 - 16.50 (10 mins)	
5	Approval for the Presidium, the Vote Counting Committee and the meeting agenda.	Secretary	16.50 - 16.55 (05 mins)	
6	Opening Ceremony Speech.	Chairman	16.55 - 17.00 (05 mins)	
C	**MAIN CONTENT**			
7	Report of the Board of Directors.	Chairman	17.00 - 17.15 (15 mins)	
8	Report of the Board of Management on the 2020 business results.	Chief Executive Officer	17.15 - 17.30 (15 mins)	
9	Report of the Supervisory Board.	Head of Supervisory Board	17.30 - 17.35 (5 mins)	

No.	Content	Presenters	Time	Notes
10	**Submissions for Shareholders' approval:** - Proposal for the approval of Audited 2020 Financial Statements; - Proposal for 2020 Profit Distribution; - Proposal for Revenue, Profit After Tax Target and Profit Distribution Plan for the fiscal year 2021; - Proposal for authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2021; - Proposal for the amendment of the Charter and the internal regulations on corporate governance; - Proposal for the regulation on operation of the Board of Directors; - Proposal for the regulation on operation of the Supervisory Board; - Proposal for the reorganizing and restructuring of operation; - Proposal for the resignation of a member and elect a member to the Board of Directors for the term of 2017 – 2021.	Secretary	17.35 – 17.50 (15 mins)	
11	Questions and Answers.	Chairman	17.50 - 18.10 (20 mins)	
12	Voting instructions, conducting to vote	Vote Counting Committee	18.10 - 18.20 (10 mins)	
13	Announcement of the result of the voting	Vote Counting Committee	18.20 - 18.25 (05 mins)	
14	Voting instruction and conducting to vote for a member of the Board of Directors.	Vote Counting Committee	18.25 - 18.35 (10 mins)	
15	Break		18.35 - 18.45 (10 mins)	
16	Announcement of the result of the voting for a member of the Board of Directors	Vote Counting Committee	18.45 - 18.50 (05 mins)	
17	Approval on the Meeting Minutes of the Annual General Meeting of Shareholders for the fiscal year 2020.	Secretary	18.50 - 19.00 (10 mins)	
D	**CLOSING**			
18	Announcement of the Closing	Secretary	19.00	

ORGANIZING COMMITTEE
OF THE GENERAL MEETING OF SHAREHOLDERS

THIEN LONG GROUP CORPORATION	SOCIALIST REPUBLIC OF VIETNAM **Independence - Freedom - Happiness**
No.: 01/2021/QC- ĐHĐCĐ	*HCMC, 29 June, 2021*

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WORKING REGULATION
Of THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020
THIEN LONG GROUP CORPORATION

Pursuant to:

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019;*
- *Decree no.155/2020/ND-CP dated December 31, 2020;*
- *Charter of Thien Long Group Corporation;*
- *Internal Regulation on Corporate Governance of Thien Long Group Corporation.*

In order to ensure that the Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation will take place successfully, the Board of Directors established the working regulations for voting as well as the as follows:

Article 1. Purpose

- To ensure the Annual General Meeting of Shareholders of Thien Long Group Corporation will take place in compliance with the regulations and principles for voting as well as the working regulations .
- The Meeting's resolutions shall demonstrate the unified will of Shareholders, satisfying Shareholders' desires and interests and in compliance with applicable laws.

Article 2. Subject and scope

- ***Subjects:*** All Shareholders, representatives (authorized persons) of the eligible Shareholders and guests attending the Annual General Meeting of Shareholders of Thien Long Group Corporation shall obey and comply with this Regulation, the Company Charter and prevailing laws.
- ***Scope:*** This Regulation shall be applied to the AGM for the fiscal year 2020 of Thien Long Group Corporation.

Article 3. Interpretations of terms/abbreviations

- Company : Thien Long Group Corporation

- BoD	:	Board of Directors
- BoS	:	Supervisory Board
- OC	:	Organizing Committee of the Meeting
- GMS	:	General Meeting of Shareholders
- Delegates	:	Shareholder, authorized representative (authorized persons)
- GMS livestream system	:	A broadcast system of the video and sound of online GMS over the website https://ezgsm.fpts.com.vn and www.youtube.com

Article 4. Conditions for conducting the General Meeting of Shareholders *(Article 18, Company Charter)*

- The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 51% of the total shares with voting rights;
- In case the number of Delegates attending the meeting does not meet requirements for the number of participating delegates within thirty (30) minutes from the prescribed opening time of the GMS, the convener shall cancel the meeting. The GMS shall be re-convened within thirty (30) days from the intended date of conducting the first GMS. The re-convened meeting shall be held when the number of shareholders attending the meeting represents at least 51% of the total shares with voting rights.
- In case the conditions for conducting the second meeting are not fulfilled within thirty (30) minutes from the prescribed opening time of the GSM, the third GSM may be re-convened within twenty (20) days from the intended date of conducting the second meeting. In this case, the GMS shall be held regardless of the number of voting rights represented by the Shareholders or the authorized representatives. The third GMS shall be considered eligible and have the right to decide on all the issues within the competence of the first GMS.

Article 5. Delegates participating in the Annual General Meeting of Shareholders for the fiscal year 2020

- All the Company's Shareholders on the list as of the record date of 11 May 2021 shall have the right to participate or authorize representatives to participate in the live streaming GSM via electronic casting system. If there are more than one person legally authorized to participate in the meeting, the number of shares and the number of votes of each such representative must be specified.
- Participants in the live streaming meeting should notice that:

- Technical requirements: Shareholders are required to use electronic devices connected to the internet (for example: computers, tablets, mobile phones, other electronic equipment with internet connection).
- Implementation: The Delegates shall access the link, log in by following the information provided to participate in the live streaming GMS and vote via electronic voting system.

Article 6. Guests of the Meeting

- The persons holding managerial positions in the Company, the guests and members of the Meeting Organizing Committee who are not the Company's Shareholders are invited to participate in the Meeting.
- The Guests shall not express their opinions at the Meeting (unless invited by the Chairperson of the Meeting, or having registered with the Meeting Organizing Committee and permitted by the Chairperson of the Meeting).

Article 7. Chairperson and Presidium:

- The Presidium includes 01 Chairperson and members. The Chairperson of the Board of Directors shall preside the meeting convened by the Board of Directors or the Chairperson of the Board of Directors shall authorize another member of the Board of Directors to chair the meeting. Specifically:

No.	Name of Member	Position
1	Co Gia Tho	Chairman of the Board of Directors
2	Nguyen Dinh Tam	Chairman of Thien Long Long Thanh Manufacturing Trading Service Company Limited
3	Tran Phuong Nga	Chief Executive Officer

- If the Chairperson is absent or temporarily incapable of working, other members of the Board of Directors shall elect one of them to preside the meeting under the majority rule. If no one is elected as the Chairperson, the Head of the Supervisory Board shall direct the GMS to elect a chairperson from the participants and the person receiving the largest number of votes shall preside the meeting.
- In other cases, the signatory of the decision to convene the GMS shall direct the GMS to elect a chairperson and the person receiving the largest number of votes shall preside the meeting.
- Responsibilities of the Presidium:

- Direct the meeting in conformity with the meeting agenda, regulations and rules approved by the Meeting.
- Assign and introduce the representatives of the BoD and BoS of the Company to present reports at the meeting;
- Introduce the members of Vote Counting Committee for the Meeting to vote;
- Introduce the members of Presidium for the Meeting to vote (if any);
- Guide the Meeting to discuss, lead the Meeting to vote on the issues included in the meeting agenda and relevant issues during the Meeting.
- Respond and record the issues in the agenda approved by the meeting;
- Handle issues arising during the Meetin2vqg.
- Approve and issue the documents of voting results, records, and meeting resolutions after the closing of the Meeting.
- The Chairperson of the Meeting must work under the principle of democratic centralism and make decision under majority rule.

Article 8. Delegate Eligibility Check Committee

- The Delegate Eligibility Check Committee of the Meeting shall include 01 person who takes responsibility for his/her performance before the Presidium and the GMS. The Delegate Eligibility Check Committee shall be introduced by the Chairperson as follows:

No.	Name of Member	Position
1	Nguyen Thi Bich Nga	Head of the Supervisory Board

- Responsibilities:

- Receive documents of shareholders (if any), compare and check the validity of the shareholders participating in the live streaming GMS.
- Report to the General Meeting of Shareholders on the delegate eligibility check results before the official opening of the GMS.
- Coordinate with the Vote Counting Committee to guide, support and supervise the voting.

Article 9. Meeting Secretariat:

- The meeting secretariat shall include 01 person appointed by the Chairperson. The meeting secretariat shall take responsibility for his/her performance before the Presidium and the GMS and follow the guidance of the Presidium. The meeting secretariat shall be introduced by the Chairperson as follows:

No.	Name of Member	Position
1	Nguyen Ngoc Trung Chanh	The Company's secretary

- Responsibilities:

- Receive and review shareholder question forms, transfer them to the Presidium;
- Record Meeting Minutes on the GMS process and the issues approved or noted by the GMS.
- Assist the Chairperson in disclosing the draft Meeting Minutes and Resolutions on the issues ratified at the Meeting.

Article 10. Vote Counting Committee

- The Vote Counting Committee introduced by the Chairperson shall include 01 member.
- The Vote Counting Committee includes:

No.	Name of Member	Position
1	Vu Thi Thanh Nga	Finance - Accounting Department

- Responsibilities:

- The Vote Counting Committee shall prepare the Vote Counting Record and take responsibility before the Presidium and GMS for its performance.
- Determine exactly the voting results of each issue to be voted by the GMS.
- Promptly report the voting results to the Secretariat.
- Review and report to the Meeting any violation against the voting rules or any letter of complaint about voting results.

Article 11. Discussion at the Meeting

1. Principle:

- The discussion can only be conducted within the specified time and under the scope of the issues presented in the agenda of the GMS;
- Only Delegates are eligible for discussing;
- The attendants who have any opinions shall register for their questions to be discussed by using the form specified as follows;

- The Delegates may ask questions by filling in the Discussion section in the interface of the live streaming meeting at the link: https://ezgsm.fpts.com.vn or send an email (only the emails registered by the shareholders shall be accepted) to the address: IR@thienlongvn.com (before the discussion time).

- The Secretariat shall arrange the questions raised by Delegates and transfer them to the Chairperson.

2. Responding to the Delegates' opinions:

- The Chairperson or any member as appointed by the Chairperson shall respond to the questions stated on shareholders question forms;
- In case due to the time limitation, the questions not directly responded at the meeting shall be answered in other forms.

Article 12. Discussion and voting at the Meeting

1. Principle:

All issues in the agenda and contents of the meeting shall be discussed and voted in public by the GMS. Delegates may vote electronically at the link: https://ezgsm.fpts.com.vn

2. Electronic voting:

- How to cast votes:

- Delegates shall select Approve/Disapprove/No Opinion for each issue set in the electronic voting system to be voted at the Meeting.
- Subsequently, Delegates shall confirm their votes so that the electronic voting system can record the results.

- How to cast electing votes (as specified in the Regulations on election)
- Some other provisions applied to electronic voting:

- In case any Delegate fails to complete his/her voting on any issue, it is deemed that the Delegate did not conduct voting on the issue.
- In case there is any issue arising other than the ones included in the agenda, Delegates may conduct additional vote on such issue. If any Delegate fails to vote on the newly arisen issues, it is deemed that the Delegate did not conduct voting on the issues.
- Delegates may change (but cannot cancel) the outcomes of the election including the outcomes of voting for the matters arising out of the meeting agenda. The online voting system shall only count the final outcomes of the election at the closing of the electronic voting for each turn of vote counting as specified in the working regulations of the Annual General Meeting of Shareholders.

- Time for electronic voting shall be specified as follows:

- For the items to be voted in the first voting: (including the working regulations of the Annual General Meeting of Shareholders, Regulations on Election, Approval of the Presidium and Vote Counting Committee, the meeting Agenda), Delegates shall vote

from 10:00 am June 27, 2021 until the Meeting approves the items to be voted in the first voting.

- For the items to be voted in the second voting (including Report of the Board of Directors on its operation in 2020, Report on the business results of 2020, Report on the operation of the Supervisory Board in 2020 and Proposals to the Annual General Meeting of Shareholders): Delegates shall vote from 10:00 am June 27, 2021 until the Meeting approves the items to be in the second voting.
- Election related issues: Delegates shall vote from 10:00 am June 27, 2021 until the Meeting approves the election related issues to be voted.
- For the items to be voted in the third voting (approval of the Meeting Minutes and Resolution): Delegates shall vote from 10:00 am June 27, 2021 until the Meeting approves the items to be voted in the third voting.
- Delegates may log in the electronic voting system and perform their voting at any time of the day and days in the week, except for the time during which the system is under maintenance or for other reasons beyond the control of the Company. When the voting time ends, the system shall not record late electronic voting outcomes performed by the Delegates.

3. Voting rules:

01 (one) common share is equivalent to 01 (one) voting right. Each participating Delegate shall represent one or a number of voting rights.

- At the record date of shareholders (11 May 2021), the total shares with voting rights of the Company are 77,794,453 shares equivalent to 77,794,453 voting rights.

  Except for the cases stipulated in Clause 2, Article 20, Clause 7, Article 24, and Clause 5, Article 35, the Charter, decisions of the GMS on the issues within the competence of the GMS shall be ratified when they are voted for by equal to or more than 51% of the total votes of all the shareholders and authorized persons with voting rights participating in the GMS. Particularly, in some cases, for the issues to be voted as stipulated in Clauses 2, Article 20, the Company Charter, they must be voted for by at least 65% of the total votes of all the shareholders and authorized persons with voting rights participating in the GMS .

- Remarks:

- Shareholders/authorized representatives with relevant interests do not have the right to vote on contracts and transactions with value of equal to or more than 35% of the total value of the Company's assets recorded in the latest financial statements; such contracts or transactions shall be approved only when they are voted for by the number of shareholders and authorized representatives representing equal to or more than 65% of the total remaining votes (according to Clause 4, Article 167, the Law on Enterprises 2020).

- Shareholders/authorized representatives holding equal to or more than 51% of the total shares with voting rights or their related persons do not have the right to vote on the contracts or transactions entered into with such shareholders with value of more than 10% of the total value of the Company's assets recorded in the latest financial statements (according to Point b, Clauses 3 and 4, Article 167, the Law on Enterprises 2020).

4. Recording voting/election results

- The Vote Counting Committee shall check, summarize and report to the Chairperson the vote counting results of each issue. The vote counting results shall be announced by the chairperson right before the closing of the Meeting.

Article 13. Meeting Minutes and Resolution of the General Meetings of Shareholders

All contents at the General Meeting of Shareholders shall be recorded by the Secretary of the Meeting in the Minutes of the General Meeting of Shareholders. The Meeting minutes of General Meetings of Shareholders shall be completed and ratified before the end of the Meeting.

Article 14. Implementation of the Regulation

This Regulation is publicly read in front of the Annual General Meeting of Shareholders for the fiscal year 2020 and takes effect immediately after ratified by the General Meeting of Shareholders of Thien Long Group Corporation .

The Shareholders, authorized representatives and guests who violate against this Regulation shall be imposed penalties or punishments according to the Company's Charter and the Law on Enterprise depending on the specific extent of violation.

ON BE HALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830-C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG
Q.BÌNH TÂN-T.P HỒ CHÍ MINH

CO GIA THO

THIEN LONG GROUP CORPORATION	SOCIALIST REPUBLIC OF VIETNAM **Independence - Freedom - Happiness**
No.: 02/2021/QC- ĐHĐCĐ	*HCMC, 29 June, 2021*

REGULATIONS ON THE ELECTION OF THE BOARD OF DIRECTORS MEMBERS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Pursuant to:

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019;*
- *The Decree No.155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;*
- *Charter of Thien Long Group Corporation.*

The Vote Counting Committee would like to disclose the Regulations on the election of the Board of Directors members at the Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation as follows:

I. Interpretations of terms/abbreviations

- Company : Thien Long Group Corporation
- BoD : Board of Directors
- OC Organizing Committee of the Meeting
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, representatives (authorized persons)

II. Chairperson of the Meeting:

The Chairperson of the Meeting shall be responsible for presiding the election with specific tasks as follows:

- Introducing the list of candidates for the Board of Directors members;
- Supervising the voting and vote counting;
- Resolving claims on the election (*if any*)

III. Regulations on the nomination and self-nomination of the Board of Directors members

- The number of elected members of the Board of Directors: 1 person
- Term: 2017 - 2021
- The maximum number of candidates for the Board of Directors members: no limit

1. Rights to nominate, self-nominate: *(according to Article 24 of the Company's Chater)*:

Shareholders holding shares with voting rights shall be entitled to aggregate the number of voting rights of each such Shareholder to nominate the candidates for the members of the Board of Directors. A Shareholder or group of Shareholders holding from 10% to less than 20% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 55% to nominate up to five (05) candidates; from 55% to less than 60% to nominate up to six (06) candidates; from 60% to less than 65% to nominate up to seven (07) candidates; from 65% to less than 70% to nominate up to eight (08) candidates; from 70% to less than 75% to nominate up to nine (09) candidates; from 75% to less than 80% to nominate up to ten (10) candidates; from 80% or more to nominate up to eleven (11) candidates.

The candidates are required to satisfy the standards prescribed in the Section 2 below.

When the number of candidates for the BoD by way of self-nomination and nomination is insufficient as required, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the Internal Regulation on Corporate Governance.

2. Criteria and requirements for the selection of candidates for the Board of Directors members

The candidates for the members of the BoD shall satisfy the following standards and conditions *(Pursuant to Article 155, the Law on Enterprises no.59/2020/QH14, Article 275, the Decree no.155/2020/ND-CP):*

- Be legally competent and not specifically prohibited from managing enterprises pursuant to Clause 2, Article 17, the Law on Enterprises no.59/2020/QH14;
- Be professionally qualified and having experiences in business administration and not necessarily be the Company's shareholder;
- Not having family relationship (spouse, biological parents, adoptive parents, parents in law, biological children, adopted children, chirldren in law, biological siblings and siblings in law) with the General Director of the Company.
- The Board of Directors member shall not be allowed to serve on the Board of Directors of more than five (05) companies at the same time.

IV. Principle of election:

- Strictly follow applicable laws and Company's Charter.
- Rights to elect shall be calculated according to the number of shares held by the shareholders or represented by the shareholders. Election outcomes shall be calculated based on the number of shares with voting rights of the participating shareholders.
- For each election, each Delegate shall use only one election ballot corresponding to the number of shares held or represented by such Delegate.
- The Vote Counting Committee shall be nominated by the Meeting's Chairperson and subsequently approved by the Meeting. The members of the Vote Counting Committee cannot be on the list of nominees and self-nominees for the Board of Directors.

V. Method of election:

- Follow the cumulative voting method (according to Clause 3, Article 148, Law on Enterprises no.59/2020/QH14)

- Accordingly, each Delegate shall have the total number of voting rights corresponding to the total number of shares held or represented by him/her multiplied by the number of the BoD members to be elected.
- Delegates may cast all of their votes for one or a number of candidates;
- The Delegates participating in livestream meeting may access the electronic voting system and cast their vote (Please note that the Delegate must vote within the electronic voting time as specified in the Code of Practice for Meeting Procedures of the Annual General Meeting of Shareholders).
- In case of any mistake: The Delagates participating in livestream meeting may access the electronic voting system and re-cast their vote (Please note that the Delegates must vote within the electronic voting time as specified in the Code of Practice for Meeting Procedures of the Annual General Meeting of Shareholders).

VI. Election ballot

1. Contents of Election ballot

- Election ballot is **Electronic Election ballot**

  In case Shareholders elect by the method of specifying the number of votes: Invalid ballots are the ones that contain the total number of votes for candidates greater than the number of votes eligible for the Shareholders to vote calculated at the time of vote counting.

VII. Casting election ballots and determining voting results

1. Casting election ballots and Counting votes

- How to write on election ballots:
  - The maximum number of candidates equal to the number of the BoD members to be elected;
  - If a Delegate casts all of his/her votes for one candidate or evenly splits the votes among the candidates, the Delegate must mark "**Cumulative voting**" box of the respective candidates;
  - If a Delegate splits unevenly the votes among the candidates, he/she must specify the number of votes for each candidate in the "**Number of votes**" box.
- In case of any mistake, Shareholders may change (but cannot cancel) the outcomes of the election including the outcomes of voting for the matters arising out of the meeting agenda. The online voting system shall only count the final outcomes of the election at the closing of the electronic voting for each turn of vote counting as specified in the Code of Practice for Meeting Procedure of the Annual General Meeting of Shareholders.
- After the closing of the election, the system shall automatically record the election outcomes.
- The Vote Counting Committee shall be in charge of preparing the Vote Counting Record, disclosing the results and coordinating with the Chairperson to deal with any questions, claims from Shareholders (if any).
- For sensitive matters and if required by Shareholders, the Company must appoint an independent organization to collect and count the votes.

2. *Principle of winning the election (Pursuant to Article 148, the Law on Enterprises no.59/2020/QH14).*

- The candidates winning the election shall be determined by the number of votes received in descending order, starting from the candidates with the largest number of votes until there are enough members to be elected.
- If there are two (02) or more candidates receiving the same number of votes for the last member to be elected, the voting shall be conducted among these candidates.
- If the result of the first election fails to meet the required number of elected members, the election shall be conducted until the required number of elected members is met.

VIII. Documents of nomination or self-nomination for the members of the BoD:

Documents of nomination or self-nomination for the BoD members include:

- Application form/Nomination form for the BoD members (using the *Template*)
- Curriculum vitae (using the *Template*)
- Copies of the following types of documents: Identity Card/Pasport/Household Registration Book
- Certificate in cultural studies and certificate of professional qualification (if any)
- Share certificate of shareholder/group of shareholders satisfying the nomination conditions as specified in the Company's charter.
- Nominees for election to the BoD must take full responsibility before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their documents.

The Documents must be sent to Thien Long Group Corporation before 4:00 pm June 22, 2021 at the following address:

Office of Thien Long Group Corporation

Address: Lot 6-8-10-12, Street no.3, Tan Tao IP, Tan Tao A ward, Binh Tan district, HCMC - Telephone: 028 - 3750 5555 - Fax: 028 - 3750 5577

We would like to respectfully submit the content of the Regulations on the election of the Board of Directors members at the Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation as abovementioned for approval.

This Regulation shall come into force immediately after approved by the General Meeting of Shareholders.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830 C.T.C.P CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG Q.BÌNH TÂN-T.P HỒ CHÍ MINH

CO GIA THO

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 01/2021/BC- ĐHĐCĐ

HCMC, 29 June, 2021

REPORT OF THE BOARD OF DIRECTORS ON ITS OPERATION IN 2020

The Board of Directors (BOD) would like to report to the Annual General Meeting of Shareholders of Thien Long Group on the operation of the BOD in 2020 and plan for 2021 as follows:

1. Assessment on the company's operation in 2020

In 2020, the outbreak of Covid-19 pandemic caused comprehensively and extensively adverse consequences. The pandemic has been ongoing in a complicated and unpredictable trajectory. The political and economic situation in the region and in the world underwent fast and complex movements. Climate change, natural disaster, flood, landslide, thunderstorms, epidemic took place in many places. Amid such tough times, GDP of the year 2020 still increased by 2.91%. Although this was the lowest growth rate during the period of 2011 - 2020, in the context of complicated spreads of the Covid-19 pandemic adversely impacting all socio-economic aspects, this could be deemed as a great success of Vietnam. Vietnam was one of the countries with the highest GDP growth rate the world.

Experiencing the year 2020 full of fluctuations and challenges, however, thanks to the guidance of the Board of Directors, the skill and spirit of the Board Of Management, and above all the consensus of all employees, the Company achieved the following respectable outcomes:

- Consolidated Net Revenue was VND2,684.6 billion, or 96% of the target approved by the AGM
- Consolidated Profit after tax was VND239.8 billion, over 9% of the target approved by the AGM.

2. Remuneration and bonus to the BOD, BOS and BOM

The regime of remuneration, salary and bonus for the members of BOD, BOS, BOM are always guaranteed by Thien Long Group to be in compliance with applicable laws, in harmony with the Company's annual compensation policy and salary fund as well as commensurate with individual responsibility and performance.

The salaries and other gross compensations paid to the key managerial personnel in 2020 were VND43.4 billion, which were presented specifically in the Notes no.39 to the audited consolidated financial statements for the year 2020.

3. Operations of the BOD in 2020

The Board of Directors is responsible for the determination of orientation, guidance, administration and supervision of the Company's operations. The Board of Directors maintains its operations in accordance with applicable laws and the Charter and Regulation on corporate governance of the Company.

In 2020, the Board of Directors held 11 meetings in order to consider and approve key guidance on the Company's development orientation. Some of those meetings were held to conclude strategic decisions on Thien Long's long term development.

Resolutions/Decisions issued are as follows:

No.	Resolution/ Decision No.	Date	Contents approved
1	01/2020/NQ - HĐQT	17 February 2020	Approving the record date to determine the list of shareholders eligible for getting second payment of cash dividend - 5% for the year 2019
2	02/2020/NQ - HĐQT	18 March 2020	Approving share repurchase for treasury shares
3	03/2020/NQ - HĐQT	04 May 2020	Approving the reappointment of Mr. Nguyen Dinh Tam as the CEO of Thien Long Group Corporation
4	04/2020/NQ - HĐQT	13 May 2020	Approving for convening the Annual General Meeting of Shareholders for the fiscal year 2019
5	05/2020/NQ - HĐQT	29 May 2020	Approving the appointment and dismissal of managerial personnel of Thien Long Group
6	06/2020/NQ - HĐQT	08 June 2020	Approving the request for resignation from the position of Vice Chairman of the Board of Directors of Mr. Tran Kim Thanh
7	07/2020/NQ - HĐQT	08 July 2020	Approving the decision on the appointment of auditing firm to audit the Company's financial

			statements for the year 2020 and the record date to determine the list of shareholders eligible for getting third payment of cash dividend for the fiscal year 2019 and the first advance payment of cash dividend for the fiscal year 2020
8	08/2020/NQ - HĐQT	1 October 2020	Approving the appointment of Mr. Teo Hwee Beng to replace for Mr. Tran Trung Hiep as the Deputy of General Director of International Business Development of Thien Long Group Corporation
9	09/2020/NQ - HĐQT	15 October 2020	Approving the regulation on selecting employees qualified for participation in the program to sell the Company's treasury shares to employees, the list of employees getting treasury shares, the principle of offer price determination and the timeline for the program
10	10/2020/NQ - HĐQT	15 October 2020	Approving the preparation and implementation of the documents of selling treasury shares to employees as well as the appointment of Ban Viet Securities Joint Stock Company as the agent to perform the transaction
11	11/2020/NQ - HĐQT	15 October 2020	Approving the plan to use the capital obtained from selling treasury shares to employees
12	12/2020/NQ - HĐQT	30 October 2020	Approving the adjustment to the source used to deal with the differences between repurchase prices and selling prices of treasury shares to employees
13	13/2020/NQ - HĐQT	25 December 2020	Approving the change in head office address of Flexoffice Pte. Ltd.
14	14/2020/NQ - HĐQT	25 December 2020	Approving the record date to determine the list of shareholders eligible for getting second payment of cash dividend for the year 2020.

- **Report to the General Meeting of Shareholders on the method handled by the Board of Directors for the adjustment to the source used to deal with the differences between repurchase prices and selling prices of treasury shares to employees to comply with relevant legal regulation:**

Content approved by the General Meeting of Shareholders	*Amended content*
*The method to handle the differences between repurchase prices and selling prices of treasury shares: Offsetting from **the Investment & Development fund** in the latest audited or reviewed consolidated financial statements*	*The method to handle the differences between repurchase prices and selling prices of treasury shares: Offsetting from **the Share premium account** in the latest audited or reviewed consolidated financial statements*

- Reason for the adjustment: to comply with the Circular 200/2014/TT-BTC on guidelines for accounting policies for enterprises, which mentions that using "the Share premium account" to handle price differences does not result in changes in equity compared to the method of using "the Investment & Development fund".

- **Report to the General Meeting of Shareholders on the personnel appointed by the Board of Directors for the position of Chief Executive Officer.**

- On 28 May 2021, the BOD issued the Resolution No. 05/2021/NQ-HĐQT to approve for the resignation letter of Mr. Nguyen Dinh Tam and decide on the dismissal of Mr. Nguyen Dinh Tam from the position of Chief Executive Officer, Chief Operating Officer of Manufacturing and Chief Manufacturing Officer of Thien Long Group Corporation from 01 June 2021.
- On 28 May 2021, the BOD issued the Resolution No. 05/2021/NQ-HĐQT to appoint Mrs. Tran Phuong Nga as the Chief Executive Officer of Thien Long Group Corporation. This decision is effective from 01 June 2021 to 31 May 2024.

4. Operations of the independent Board members

As playing independent roles in the operations of the BoD, the independent members of the BoD always performed well their roles, harmonizing the interests of stakeholders and consulting the Company on development strategies. Furthermore, the independent Board members usually provided managerial guidances to point out potential risks in the BOD's decisions for the purpose of risk mitigation and prevention.

5. Operations of the committees under the BOD

With the function of giving advice to the Board of Directors, all the committees under the Board of Directors, including the Investment and Development Policy Committee, the Human Resources Restructuring and Remuneration Committee, Audit Committee, and Investor Relations Committee, performed well their roles and supported the Board of Directors to supervise and control the Company's operational efficiency.

6. Investor relations and obligations to shareholders

The Company has always been aware of its responsibilities for investor relations as a large publicly listed company.

As a result, the Company have always guaranteed the fairness and equality as well as acted in the best interest of Shareholders and Investors through transparent, timely and accurate disclosures of information. The Company has continuously and promptly updated relevant legal regulations to ensure its compliance with the regulations on information disclosure promulgated by the competent State Agencies.

In addition to the disclosure of information according to applicable laws and regulations, the Company have always taken proactive actions in its Investor relations by periodically updating quarterly business performance bulletin, organizing meetings, attending and presenting in investor conferences. These activities aim to inform and share information about the Company to the community of local and foreign investors.

In 2020, Thien Long made second and third cash dividend payments for the year 2019 at the payout rate of 5% of par value. Also, the Company made the first advance payment of cash dividend for the year 2020 at the payout rate of 10% of par value.

7. Supervision on BOM's performance

The Board of Directors regularly gave guideline, directed and supervised the Board of Management as well as its supporting team in order to ensure the performance of the BOM in compliance with the Company's regulations and policies.

To face with the year 2021 full of volatilities, uncertainties and challenges, the Board of Management has been performing most of its tasks in accordance with the AGM's Resolutions and the BoD's Resolutions, especially the review and implementation of the Company's annual development strategy as well as the establishment of a new business development orientation in order to catch up with rapid market changes.

The Board of Management basically accomplished the assigned tasks in 2020. Besides, the BoM seriously adhered to the rules and regulations on managing the Company's operation, decentralized the management structure in accordance with the Company's charter and internal regulations as well as the BoD's Resolutions/Decisions.

8. Development priorities

In order to successfully implement strategic objectives for the period of 2021 - 2025, Thien Long has continued to focus on the following development priorities:

- Expand value chain.
- Enhance production capacity.
- Research and develop new products.

- Develop distribution system.
- Promote company's presence in the world market.
- Develop human resources to facilitate business operation under new circumstances.

The BOD would like to propose to the General Meeting of Shareholders for approval of the business targets for 2021 as below: Net revenue of VND3,000 billion, Profit after tax of VND280 billion, Dividend of 20%/par value.

The targets set forth for the year 2021 was established under the scenario that students would be back to school stably, the market would gradually rally and return to normal state. Due to unpredictable developments of the pandemic, the plan adjustment may be performed in line with the actual business situation.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830 - C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG
Q.BÌNH TÂN - T.P HỒ CHÍ MINH

CO GIA THO

No: 02/2021/BC-ĐHĐCĐ

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

HCMC, 29 June, 2021

REPORT ON THE BUSINESS RESULTS OF 2020

The Board of Management ("BOM") would like to propose to the General Meeting of Shareholders the business results of 2020 as follows:

A. OPERATIONAL ACTIVITIES AND IMPORTANT PROJECTS

I. Product capacity enhancement, input material self-sufficiency and value chain expansion

1. Applied extensive and comprehensive automation process

- **Activities in 2020**

In 2020, Thien Long Technology Division continued investing, researching, and applying extensively on automation in manufacturing processes, from injection, filling, installation to printing, inspection, and packaging. With significant breakthroughs, the automation proportion at Thien Long's factories were considerably improved from 77% in 2019 to 78.23% in 2020. As a result, the Group's general productivity has been sharply improved.

Additionally, the main materials have been gradually researched in the orientation of mass production so that the Company can self-control the quality, price and manufacturing technology.

- **Orientation in 2021**

- Continue to improve and accelerate research as well as constantly update state-of-the-art technologies to be successfully applied to the states of manufacturing, so that the Company can be proactive in producing main materials, diversifying new products and improving existing offerings.
- Continue to apply technologies for further enhancing the rate of automation in manufacturing activity, targeting lower labor proportion, cutting costs in manufacturing new molds, machinery for the Group and the Customers, and focusing on product inspection and quality control in order to strengthen product quality.
- Invest intensively on core human resources and enhance the coordination with leading experts in the world.
- Research and gradually apply digitalization in manufacturing

2. Ink and chemical Manufacturing activities

- **Activities in 2020**

In 2020, in addition to maintaining the quality and output of ink to meet the ink demand of the Group, the Chemical Technology Department focused on new product research and development to promptly respond to the market changes due to the Covid-19 pandemic such as Convenience Soap, Dry Hand Gel, Anti-bacterial Materials used for Finger Wrap, Pen Grip ..

- **Orientation in 2021**

With a highly skilled and experienced labor resource, along with the cooperation from leading experts, in 2021, the Dhemical Technology Department will focus on research and development of new products in the following fields:

- Maintain the quality and enhance the capacity of stationery ink supply to meet Thien Long's manufacturing requirements.
- Continue research and development for new products in regard to consumers' safety, health and convenience.
- Improve the quality and diversify art supplies and glue to meet the demand for daily use and the art and craft, to which demands have been increasingly growing.
- Gradually apply environment-friendly materials to Thien Long's products.
- Diversify industrial product lines.

Regarding manufacturing activities, in the context of increasing prices of chemicals and color pigment, the Chemical Technology Department has been constantly looking for alternatives and backup materials. In this way, the Company can ensure its productions through stabilized prices and notably ensure products quality in conformity with European and American safety standards.

3. Research and Development (R&D)

- **Highlights on 2020 Performance**

The Company developed new high-quality products, suitable with the consumer trends and needs, especially in young consumer segment. The department performed several tasks such as:

- Renewing images and packages designs in order to draw the customers' attention.
- Strengthening brand identity of each brand through visual designs.
- Pushing on new product research and diversifying product portfolios to satisfy various types of customers in different segments.

- **Orientation in 2021**

- Focus on developing new key products, suitable with consumers' new trends, thus making differences for better competitiveness.
- Closely coordinate with related departments, especially Marketing and Sales in order to capture accurately market new trends and requirements on new products, thus effectively

market new products and reach out to the right customer segments. Boost up combos sales and renew designs and packages to make products more attractive.

- Boost up research on new technologies in combination with searching and partnering with leading experts in new products research and development to stay ahead in stationery industry.
- Foster skills and professional knowledge among research and development teams and build up a dynamic, enthusiastic, creative and imaginative team.

4. Organization Structure and Human Resources

- **Highlights on 2020 Performance**
  - Consistently implemented the talent promotion policies; strenghthen training and coaching to constantly upgrade employee skills to match quickly changing environment.
  - The application of information technologies solutions to human resource management was focused. Besides the "HR management software" still in use and being updated, other software solutions were also applied such as vehicle order, meeting room management, stationery distribution, etc.
  - The application of IT solutions considerably reduced amount of time spent for paperwork, digitalized several working tasks, helped comply with the Company's and state regulations, and improved HR and administration management skills.
  - Labor force was increasingly streamlined, amid the Covid-19 pandemic.
- **Orientation in 2021**
  - Stably operate human resource management software and integrate that into "Digital Transition" project to ensure stable system operation and software improvement for data usage efficiency.
  - Restructure the Human Resources Administration Department at the Group and subsidiaries levels in accordance with the consultant's guidelines to build a professional and efficient HR team capable of handling Company restructuring.
  - Improve internal training, specially in enhancing the performance of internal lecturers, training textbooks and contents, etc.
  - Strengthen recruitment activities in order to meet appropriate staffing requirements from different departments/divisions to best serve business activities.
  - Improve assessment criteria to motivate the employees and create a well dependent baselines for income and bonuses and career path.
  - Apply technology to human resource activities, enhance online training, working and meeting.

5. **Domestic Distribution System Development**

- **Highlights on 2020 Performance**

Thien Long continued to develop the distribution system as follows:

- Restructured the distribution system to optimize management tasks, thus reduced cost and increases business efficiency.
- Continued to develop and strengthen the distributors system in General Trade (GT) channel and Modern Trade (MT) channel in order to ensure quality, dimension as well as sales growths.
- Quickly implemented new products structure while enhance better product quality control for the whole system from factories to end users.
- Optimized the application of Distributor Management System (DMS) to all distributors and customers to effectively manage and to save costs, as well as to measure sales performance, to improve sales efficiency, and to seek new sales opportunities.

- **Orientation in 2021**

- Focus on developing new products consistent with new market trends of each customer segments, which will positively support new sales channels and increase sales on the whole system.
- Continue to deploy retail distribution by developing sales points and enhancing the quality of Thien Long salesforce at distributors with applied technology in customer care service.
- Continue to develop brand identity and strengthen sales channel support through use of signs, light boxes, shelves, display products, and programs provided to sales systems and end consumers.
- Continue to effectively apply technology to support sales activity, to enhance sales efficiency, and to improve the quality of strategic planning.
- Strengthen e-commerce sales, including FlexOffice.com of Thien Long Group and other large e-commerce platforms in Vietnam such as Shopee, Tiki, Sendo, Lazada.
- Boost B2B sales in respect of businesses and schools.

6. **Restoration of Export Activities amid General Difficulty of Global Economy Caused by the Pandemic**

- **Highlights on 2020 Performance**

- In 2020, the Covid-19 pandemic was extremely complicated, causing uncountable obstacles and unprecedented difficulties as the global economies imposed shut-down orders for most of 2020. Regardless of challenges, International Business Development Department

managed to minimize risks and earned a revenue of VND491 billion, a decrease of 4% compared to 2019. The Company's main export markets suffered the most, specifically: Philippines, Myanmar, Indonesia as well as other Southeast Asia markets. The Company's market expansion in new export markets such as the Middle East was delayed.

- In response to long social distancing in many countries, the International Business Development Department continued strengthening interaction with consumers by enhancing Company's online presence, starting with Company's first livestreams in 2020 in Philippines and Myanmar as well. Company participated in Paperworld Dubai 2020, a virtual exhibition aiming to maintain the opportunities to meet potential customers.

▪ **Orientation in 2021**

- Strengthen and develop branding in Southeast Asian markets such as the Philippines, Myanmar, Thailand, and Indonesia.
- Attract new consumers by developing new products based on the customer needs.
- Strongly focus on online activations - diversify & enhance online sales points while maintaining a consistent brand message.
- Utilize cloud computing-based tools to increase efficiency in implementing local staffing in other countries.
- Participate in exhibitions in Germany, Japan, Brazil, and the United States to seek new partners.

7. Marketing and Advertisement

▪ **Highlights on 2020 Performance**

Amid the Covid-19, Thien Long Group has been always active and flexible and has stayed assured despite headwinds.

1. Thien Long implemented the program "What to do at home for fun?" with the aim of reassuring consumers and bringing them the joy of buying discounted products right at their homes.
2. A series of attractive sales promotions was constantly launched to create atmosphere and sales opportunities in time of the pandemic.
3. The program "Special Semester" with 8 online streaming classes was undertaken on Facebook. This program helped children maintian their interest in learning, actively consolidates in good writing and nice handwriting during the disruption.
4. Thien Long and the Central Young Pioneer Council organized a painting competition for children with the theme "Health Protection and Covid-19 Prevention" and the program "The Handwriting from the Heart," which aimed to encourage the spirit of pandemic prevention and health protection.

5. New products, which are safe and good for health, economic and environmentally friendly were the key focus at Thien Long in order to catch up with new consumer trends - enabling sales points to stay ahead of the trends and to increase new business opportunities.
6. Thien Long teams visited each sales points and store to design and install counters, and to stay well-prepared for future sales activities as soon as the pandemic being under control.

As soon as the pandemic was under control, a series of key stimulus and sales support programs were strongly boosted by Thien Long.

1. Promotional combos were widely and simultaneously launched across the country.
2. Sales stimulus programs targeting the second semester examination were launched - buy certain products to get anti-bacteria eraser.
3. Millions of sticker "school safety" were given to the consumers, which was much loved by many small children and their parents.
4. Promoted music videos named IT'S TIME TO GO TO SCHOOL, READY FOR LEARNING WITH JOY, to inspire students to go back to school.
5. Continued to boost valued agents support in changing signs, installing new counters and shelves, and enlarging selling space.

After the pandemic, 11 key activities to support sales in order to stimulate sales growth were deployed

1. Launched promotional vouchers for students to buy products at discounted prices on holiday and new school year in order to encourage consumers to visit sales points throughout the country.
2. Launched Diem 10 product sets with promotional program for back-to-school season.
3. Organized cheerleading activities to activate sales in big sales points nationwide.
4. Opening Box - Winning Iphone Pro program was applied to customers when they bought Flexio Fx590VN, Fx680VN with probability of winning up to 100%.
5. Strongly implemented "New Colokit Vitamin" communication & sales support campaign to help children learn with joy and creation.
6. Launched COMBO of KNOWLEDGE SUPPORT and tens of thousands of online learning vouchers to encourage customers to buy products in combos.
7. Assigned staff to directly introduce the products at the MT and GT sales points during the exam season, back-to-school season, and Vietnam Teachers' Day.
8. Launched crayon products with Doraemon film version 2020 with a series of incentives.
9. Strengthened investment in promoting potential products and the new generation of Thien Long's "Eco Friendly" products – environmental friendly products.

10. Cooperated with VTV7 and Thanh Nien Newspapers in promoting program for Flexio calculators to help build the trust among target customers and to increase sales opportunities for agents.
11. Promoted the campaign "FIGHTING! BE CONFIDENT AND DO IT WELL!" (in Vietnamese: "FIGHTING! TỰ TIN THI TỐT NHÉ!") with combos for exam season for students in the University Entrance Exam Support 2020.

- **Orientation in 2021**

In 2021, marketing, product and brand promotions will be directed towards Thien Long 40th anniversary:

- Implement professional counters and shelves across the country as well as specific sales for each key product in the category. Also, company will make professional and synchronize brand images at the sales points.
- Create promotion programs for end users in order to attract sales and to encourage consumers to buy our products. Strengthen promotion of new, strategic products on media channels, sales channels in order to widely introduce the products to our consumers and to increase sales growth.
- Focus on communication and advertising activities to facilitate a number of target products and industries such as dry glue, scientific calculator, fountain pens, etc; at the same time, we expand our product categories to meet other consumer needs for FlexHome brand - Household stationery products.
- Build and develop the process for new products creation more professionally from ideas to consumers. That means a reallocation in human resource in the Marketing Department will take place in order to carry out the objectives.
- In addition to promoting brands and products, Thien Long will utilize other sales seasons throghout the year and will attempt to initiate sales in community activities and programs such as University Entrance Exam Support, Sharing with Teachers, For Green School, Color Festival, Love Vietnam Handwriting...
- Build a digital transformation platform to grasp opportunities as well as to anticipate market risks in order to create appropriate, breakthrough and pioneer marketing programs.
- Strengthen communication internally and socially with activities oriented towards Thien Long 40th anniversary.

8. Digital Tranformation and Information Technology

In 2021, TLG will focus on the digital transformation and Information Technology plan as follows:

- Establish a Digital transformation roadmap that covers the entire value chain of the Group (business plan; product development; materials supply; production; warehouse; sales and distribution; after sales).
- Develope an infrastructure transformation roadmap with information security; core system; information technology operation, etc. to ensure best support of the digital platform to digtial transformation;
- Transform human resources and enhance employees' awareness of digital transformation through communication, training, workshop to promote change and creativity.
- Analyze the level of practicality of the digital projects (digital initiatives), thus make appropriate technological proposal, clearly define targeted KPIs of each digital initiative, calculate ROI, and propose implementation roadmap systematically and comprehensively connected.

B. FINANCIAL PERFORMANCE

Please refer to attached Report on audited consolidated and separate financial performance of 2020.

ON BEHALF OF THE BOARD OF MANAGEMENT
CHIEF EXECUTIVE OFFICER

CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG

TRAN PHUONG NGA

THIEN LONG GROUP CORPORATION	The Socialist Republic Of Vietnam Independence – Freedom – Happiness

HCMC, 29 June, 2021

REPORT ON THE OPERTION OF THE BOARD OF SUPERVISORS

FOR THE FISCAL YEAR 2020

- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the 2020 Consolidated Financial Statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited and the results of the inspections of TLG's business documents in 2020.*

The Board of Supervisors would like to report to the Annual General Meeting of Shareholders of Thien Long Group on its operation in 2020 as follows:

I. Operation of the Board of Supervisors

- The Board of Supervisors have 3 members:

Ms. Nguyen Thi Bich Nga	Head of Board of Supervisors
Mr. Dinh Duc Hau	Member of Board of Supervisors
Ms. Ta Hong Diep	Member of Board of Supervisors

- In 2020, the Board of Supervisors organized regular meetings with full attendance of all members to discuss and implement its operation plan subject to its functions and duties as follows:
  - Supervision of the management and administration of production and business operation in compliance with the Charter, the Resolutions of the General Meeting of Shareholders Meeting and applicable laws;
  - Appraisal of the quarterly and annual financial statements;
  - Regular coordination with Internal Audit Department in inspection of the Company's Departments, Divisions & Subsidiaries in respect of their compliance with procedures, processes, and regulations of the Company;
  - Regular coordination with Internal Audit Department to check the reasonableness of costs and expenses.

II. Results of the supervision on the Company's business operation and financial situation in 2020

The Board of Supervisors acknowledges that the figures in the 2020 financial statements audited by Pricewaterhouse Coopers Company Limited faithfully and fairly reflected the Company's financial situation and demonstrated the Company's compliance with the prevailing regulations.

The appropriation of funds, bonuses for exceeding targets and other remunerations and compensations were made in accordance with the Resolution of the General Meeting of Shareholders.

In 2020, TLG made the second and third payment of cash dividends of 2019 to Shareholders at the rate of 10% of par value in accordance with the Resolution of the General Meeting of Shareholders, and the first advance payment of cash dividends of 2020 at the rate of 10% of par

value. During the year, the Company also repurchased 1,500,000 shares as treasury shares with the average purchase price (including fees) of VND 30,874/share using the Development Investment Fund. Moreover, the Company issued treasury shares to employees in compliance with the program to sell treasury shares to employees in 2020.

Because of adverse impacts of the Covid-19 pandemic, TLG experienced a significant decrease in business performance compared to 2019.

- Consolidated net revenue of the Group reached VND2,684.6 billion in 2020, completed 96% of the plan approved by the AGM.
- Profit after tax was VND239.8 billion and completed 109% of the plan approved by the AGM.

The summary of Consolidated Balance Sheet as at 31 December 2020 as follows:

Total Assets: 2,314.6 billion, of which:

- ✓ Current assets: 1,701.8 billion
- ✓ Long-term assets: 612.8 billion

Capital structure:

1. Liabilities 566.3 billion (down 7% YoY), of which:
   - Short-term liabilities : 499.6 billion
   - Long-term liabilities : 66.8 billion
2. Owner's Equity: 1,748.3 billion

III. Results of the supervision on the performance of BOD and BOM

- The BOD and the BOM strictly adhered to applicable laws, the Company's Charter and the Resolutions approved by the AGM.
- The BOD always kept close track of the BOM's operation, provided support to the BOM in management activities as well as made prompt and effective decisions on the implementation of the Company's business and investment plans.
- The BOM and other managerial levels successfully fulfilled their tasks with high sense of responsibility and put forth their best effort in achieving the business targets approved by the Board of Directors and the General Meeting of Shareholders.
- Information was disclosed to Shareholders in a timely, complete and accurate manner in accordance with applicable regulations.

Coordination between BOD, BOM and other managers.

The BOD, BOM and BOS frequently discussed, shared information and updated the operation of the Company.

The BOD and BOM have always facilitated the BOS to perform their tasks. Indeed, required documents and reports were sufficiently and timely submitted.

BOS fully attended all the meetings between the BOD and BOM when we were invited.

IV. Conclusions and recommendations of the Board of Supervisors

Based on the assessment of the Company's operation and financial results in 2020, the Supervisory Board respectfully requests the AGM to approve the reports on the operation for the fiscal year 2020 presented by the BOD and the BOM.

In the context of upcoming difficulties and challenges as well as the determination to transform to catch up with new trends and keep up with the times to achieve business plan, the Company needs to focus on cost control and efficiency improvement by implementing the following works:

- Urgently establishing financial management standards to minimize and avoid business risks as well as support the control of business.
- Completing the system of internal rules, regulations, and processes related to all activities in the new business model and structure of the Company.
- Building up a team of qualified, dynamic, and conscientious personnel ready to delegate responsibility in a creative, friendly, and modern working environment
- Strengthening the control of debts and expenses in all Divisions/Departments/Subsidiaries. It is necessary to have more specific measures and plans to reduce account receivables and inventories to maximize profits.

Dear Shareholders,

This is the report of the Supervisory Board to be presented to the AGM.

Thank you and wish the AGM a great success.

Best regards,

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD OF SUPERVISORS

NGUYEN THI BICH NGA

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 01/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Re: Approving the Audited Financial Statements for 2020

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.*

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the 2020 Separate and Consolidated Financial Statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited.

The audited separate and consolidated financial statements for 2020 have been disclosed and publicized on the Company's website in accordance with relevant regulations, including the following:

1. Independent auditor's report;
2. Balance sheet as at 31 December 2020;
3. Income statement for the year 2020;
4. Cash flow statement;
5. Notes to financial statements.

Consolidated and Separate Financial statements of 2020 are as per attachment.

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG

CO GIA THO

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 02/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Re: Approving the profit distribution for 2020 and authorizing the Board of Directors to conduct the profit distribution for 2020

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the 2020 Audited Consolidated Financial Statements of Thien Long Group Corporation;*
- *Pursuant to the Meeting Minutes of the Board of Directors No.10/2021/BBH-HĐQT dated 28 May 2021.*

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the profit distribution for the fiscal year 2020 as below:

No.	Profit distribution	Amount (thousand VND)
1	**Consolidated profit after tax for 2020**	239,845,037
	- Dividends for 2020 (20%/par value)	155,588,906
	- Investment & Development fund (12% of profit after tax)	28,781,404
	- Bonus and welfare fund (10% of profit after tax)	23,984,504
	- Bonus for the Board of Directors for exceeding the 2020 profit target	1,984,504
	- Bonus for the Board of Management and Employees for exceeding the 2020 profit target	7,938,015
	- Remuneration and cost for the Board of Directors and the Board of Supervisors in 2020	7,800,000
2	**Retained earnings after distribution**	13,767,704

The Board of Directors would like to respectfully submit the profit distribution for 2020 to the General Meeting of Shareholders for consideration and approval. Furthermore, the Board of

Directors would like to get approval from the General Meeting of Shareholders for granting authorization for the Board of Directors to conduct that profit distribution.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830-C.T.C.P
CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
THIÊN LONG
Q.BÌNH TÂN-T.P HỒ CHÍ MINH

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No: 03/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Re: Approving the target of revenue and profit and the profit distribution plan for 2021

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the Meeting Minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.*

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the target of revenue and profit and the profit distribution plan for 2021 as below:

1) **Plan of revenue and profit for 2021:**
   - Net revenue : VND 3,000 billion
   - Consolidated profit after tax : VND 280 billion

2) **Plan of profit distribution for 2021:**
   - Dividends for 2021 : 20%/par value
   - Investment and development fund : 12% of profit after tax
   - Bonus and welfare fund : 10% of profit after tax
   - Remuneration and cost for the Board of Directors and the Board of Supervisors : VND 9.5 billion/year

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders the target of revenue and profit and the profit distribution plan for 2021 for consideration and approval. Furthermore, the Board of Directors would like to get approval from the General Meeting of Shareholders for granting authorization for the Board of Directors to amend or adjust the above Plan in factual situation.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464 C.T.C.P CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG Q.BÌNH TÂN-T.P HỒ CHÍ MINH

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No: 04/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Re: Authorizing the Board of Directors to appoint Auditing Company for the fiscal year 2021

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.*

Dear the General Meeting of Shareholders,

The Board of Supervisors would like to propose to the General Meeting of Shareholders for approval of the appointment of an independent auditing company to audit the Company's 2021 financial statements as follows:

- Select one (01) from the three (03) following Auditing Companies to audit the Company's 2021 Financial Statements:

  1. Deloitte Vietnam Company Limited;
  2. PwC (Vietnam) Company Limited;
  3. Ernst & Young Vietnam Company Limited.

- Authorize the Board of Directors to choose one out of the three auditing companies.

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS

NGUYEN THI BICH NGA

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 05/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020

Ref: Revision of Charter of organization and operation and Internal regulations on company administration of ThienLong Group Corporation

- *Pursuant to Law on Enterprise no. 59/2020/QH14 passed on 01st January 2021;*
- *Pursuant to Law on Securities no. 54/2019/QH14 passed on 26th November 2019;*
- *Pursuant to Decree no. 155/2020/NĐ-CP issued on 31st December 2020 detailed stipulation and guidance of practicing some articles of Law on Securities;*
- *Pursuant to Circular no. 96/2020/TT-BTC issued on 16th November 2020 to guidance of information announcement on securities market;*
- *Pursuant to Circular no. 116/2020/TT-BTC issued on 31st December 2020 guidenlines for implementation of some Articles on administration o public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities. And*
- *Pursuant to The Charter of organization and operation of Thien Long group coporation has been ratified by Annual General Meeting of Shareholder on 02 July 2020*

To General Meeting of Shareholder,

On 17th June 2020, Government issued Enterprise law no. 59/2020/QH14 with the effective date from 01st January 2021 to instead of Law on Enterprise no. 68/2014/QH13 issued on 26th November 2014 ("**LDN 2020**").

Accordingly, the current Charter had been formulated rely on the template of charter attached the Circular no. 116/2020/TT-BTC issued on 31st December 2020 guidance of some articles about corporation management for public corporation at Decree no. 155/2020/NĐ-CP detailed stipulation and guidance of practicing some articles of Securities law ("**Circular no. 116/202/TT-BCT**") and LDN 2020.

In Accordance with the Clause 1 of Article 270 of Decree no. 155/2020/NĐ-CP, the charter of corporate must be ratified by General Meeting of Shareholder and must not contrast with the Law on Enterprise, Law on Securities and other stipulations of Decree no. 155/2020/NĐ-CP and related regulations of law.

Also in accordance with Clause 2 of Article 270 of Decree no. 155/220/ND-CP, Internal regulations on company administration must be promulgated by Board of Director then retified by General Meeting of Shareholder. In addition, Regulation on internal corporate management must not contrast with regulations of law and The Charter of Company.

Therefore, Board of Director proposes to General Meeting of Shareholder to consider the revision of The Charter of Company and Internal regulations on company administration

to ensure appropriate with the current regulations of law, the summarization of revision according to appendix I and II attached.

Propose respectfully!

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830 - C.T.C.P
CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
THIÊN LONG
Q.BÌNH TÂN - T.P HỒ CHÍ MINH

CO GIA THO

THE SOCIALIST REPUBLIC OF VIETNAM

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No: 06/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Re: Approving the Regulation on Operation of the Board of Directors

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;*
- *Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guidelines for implementation of some articles on administration to public companies in the government's decree no. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the law on securities;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the Meeting Minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.*

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the Regulation on Operation of the Board of Directors attached to this proposal.

Attachments:

- The Regulation on Operation of the Board of Directors of Thien Long Group Corporation;

The Board of Directors would like to respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THIÊN LONG

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No: 07/2021/TT - ĐHĐCĐ

Ho Chi Minh City, 29 June 2021

PROPOSAL TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2020

Re: Approving the Regulation on Operation of the Supervisory Board

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;*
- *Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guidelines for implementation of some articles on administration to public companies in the government's decree no. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the law on securities;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.*

The Board of Supervisors would like to propose to the General Meeting of Shareholders for approval of the Regulation on Operation of the Supervisory Board attached to this proposal.

Attachments:

- The Regulation on Operation of the Supervisory Board of Thien Long Group Corporation;

The Board of Supervisors would like to respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS

NGUYEN THI BICH NGA

SOCIALIST REPUBLISH OF VIETNAM
Independence – Freedom - Happiness
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Ho Chi Minh City, dated 29 June, 2021

No.: 08/2021/TT – DHDCD

DRAFT

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS
FINANCIAL YEAR 2020

(Re: Approving the Plan of restructuring and reorganization of Thien Long Group Corporation)

The Board of Directors, after considering the current activities and operation of the Group, proposes to restructure and reorganize the Group in the direction so that Thien Long Group Corporation (hereinafter referred to as the "**Thien Long**") is the parent company, with its operational functions focusing mainly on researching and developing Thien Long brand, and investing, managing and coordinating capital among its subsidiaries. Thien Long will transfer its entire investment project of stationery production in Tan Tao Industrial Park according to the investment registration certificate No. 6307210814 issued on 06 December, 2018 by Ho Chi Minh City Export Processing and Industrial Zones Authority (referred to as "**Tan Tao Factory Project**") to a new subsidiary company 100% owned by Thien Long, which inherit and continue to implement the Project.

On that basis, the Board of Directors would like to propose to the General Meeting of Shareholders of Thien Long to approve the following contents:

1. Approval of the plan of restructuring and reorganization of Thien Long, including:

- Establishing a new subsidiary company with 100% charter capital owned by Thien Long with its main business line is stationery production (the expected business name is Nam Thien Long Trading Production Co., Ltd).

- Contributing the capital to Nam Thien Long Trading Production Co., Ltd by whole land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights, ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017, machineries, equipment, tools, materials and semi-finished products in association with Tan Tao Factory Project ("**Contributed Assets**") and cash. Accordingly, Tan Tao Factory Project shall be transferred from Thien Long to Nam Thien Long Trading Production Co., Ltd for further implementation.

- The General Meeting of Shareholders shall apply the provisions of Clause 1 Article 36, Law on Enterprise 2020, agreeing to approve the self-recognition the value of Charter Capital of Nam Thien Long Trading Production Co., Ltd equal to the Contributed Assets (according to the remaining value on the books of account as of 31 August 2021).

- Restructuring and reorganizing operations at Thien Long's subsidiaries in line with Thien Long's development strategy.

2. The General Meeting of Shareholders authorizes the Board of Directors to carry out detailed works according to the above plan, including:

- Carrying out legal procedures related to the establishment Nam Thien Long Trading Production Co., Ltd with 100% charter capital owned by Thien Long with:

  (a) Business name: Nam Thien Long Trading Production Co., Ltd. In case the expected business name is identical or causes confusion with the name of another enterprise registered in the national enterprise registration database, the General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide on the officially registered business name for the subsidiary company.

  (b) Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.

  (c) Charter Capital: 600 billion dongs. Within the statutory capital contribution period, the General Meeting of Shareholders authorizes the Board of Directors to inventory the books of account and determine the value of the Contributed Assets according to the books of account and to contribute additional cash to record the total charter capital as 600 billion dongs.

- Carrying out legal procedures, including but not limited making a notarized capital contribution contract and registering changes and applying for a new use land certificate arising from the capital contribution by land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with Tan Tao Factory Project of Thien Long for Nam Thien Long Trading Production Co., Ltd.

- On behalf of the General Meeting of Shareholders to decide on the appraisal implementation, select an appropriate appraisal organization to re-evaluate the actual value of all the Contributed Assets mentioned above in order to properly and fully record the value of "contributed capital for project implementation" for the purposes of declaration, registration, reporting and statistics on investment projects according to the investment laws;

- Carrying out other necessary procedures to hand over and transfer Contributed Assets, personnel and the entire Tan Tao Factory Project to Nam Thien Long Trading Production Co., Ltd on the condition that it does not disrupt daily production and business activities of the Project.

In the event that any process or administrative procedure arises or there is any opinion of the competent authorities that changes the approved activities of the Tan Tao Factory Project related to the reorganization and restructuring, the Board of Directors is entitled to suspend or cancel the unfinished work and consult the General Meeting of Shareholders in writing to adjust or change the implementation plan.

3. Approval of the adjustment of Thien Long's business lines

- Additional business lines:

No	Business lines	Code
	Management consulting activities (except accounting, financial and tax consulting)	7020

- The adjustment of business lines and Clause 1, Article 3 of the Charter, as follows:

"*1. Business lines of the Company:*

No	Business lines	Code
1	Management consulting activities Detail: Management consulting activities (except accounting, financial and tax consulting)	7020 (Main)
2	Other manufacturing not elsewhere classified Detail: Manufacture of stationery, school supplies, plastic teaching aids, processed plastic goods (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b), plastic household goods, manufacture of household instruments and equipment. *(not working at headquarter)*	3290
3	Wholesale of other machinery and equipment Detail: Wholesale of molds, wholesale of machinery and equipment served in Company's production field; wholesale of machinery served in automation industry; wholesale of office furniture; wholesale of office machinery and equipment, except computers and peripheral equipment; wholesale of production-line robots; wholesale of machine tools of any type and for any material; wholesale of computer-controlled machine tools.	4659
4	Wholesale of other household products Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.	4649
5	Printing Details: Tampon printing (pad), silkscreen printing, flexo printing, embossing on the company's products. *(not working at headquarter)*	1811
6	Manufacture of other special-purpose machinery Detail: Manufacture of machinery served in company production filed, machinery served in automation industry, manufacture of industrial robots performing multiple tasks for special purposes.	2829

	(not working at headquarter)	
7	Manufacture of games and toys (do not produce toys and games that are harmful to personality education, children's health or affect social order and security) *(not working at headquarter)*	3240
8	Manufacture of plastics products (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b) *(not working at headquarter)*	2220
9	Other specialized wholesale not elsewhere classified Detail: Wholesale of plastic beads, color powder; wholesale of containers; wholesale of metal and non-metal waste and scrap; wholesale of other products not elsewhere classified: lighters; batteries; silicone glue; chemical, physical, technical testing instruments.	4669
10	Manufacture of office machinery and equipment (except for computers and peripheral equipment) (except for computers and peripheral equipment). *(not working at headquarter)*	2817
11	Manufacture of measuring, testing, navigating and control equipment *(not working at headquarter)*	2651

- The effective time of the addition of business lines and adjustments to clause 1, Article 3 of the Charter is from 01 September, 2021 or depending on the schedule of restructuring and reorganization of Thien Long mentioned in section 1 and 2 of this Proposal.

4. Approval of the change of the head office address of Thien Long

- Head office address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.

- Amending clause 3, Article 2 of the Charter, as follows:
  "The registered office of the Company:
  Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam."

- The effective time of the adjustment of head office address and adjustments at clause 2, Article 3 of the Charter is from 1 September, 2021 or depending on the schedule of restructuring and reorganization of Thien Long's activities mentioned in section 1 and 2 of this Proposal.

The Board of Directors proposes to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830-C.T.C.P
CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
THIÊN LONG
Q.BÌNH TÂN-T.P HỒ CHÍ MINH

CO GIA THO

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 09/2021/TT - ĐHĐCĐ

HCMC, 29 June 2021

PROPOSAL
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020

Re: Approval for the resignation of a member of the Board of Directors and the election of 01 new member to the Board of Directors for the period 2017-2021

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Charter of organization and operation of Thien Long Group Corporation;*
- *Meeting minutes of the Board of Directors No. 10/2021/BBH-HĐQT dated 28 May 2021.*

The Board of Directors ("BOD") would like to propose to the General Meeting of Shareholders for approval of the resignation of a member of the BOD and the election of 01 new member to the BOD for the period 2017-2021 as follows:

1. **To approve the resignation as a BOD member of Mr. Tran Van Hung.**
2. **To approve the election of 01 new member to the BOD for the period 2017-2021**

Pursuant to Article 154.1 of Law on Enterprises and Article 24.1 of Company Charter that "The *number of the BOD members to be at least of 05 and at most of 11 people*".

Pursuant to the Resolution of the Annual General meeting of Shareholders for the fiscal year 2018 No. 01/2019/NQ-DHDCD dated 31 May, 2019 approving the number of the BOD members for the period 2017-2021 to be 09 people.

The BOD would like to propose to the General Meeting of Shareholders for approval of the election of 01 member to the BOD for the period 2017-2021.

Pursuant to the nomination and self-nomination forms sent to the Company, the BOD would like to announce the list of candidates for the BOD for the period 2017-2021 as below and would like to propose to the General Meeting of Shareholders for approval of the list:

No.	Fullname	Current position
1	Mr. Nguyen Dinh Tam	Chairman of Thien Long Long Thanh Manufacturing Trading Service Company Limited

The BOD would like to enclose the candidate profile for the consideration and approval of the General Meeting of Shareholders before the election.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0301464830 - C.T.C.P
CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
THIÊN LONG
Q.BÌNH TÂN - T.P HỒ CHÍ MINH

CO GIA THO

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Ho Chi Minh City, 29 June 2021

No: 01/2021/NQ-DHDCD

DRAFT

RESOLUTION
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020
THIEN LONG GROUP CORPORATION

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;*
- *Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2020 dated 29 June 2021.*

The Annual General Meeting of Shareholders for the fiscal year 2020 of Thien Long Group Corporation was held at 04:00 PM on 29 June 2021 and ended at … PM on the same day at Nikko Saigon Hotel, No. 235 Nguyen Van Cu Street, District 1, Ho Chi Minh City, Vietnam. The total number of (direct and authorized) shareholders and delegates attending the meeting was .... people, owning and representing ..... shares, accounting for .....% of the total shares with voting right of Thien Long Group Corporation.

After discussing and voting, the General Meeting of Shareholders of Thien Long Group Corporation at the annual meeting for the fiscal year 2020 approved the following decisions:

RESOLVED:

Article 1. Approved the Report of the Board of Directors in 2020

The Meeting voted to approve the Report of the Board of Directors in 2020.

The approval rate .....%

Article 2. Approved the Report on business results in 2020

The Meeting voted to approve the Report on consolidated business results in 2020 as follows:

No.	Item	Amount (VND thousand)
1	Net revenue for 2020	2,684,551,950
2	Consolidated profits after tax for 2020	239,845,037

The approval rate .....%

Article 3. Approved the Report of the Board of Supervisors in 2020

The Meeting voted to approve the Report of the Board of Supervisors in 2020.

The approval rate .....%

Article 4. Approved the 2020 Financial Statements

The Meeting voted to approve the 2020 Separate and Consolidated Financial Statements audited by PwC (Vietnam) Company Limited.

The approval rate ....%

Article 5. Approved the profit distribution for 2020

- The Meeting voted to approve the profit distribution for 2020 as follows:

No.	Profit distribution	Amount (VND thousand)
1	**Consolidated profit after tax for 2020**	**239,845,037**
	- Dividends for 2020 (20%/par value)	155,588,906
	- Investment & Development fund (12% of profit after tax)	28,781,404
	- Bonus and welfare fund (10% of profit after tax)	23,984,504
	- Bonus for the Board of Directors for exceeding the 2020 profit target	1,984,504
	- Bonus for the Board of Management and Employees for exceeding the 2020 profit target	7,938,015
	- Remuneration and cost for the Board of Directors and the Board of Supervisors in 2020	7,800,000
2	**Retained earnings after distribution**	**13,767,704**

- And authorize the Board of Directors to conduct the profit distribution of 2020.

The approval rate .....%

Article 6. Approved the target of revenue, profit and profit distribution plan for 2021

- The Meeting voted to approve the target of revenue, profit and profit distribution plan for 2021 as follows:

No.	Topic	Amount
1	**Revenue and profit target for 2021**	
	- Net revenue	VND 3,000 billion
	- Consolidated profit after tax	VND 280 billion

No.	Topic	Amount
2	**Profit distribution plan for 2021**	
	- Dividends for 2021	Planned: 20%/par value
	- Investment and development fund	12% of profit after tax
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration and cost for the Board of Directors and Board of Supervisors	VND 9.5 billion/year

- And authorize the Board of Directors to amend or adjust the above Plan in factual situations.

The approval rate ....%

Article 7. Approved for authorizing the Board of Directors to appoint Auditing Company for 2020

The Meeting voted to approve the authorization for the Board of Directors to appoint one of the following Auditing Companies to audit the Company's 2021 Financial Statements:

1. Deloitte Vietnam Company Limited;
2. PricewaterhouseCoopers Vietnam Company Limited;
3. Ernst & Young Vietnam Company Limited.

The approval rate .....%

Article 8. Approved the amendments and supplements to the Charter and Internal Regulations on Corporate Governance

The approval rate .....%

Article 9. Approved the Operation Regulation of the Board of Directors

The approval rate .....%

Article 10. Approved the Operation Regulation of the Supervisory Board

The approval rate .....%

Article 11. Approved the plan of reorganization and restructuring of Thien Long Group Corporation

The Board of Directors, after considering the current activities and operation of the Group, proposes to restructure and reorganize the Group in the direction so that Thien Long Group Corporation (hereinafter referred to as the "**Thien Long**") is the parent company, with its operational functions focusing mainly on researching and developing Thien Long brand, and investing, managing and coordinating capital among its subsidiaries. Thien Long will transfer its entire investment project of

stationery production in Tan Tao Industrial Park according to the investment registration certificate No. 6307210814 issued on 06 December, 2018 by Ho Chi Minh City Export Processing and Industrial Zones Authority (referred to as "**Tan Tao Factory Project**") to a new subsidiary company 100% owned by Thien Long, which inherit and continue to implement the Project.

On that basis, the General Meeting of Shareholders unanimously approved the following contents:

1. **Approval of the plan of restructuring and reorganization of Thien Long, including:**
   - Establishing a new subsidiary company with 100% charter capital owned by Thien Long with its main business line is stationery production (the expected business name is Nam Thien Long Trading Production Co., Ltd).
   - Contributing the capital to Nam Thien Long Trading Production Co., Ltd by whole land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights, ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017, machineries, equipment, tools, materials and semi-finished products in association with Tan Tao Factory Project ("**Contributed Assets**") and cash. Accordingly, Tan Tao Factory Project shall be transferred from Thien Long to Nam Thien Long Trading Production Co., Ltd for further implementation.
   - The General Meeting of Shareholders shall apply the provisions of Clause 1 Article 36, Law on Enterprise 2020, agreeing to approve the self-recognition the value of Charter Capital of Nam Thien Long Trading Production Co., Ltd equal to the Contributed Assets (according to the remaining value on the books of account as of 31 August 2021).
   - Restructuring and reorganizing operations at Thien Long's subsidiaries in line with Thien Long's development strategy.
2. **The General Meeting of Shareholders authorizes the Board of Directors to carry out detailed works according to the above plan, including:**
   - Carrying out legal procedures related to the establishment Nam Thien Long Trading Production Co., Ltd with 100% charter capital owned by Thien Long with:
     (a) Business name: Nam Thien Long Trading Production Co., Ltd. In case the expected business name is identical or causes confusion with the name of another enterprise registered in the national enterprise registration database, the General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide on the officially registered business name for the subsidiary company.
     (b) Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
     (c) Charter Capital: 600 billion dongs. Within the statutory capital contribution period, the General Meeting of Shareholders authorizes the Board of Directors to inventory the books of account and determine the value of the Contributed Assets according to

the books of account and to contribute additional cash to record the total charter capital as 600 billion dongs.

- Carrying out legal procedures, including but not limited making a notarized capital contribution contract and registering changes and applying for a new use land certificate arising from the capital contribution by land use rights and assets attached to land at Lot 6-8-10-12, Road No. 3, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City according to the Certificate of land use rights and ownership of houses and other land-attached assets No. CK145642 issued by the Ho Chi Minh City Department of Natural Resources and Environment issued on 13 December 2017 in association with Tan Tao Factory Project of Thien Long for Nam Thien Long Trading Production Co., Ltd.
- On behalf of the General Meeting of Shareholders to decide on the appraisal implementation, select an appropriate appraisal organization to re-evaluate the actual value of all the Contributed Assets mentioned above in order to properly and fully record the value of "contributed capital for project implementation" for the purposes of declaration, registration, reporting and statistics on investment projects according to the investment laws;
- Carrying out other necessary procedures to hand over and transfer Contributed Assets, personnel and the entire Tan Tao Factory Project to Nam Thien Long Trading Production Co., Ltd on the condition that it does not disrupt daily production and business activities of the Project.

In the event that any process or administrative procedure arises or there is any opinion of the competent authorities that changes the approved activities of the Tan Tao Factory Project related to the reorganization and restructuring, the Board of Directors is entitled to suspend or cancel the unfinished work and consult the General Meeting of Shareholders in writing to adjust or change the implementation plan.

3. Approval of the adjustment of Thien Long's business lines

- Additional business lines:

No	Business lines	Code
	Management consulting activities (except accounting, financial and tax consulting)	7020

- The adjustment of business lines and Clause 1, Article 3 of the Charter, as follows:

"*1. Business lines of the Company:*

No	Business lines	Code
1	Management consulting activities Detail: Management consulting activities (except accounting, financial and tax consulting)	7020 (Main)
2	Other manufacturing not elsewhere classified Detail: Manufacture of stationery, school supplies, plastic teaching aids, processed plastic goods (except	3290

	for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b), plastic household goods, manufacture of household instruments and equipment. *(not working at headquarter)*	
3	Wholesale of other machinery and equipment Detail: Wholesale of molds, wholesale of machinery and equipment served in Company's production field; wholesale of machinery served in automation industry; wholesale of office furniture; wholesale of office machinery and equipment, except computers and peripheral equipment; wholesale of production-line robots; wholesale of machine tools of any type and for any material; wholesale of computer-controlled machine tools.	4659
4	Wholesale of other household products Detail: Wholesale of stationery, school supplies, plastic teaching aids, processed plastic goods; wholesale of games and toys; wholesale of sporting equipment.	4649
5	Printing Details: Tampon printing (pad), silkscreen printing, flexo printing, embossing on the company's products. *(not working at headquarter)*	1811
6	Manufacture of other special-purpose machinery Detail: Manufacture of machinery served in company production filed, machinery served in automation industry, manufacture of industrial robots performing multiple tasks for special purposes. *(not working at headquarter)*	2829
7	Manufacture of games and toys (do not produce toys and games that are harmful to personality education, children's health or affect social order and security) *(not working at headquarter)*	3240
8	Manufacture of plastics products (except for manufacturing foam insulation using R141b gas, using pre-mixed polyol HCFC-141b) *(not working at headquarter)*	2220
9	Other specialized wholesale not elsewhere classified Detail: Wholesale of plastic beads, color powder; wholesale	4669

	of containers; wholesale of metal and non-metal waste and scrap; wholesale of other products not elsewhere classified: lighters; batteries; silicone glue; chemical, physical, technical testing instruments.	
10	Manufacture of office machinery and equipment (except for computers and peripheral equipment) (except for computers and peripheral equipment). *(not working at headquarter)*	2817
11	Manufacture of measuring, testing, navigating and control equipment *(not working at headquarter)*	2651

- The effective time of the addition of business lines and adjustments to clause 1, Article 3 of the Charter is from 01 September, 2021 or depending on the schedule of restructuring and reorganization of Thien Long mentioned in section 1 and 2 of this Proposal.

4. Approval of the change of the head office address and update the amendment of business line of Thien Long

- Head office address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
- Amending clause 3, Article 2 of the Charter, as follows:

  "The registered office of the Company:

  Address: No. 10, Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam."
- The effective time of the adjustment of head office address and adjustments at clause 2, Article 3 of the Charter is from 1 September, 2021 or depending on the schedule of restructuring and reorganization of Thien Long's activities mentioned in section 1 and 2 of this Proposal.

The approval rate .....%

Article 12. Approved the resignation of a member of the BOD and the election of 01 new member to the BOD for the period 2017-2021

The Meeting voted to approve the resignation of a member of the BOD and the election of 01 new member to the BOD for the period 2017-2021 as follows:

- Approved the resignation as a BOD member of Mr. Tran Van Hung.
- Approved the results of the additional election of 01 member to the Board of Directors and the participation of the elected member in the Board of Directors for the office term 2017 – 2021.

Mr/Ms....., having ..... elected votes representing ..... shares equivalent to the number of voting rights, achieved rate of .....%. The results: Elected.

Therefore, the List of the Board of Directors for the office term 2017 – 2021 in effect as of 29/06/2021 includes:

1.	Mr. Co Gia Tho	Chairman
2.	Mr. Tran Le Nguyen	Member
3.	Mr. Huynh Van Thien	Member
4.	Mrs. Tran Thai Nhu	Member
5.	Mrs. Co Ngan Binh	Member
6.	Mrs. Co Cam Nguyet	Member
7.	Mr. Tayfun Uner	Member
8.	Mr. Pham Tri Nguyen	Member
9.	Mr/Mrs …	Member

The approval rate .....%

Article 13. This Resolution shall take effect as of 29/06/2021

This Resolution was approved by the Annual General Meeting of Shareholders for the fiscal year 2020 with the approval rate of …….% on 29 June 2021 and shall take effect as of 29 June 2021. The Board of Directors is responsible for disclosing this Resolution on the Company's website (www.thienlonggroup.com) in strict accordance with the provisions of the laws.

The approval rate .....%

Article 14. Responsibility to disseminate and implement this Resolution

The General Meeting of Shareholders herein shall assign the Board of Directors, the Board of Supervisors and the Board of Management to disseminate, implement and supervise the execution process in compliance with this Resolution.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN

CO GIA THO

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
Article 1 Interpretation	Amend Point h, Clause 1	- "**Law on Enterprises**" means the Law on Enterprises No. 68/2014/QH13 passed by the National Assembly on 26/11/2014".	- "h. "**Law on Enterprises**" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17/6/2020;"	➢ Amend and update the reference in accordance with LDN 2020.
	Amend Point k Clause 1	- "k. "**Executives**" means the Managing General Director, the Deputy General Directors, the Head of Departments, the Chief Accountant and other management positions in the Company as approved by BOD;"	- "k. "**Executives**" means the Chief Executive Officer, the Deputy Chief Executive Officer, the Departments Director, the Chief Accountant;"	➢ Amend to appropriate with terms as defined in the template of Charter attached Circular no. 116/2020/TT-BTC.
	Amend Point l Clause 1	- "l. "**Non Managing BOD Members**" (hereinafter referred to as non-managing members) means members of BOD not being the Managing General Director, the Deputy General Directors, the Head of Departments, the Chief Accountant and other Management Executives in accordance with the Company Charter;"	- "l. "**Non Managing BOD Members**" or "**Non Managing Members**" means members of BOD not being the Executives in accordance with the Company Charter;"	➢ Amend to appropriate with Point k Clause 1 as mentioned above.
	Amend Point m Clause 1	- "m. **"Independent BOD Members"** (hereinafter referred to as independent members) means members as provided in clause 2 of Article 151 of the Law on Enterprises;"	- "m. **"Independent BOD Members"** or "**independent members**" means members as provided in clause 2 of Article 155 of the Law on Enterprises;"	➢ Amend and update the reference accordance with LDN 2020.
	Amend Point n Clause 1	- "n. "**Related Persons**" means any individual or organizations as provided in Clause 17 of Article 4 of the Law on Enterprises;"	- "n. "**Related Persons**" means any individual or organizations as provided in Clause 23 of Article 4 of the Law on	➢ Amend the terms accordance with Article 1.1.i of the template of Charter attached Circular no.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			Enterprises and Clause 46 of Article 4 Law on Securites;"	116/2020/TT-BTC
	Add Point o Clause 1	- N/A	- "o. "**managers**" include the Chairman of BOD, members of BOD, the Chief Executive Officer and persons holding other managerial positions prescribed by the Company's Charter;	➢ Add definition accordance with Point h, Clasue 1 Article 1 of the Template Charter attached Circular no. 116/2020/TT-BTC
Article 4 Scope of business and activities	Amend the Clause 1	- "1. The Company may set up business plans and implement all business operations in accordance with provisions of the Enterprise Registration Certificate and of the Company Charter, in accordance with provisions of the laws and may implement appropriate measures to reach the Company's goal(s)."	- "1. The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal and may implement appropriate measures to reach the Company's goal(s)."	➢ Amend to appropriate with terms defined in Article 5 of the Template Charter attached Circular no. 116/2020/TT-BTC
	Abolish Clause 2	- "2. The Company may carry out other business operations in other sectors as permitted by the laws and subject to approval of BOD."	- N/A	
Article 5 Charter Capital, Shares	Amend Article 6	- "6. Ordinary shares shall be offered in priority to current shareholders in proportion with the ratio of ordinary shares as held by such shareholders in the Company, unless the GMS decides otherwise. Unsubscribed shares shall be	- "6. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS.	➢ Amend to appropriate with Clause 5 of Article 6 of the template of Charter attached Circular no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		subject to the Decision of BOD. BOD may distribute such shares to other persons under conditions and methods which BOD considers appropriate but may not sell such shares under more advageous conditions than those offered to currentshareholders unless the shares are sold via Stock exchange in the form of auction sale."	The unsubscribed shares shall be decided by BOD. BOD may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.".."	
	Amend Clause 8	- "8. The Company shall buy back the shares on the shareholder's request as specified in clause 7 of this Article at market price or at the price as decided by BOD within ninety (90) days, from the date of reception of such request. Where the parties fail to reach an agreement on the sale price, the parties my request a professional valuation company to proceed to valuation. The Company shall introduce at least three (03) valuation companies for the shareholders selection and such selection shall be the final decision. Valuation expenses shall be borne by the shareholder."	- "8. The company shall repurchase shares at the request of its shareholders in accordance with Clause 1 of this Article at market prices or at the prices calculated in accordance with the rules in the company's charter within 90 days from the receipt of the request. In case an agreement on the prices cannot be reached, the parties may hire a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholders to make the final decision."	➢ Amend to appropriate with Article 132 of LND 2020.
	Amend Clause 9	- "9. The Company shall have the right to buy back no more than 30% of sold ordinary shares, in part or in whole of the preference shares sold in accordance with the following provision:	- "9. The company is entitled to repurchase up to 30% the total ordinary shares, all or part of the participating preference shares that have been sold. To be	- Amend terms in accordance with Article 133 LDN 2020 and new template of charter

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		- BOD is entitled to decide the buy back of no more than 10% of all the share of each class that has been offered for sale in each twelve month. In other cases, the buy back of shares shall be subject to the decision of the GMS; ... - The Company may buy back the shares of each shareholder in proportion with their shareholding in the Company. In such case the decision for buy back of Company shares shall be notified in such way as to inform all shareholders within thirty (30) days, from the date such decision is approved. Such notice shall have the name, the address of the Company's head office, the total number of shares and the class of shares being bought back, the purchase price or the principle of valuation of such shares, the procedures and term of payment, procedures and term for the shareholder to make an offer of its shares to the Company. The Shareholder accepting to sell its shares shall send its offer by registered means to the Company within thirty (30) days from the date of such notice. The Company shall	specific: - BOD is entitled to decide repurchase of up to 10% of the total shares of each type which are sold within 12 months. Other cases of share repurchase shall be decided by the GMS; ... - The Company may buy back the shares of each shareholder in the owned proportion with their shareholding in the Company. In such case the decision for buy back of Company shares shall be notified in such way as to inform all shareholders within thirty (30) days, from the date such decision is approved. Such notice shall have the name, the address of the Company's head office, the total number of shares and the class of shares being bought back, the purchase price or the principle of valuation of such shares, the procedures and term of payment, procedures and term for the	attached Circular. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		only buy back the shares subject to offer made during such period; - The ordinary shares bought back by the company shall be treasury shares and BOD shall offer such shares in conformity with provisions of this Charter, of the Law on Securities and related legislation. The method for setting up a stock fund shall be subject to the decision of BOD;..."	shareholder to sale of its shares to the Company. The Shareholder accepting to sell its shares shall send its offer by registered means to the Company within thirty (30) days from the date of such notice. The Company shall only buy back the shares subject acceptance written made during such period; ..."	
Article 6 Stock Certificate	Amend Clause 3	- "3. Within thirty (30) days from the date of submission of the full dossier requesting the transfer fo the share ownership in accordance with regulations of the Company or within two (02) months (or other period in accordance with terms of issuance) from the date of full payment of the shares in accordance with the Company stock issuance option, the owner of the shares shall be issued the stock certificate and shall not have to pay the Company any charges in relation to the stock certificate."	- "3. Within 30 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 02 months from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company"	➢ Amend to apporiate with Article 7 of the Template of Charter attached Circular no. 116/2020/TT-BTC
	Amend Clause 4	- "4. Where the stock certificate is damaged or disfigured or lost, stolen or destroyed, the owner of such share may	- "4. Where the stock certificate is damaged or disfigured or lost, stolen or destroyed from other	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		request a new stock certificate to be issued provided that evidence of share ownership is given and all related expenditures are settled to the Company."	shapes or forms the owner of such share shall be reissued with another share certificate by the Company on request. Such a request shall specify: - Information about the lost or damaged certificate destroyed from from other shapes or forms; - The commitment to take responsibility for disputes caused by its reissuance."	
Article 8 Transfer of shares	Amend Clause 2	- "2. Shares not fully contributed shall not be transferred and shall not benefit of related rights such as right to dividend, to stock issued to increase the share capital from owner's equity, right to newly offered shares"	- "2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law"	➢ Amend some words to appropriate with Article 9 of the template Charter attached Circular no. 116/2020/TT-BTC
Article 9 Retirement of shares	Amend Clause 1	- "1. Where the shareholder does not settle in full and in due time the amount payable for the purchase of stocks, BOD shall issue a notice to request such shareholder to settle the balance together with the interest due on such amount and expenses incurred caused by such insufficient payment to the Company."	- "1. In case a shareholder fails to fully and punctually pay for the shares, BOD shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the	➢ Amend to appropriate with Article 10 of the template Charter attached Circular no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			shares"	
	Amend Clause 5	- "5. The shareholder with the retired share shall no longer retain the status of shareholder with respect to such shares, but shall pay all related amounts plus interest in proportion (not exceeding 15% a year) at the time of retirement under decision of BOD from the date of retirement to the date of actual payment. BOD shall in all discretion decide upon the enforcement of payment for all the share value at the time of retirement"	- "5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of BOD for the period from the date of withdrawal to the date of payment. BOD has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal"	
Article 11 Rights of shareholders	Amend Point a Clause 2	- "a. Participate and speak in GMS meetings and vote directly in the GMS or via its authorized representative or implement remote voting where Company conditions would allow;"	- "a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;"	➢ Amend to appropriate with Article 12 of the new template Charter attached Circular no. 116/2020/TT-BTC
	Amend Point d Clause 2	- "d. Have priority in subscribing to newly offeredshares in proportion with their respective current shareholding of ordinary shares;"	- "d. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;"	
	Amend point e Clause 2	- "e. Examine, look up and make extracts of information in relation to shareholders in the list of shareholders qualified to	- "e. Access, examine and extract information about names and addresses of voting	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		attend the GMS and request correction of inacurrate information;"	shareholders; request rectification of incorrect information about themselves;"	
	Sửa đổi điểm g Khoản 2 .	- "g. In case of dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion with the capital contribution made to the Company after completion of all payments by the Company to creditors and to other classes of shareholders of the Company in accordance with provisions of the laws;"	- "g. . In case of dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion with the capital contribution made to the Company;"	
	Add point i, j, k Clause 2	- N/A	- "i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders; j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;; k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and BOD in accordance with the Law on Enterprises;"	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Amend Clause 3	- "3. A shareholder or a group of shareholders holding more than 10% of the ordinary shares for a continuous period of six (6) months shall have the following rights:"	- "3. The shareholder or group of shareholders that holds at least 05% of total ordinary shares [or a smaller amount specified in the Company's Charter] has the rights to:"	➢ Amend to appropriate with Clause 2, Clause 3, Article 12 of the new Template Charter attached Circular no. 116/2020/TT-BTC and Clause 2. Clause 5 of Article 115 of LND 2020 According to LND 2020 and the new Template of Charter, there are two rate options to consider are 5% and 10%, enterprise allowed to adjust the rate (in TLG current charter applies 10%). The Amendments in the left column rely on the LND 2020 and the Template of Charter correspondingly.
	Abolish Point a, Clause 3 and move to Clause 4	- "a. Nominate candidates to BOD and the Board of Supervisors (BOS) in accordance with corresponding provisions in clause 2 of article 24 and clause 2 of article 35 of this Charter;"	- N/A	
	Amend Point b Clause 3	- "b. Request BOD to convene the GMS in accordance with provisions of Article 114 and 136 of the Law on Enterprises;"	- "a. Yêu cầu HĐQT thực hiện việc triệu tập ĐHĐCĐ theo các quy định tại Article 115 và Article 140 Luật Doanh nghiệp"	
	Abolish Point c, Clause 3	- "c. Examine and receive a copy or an extract of the list of shareholders with the right to attend and vote in the GMS"	- N/A	
	Add Point b, d Clause 3	- N/A	- "b. Examine, extract the minutes, resolutions and decisions of BOD, biannual and annual financial statements, reports of the BOS, contracts and transactions subject to approval by BOD and other documents, except documents relevant to the Company's trade secrets; d. Propose inclusion of the issues in the agenda of the	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			GMS. The proposal must be made in writing and sent to the Company at least [03 working days] before the opening date,. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;"	
	Amend Point d Clause 3 to Point c Clause 3	- "d. Request the BOS to examine each specific issue in relation to management, the running of the Company's operation where considered necessary. Such request shall be made in writing, indicating the full name, permanent address, nationality, Citizen's ID Card, ID Card No, Passport No, or other lawful personal identification document for shareholder being individuals; the name, the registered address, the nationality, the decision for establishment or the business registration certificate number for shareholders being organizations; the number of shares and the date of share registration for each shareholder, and the shareholding ratio on the total number of shares of the Company; the issue to be examined, the purpose of such examination;"	- "c. Request the BOS to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;"	
	Amend Clause 4	- N/A	- "4. The shareholder or group of shareholders that holds at least	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			10% of total ordinary shares is entitled to nominate candidates to BOD and the BOS. Candidates shall be nominated as follows: a. Shareholders join a group to nòminate a person to BOD and the BOS must notify the group meeting to the attending Shareholders before the opening of the GMS; b. Depending on the quantity of members of BOD and the BOS, the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to BOD and the BOS. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the BOS and other shareholders."	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
Article 12 Obligations of shareholders	Amend Clause 3	- "3. To settle the subscribed share sale price in accordance with regulations"	- "3. Fully and punctually pay for the subscribed shares"	➢ Amend to appropriate with Article 13 of the Template of Charter attached Circular no. 116/2020/TT-BTC
	Abolish Clause 4	- "4. To provide the accurate address upon subscription of shares."	- N/A	
	Add Clause 6	- N/A	- "6. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused."	➢ Amend to appropriate with Article 13 of the Template of Charter attached Circular no. 116/2020/TT-BTC
	Add Clause 7	- N/A	- "7. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals."	➢ Add to appropriate with Article 119 of LND 2020 and Clause 5 of Article 13 of the Template of Charter attached Circular no. 116/2020/TT-BTC
Article 13	Amend, Add	- "1. The GMS is the highest authority in	- "1. The GMS consists of all	➢ Amend to appropriate

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
General Meeting of Shareholders	Clause 1	the Company. The annual GMS shall be convened once (1) every year. The annual GMS shall be convened within four (04) months, from the end date of the fiscal year. Upon the Company's listing on the stock market, such timeline may be extended on request of BOD, but not exceeding six (06) months from the end date of the fiscal year."	voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by the Company's Charter, BOD may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in additional to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.."	with Article 139 of LND 2020 and Article 14 of the new Template of Charter attached Circular no. 116/2020/TT-BTC.
	Amend, Add Clause 2	- "2. BOD shall pass its resolution to convene the annual GMS and select the appropriate location. The Annual GMS shall decide upon matters in accordance with provisions of the laws and of the Company Charter, and shall specifically approve annual financial statements and the financial budget for the subsequent financial year. Independent auditors may be invited to attend the GMS as consultant for the approval of annual financial statements…"	- "2. BOD shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited	➢ Article chỉnh theo quy định tại Khoản 2 Article 14 Article lệ mẫu tại Thông tư 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			the Company's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS…"	
	Abolish Point b, Clause 3	- "b. Audited quarterly financial statement, bi-annual (six month) financial statement or annual financial statementreports reflecting the loss of one half (1/2) of the owner's equity as compared with the beginning balance;"	- N/A	➢ Amend to appropriate with Clause 1 Article 13 of the Template of Charter attached Circular no. 116/2020/TT-BTC
	Adjust Point c Clause 3 to Point d Clause 3	- "c. The number of BOD Members, independent members, controllers is less than the number of members as provided by the laws or the number of BOD is reduced to over one third (1/3) as compared to the number of BOD members as provided in this Charter;"	- "b. The remaining number of Board of Directors or BOS is smaller than the minimum number prescribed by law"	
	Adjust Point d Clause 3 to Point c Clause 3	- "d. A shareholder or group of shareholder as provided in clause 3 of Article 11 of this Charter requests the convening in writing of the GMS in cases provided in clause 3, Article 114 of the Law on Enterprises. The request for convening a GMS shall be made in writing and shall include the full name, permanent address, the National Citizen ID Card Number, the ID Card Number, Passport Number or	- "c. A shareholder or group of shareholder as provided in clause 3 of Article 11 of this Charter requests the convening in writing of the GMS in cases provided in Khoản 3 Điều 114 of the Law on Enterprises. *Y* The request for convening a GMS shall be made in writing and shall include the full name,	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		other lawful personal identification document for shareholder being individuals; the name, the enterprise code number or the address of the head-office for shareholders being organizations; the number of shares and the date of registration of share for each shareholder, the total number of shares for a group of shareholders and the ownership ratio on the total number of shares of the Company, the grounds and reasons for the convening of the GMS. Enclosed with the request for convening the GMS shall be documents, evidences on the trespasses of BOD, the degree of breach or or ultra vires decisions.".	permanent address, , the National Citizen ID Card Number for shareholder being individuals; the name, the enterprise code number or the address of the head-office for shareholders being organizations; the number of shares and the date of registration of share for each shareholder, the total number of shares for a group of shareholders and the ownership ratio on the total number of shares of the Company, the grounds and reasons for the convening of the GMS, full signature of shareholder member or The written request may be made into multiple copies with signatures of relevant shareholders. Enclosed with the request for convening the GMS shall be documents, evidences on the trespasses of BOD, the degree of breach or or ultra vires decisions;"	
	Abolish point Clause 3	- "e. The BOS requests the convening of the GMS if it has reasons to believe that BOD members or other management executives are in material breach of their	- N/A	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		obligations under Article 160 of the Law on Enterprises or BOD has acted or intends to act ultra vires;"		
	Add Point d Clause 3	- N/A	- "d. It is requested by the BOS;"	
	Amend Point a Clause 4	- "a: BOD shall convene the GMS within thirty (30) days from the date the remaining number of BOD members, independent members or Controllers are as provided in point c, clause 3 of this Article or upon reception of a request as provided in point d and point e of clause 3 of this Article;"	- "a. BOD shall convene the GMS within 30 days from the day on which the number of members of BOD, independent members of BOD or members of the BOS falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;"	➢ Amend and Update the reference and to appropriate Clause 4 Article 14 of the template of Charter of Circular no. 116/2020/TT-BTC
	Amend Point b Clause 4	- "b. Where BOD does not convene the GMS in accordance with provisions of point a, clause 4 of Article 13 of the Charter without a legitimate reason, within the subsequent thirty (30) days, the BOS shall convene the GMS in lieu of BOD in accordance with clause 5 of Article 136 of the Law on Enterprises"	- "b. In case BOD fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the BOS shall convene the GMS instead of BOD within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;"	
	Amend Point c Clause 4	- "c. Where the BOS does not convene the GMS in accordance with provisions of point b, clause 4 of Article 13 of the Charter, within the subsequent thirty (30) days, the shareholders, the group of shareholders requesting the meeting as	- "c. In case the BOS fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		provided in point d, clause 3 of this Article shall replace BOD in accordance with clause 6, Article 136 of the Law on Enterprises;"	is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;"	
	Add Point e Clause 4	- N/A	- "e. The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises"	
Article 14 Rights and Obligations of the GMS	Abolish Clause 1	- "1. the Annual GMS shall have the right to discuss and approve the following issues: a. Audited annual financial statements; b. Report of the BOS on the status of operations of the Company; c. Report of BOD; d. Medium term development plan (03-05 years) and long term (over 05 years) of the Company."	- N/A	➢ Amend and combine provision to appropriate with Article 15 of the new template of Charter of Circular no. 116/2020/TT-BTC and Clause 4 Article 293 Decree no. 155/2020/NĐ-CP
	Adjust Clause 2 to Clause 1 1	- "2. the annual GMS and the extraordinary GMS shall have the right to decide by passing resolutions on the following matters:"	- "1. The GMS shall discuss and approve the following issues:"	
	Amend Point a Clause 2	- "a. Approval of annual financial statements;"	- "a. The audited annual financial statement;	
	Amend Point b Clause 2	- "b. Dividends as paid annually for each class of shares in accordance with the Law on Enterprises and rights attached to such shares. Such dividend shall not be higher than the amount proposed by BOD after due consultation with shareholders	- "b. Dividend per share of each type;"	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		in the GMS;"		
	Amend Point c Clause 2	- "c. the number of BOD members;"	- "c. The quantity of members of BOD and the BOS;"	
	Amend Point d Clause 2	- "d. the selection of independent auditors;"	- "d. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;"	
	Amend Point e Clause 2	- "e. the voting, removal, dismissal and replacement of members of BOD and of the BOS;"	- "e. Election, dismissal and discharge of members of BOD and members of the BOSt;"	
	Amend Point f Clause 2	- "f. the total remuneration of BOD members and reporting on remuneration of BOD;"	- "f. The budget or total remunerations, bonuses and other benefits of BOD and the BOS;"	
	Amend Point g Clause 2	- "g. Supplementation and amendment of the Charter and Internal Regulations on Corporate Governance;"	- "g. Approve internal regulations on company administration, operation of BOD and the BOS;"	
	Amend Point 1 Clause 2	- "l. Decisions on transactions, investment in /disposal of assets with value of 35% or over of the total assets value of the Company recorded in the latest audited financial statement;"	- "l. Decision on transactions, investment; Purchase hoặc sale or liquidate assets of Company; decision on solutions for market development, marketing and technology; research and development of new fields, export investment, innovation	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			and growth; through commercial transactions serving production, business and operation activities of the Company, loans, guarantees, mortgages, credits and other contracts. with value of 35% or over of the total assets value of the Company recorded in the latest audited financial statement;	
	Abolish Point n Clause 2	- "n. The appointment of the Managing General Director to be concurrently Chairperson of BOD;"	- N/A	
	Adjust Point o to point of Clause 2	- "o. The execution of the Company of agreements, transactions with subjects as specified in clause 1, Article 162 of the Law on Enterprises with value of or higher than 35% of the total value of assets as recorded in the latest audited financial statement;"	- "n. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;"	
	Add Points o, p, q, r, s, t Clause 2	- N/A	- "o. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities; p. The Company's annual business plan; q. Development orientation of	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			the Company; r. The report of BOD on administration and performance of BOD and each of its members in accordance with Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities; s. The report of the BOS on the Company's business performance, performance of BOD, the Chief Executive Officer; t. The self-assessment report on performance of the BOS and its member;"	
	Adjust Point p Clause 2 to Point u Clause 2	- "p. Other issues in accordance with provisions of this Charter and other regulations of the Company"	- "u. Other issues prescribed <u>by law</u> and this Charter."	
Article 15 Proxies	Adjust Point a Clause 3 to Point a Clause 2	- "a. Agreements specified <u>in point o, clause 2, Article 14 of this Charter</u> where such shareholder or such shareholder's related person is a party to such contract or transaction;"	- "a. The following contracts and transactions regulated in <u>Clause 3 Article 167 Law on Enterprse</u> when such Shareholder or Person related to such Shareholder is a party to the contract;"	➢ Amend to appropriate with stipulation of Article 167 LND 2020.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
Article 15 Proxies	Amend the title of Article 15	- **"Article 15: Proxies"**	- **"Article 15: Authorizing participation in GMS"**	
	Amend Clause 1	- "1. Shareholders entitled to attend the GMS in accordance with the laws may attend directly or by authorization to proxies to attend. The Proxy shall not necessarily be a shareholder. Where there are several proxies assigned, accurate determination shall be made of the number if sgares and the number of vote for each representative. The organization being a shareholder of the Company holding at least 10% of all the ordinary shareholders may authorize maximum 03 proxies."	- "1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specified. Organizations that are Shareholders of the Company owning at least 10% of the total number of ordinary shares can authorize up to 3 representatives."	
	Amend and add to Clause 2	"2. The authorization for a proxy to attend the GMS shall be made in writing on Company form and shall be signed in accordance with the following regulations: a. Where the individual shareholder is the principal, the written letter of attorney shall have the signature of such shareholder and of the proxy; b. where the authorized representative of a shareholder being an organization is a	- "2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope,	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		principal, the power of attorney shall have the signature of the authorized representative (of the shareholder), the signature of the legal representative of the shareholder and the signature of the proxy to attend the meeting; c. in other cases, the letter of attorney shall have the signature of the legal representative of the shareholder and of the proxy. The proxy attending the GMS shall submit the letter of appointment prior to entering the meeting hall."	authorization period, signatures of the authorizing party and the authorized party. The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company)."	
Article 16 Variation of Rights	Amend and add to become Clause 1	- "The variation or abrogation of special rights attached to a class of preference shares shall become effective subject to the approval of shareholders holding at least 65% of ordinary shares attending the meeting and concurrently passed by shareholders holding at least 65% the voting rights of such preference shares. The convenement of a meeting for shareholders holding a class of preference shares to pass such variation of rights shall be effective only if there is a quorum of at least two (2) shareholders (or their authorized representatives) and	- "1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that	➢ Add accordance with Clause 6 Article 148 LND 2020, Clause 1 Article 17 of New Template Charter in Circulatr no. 116/2020/TT-BTC.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		holding at least one third (1/3) of the nominal value of the issued shares of such class. Where the quorum is insufficient, the meeting shall reconvene within thirty (30) days later and shareholders with shares of such class (not subject to the number of persons and number of shares) directly attending or via proxies, may request a ballot. Each share of the same class shall have equal voting right in the afore mentioned meeting"	hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey."	
Article 17 Convening of the GMS, Agenda and Notice	Amend, Add to point a Clause 2	- "a. Prepare a list of shareholders eligible to attend and vote at the GMS within 05 days prior to the date of sending letters of invitation to the GMS meeting; the agenda and documentation in accordance with regulations, with the laws and regulations of the Company;"	- "a. Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;"	➢ Amend in accordance with Clause 2 Article 18 of New Template Charter in Circulatr no. 116/2020/TT-BTC, Clause 1 Article 41 LND 2020.
	Amend point a Clause 3	- "a. The person convening a GMS meeting shall send an invitation to all shareholders on the List of eligible shareholders latest 10 days prior to the date of the meeting where the Charter does not provide a longer period. The invitation to a GMS Meeting shall mention: the (company) name, the	- "a. The person who convenes the GMS shall send invitations to all shareholders on the list of shareholders entitled to participate in the GMS at least 21 days before the opening day unless an earlier time is specified in the company's	➢ Amend in accordance with Clause 1 Article 143 LND 2020.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		address of the head office, the enterprise code number; the name, permanent address of the shareholder, the time and location of the meeting and other requirements for the attendee."	charter. The invitation shall contain the participant's name, headquarters/mailing address, EID number, time and location of the meeting and other requirements"	
	Abolish Point c Clause 3	- "c. The letter of appointment of a proxy to attend the meeting"	- N/A	➢ According to Article 144 of LND 2020, the power of attorney shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, scope of authorization, authorization duration, signatures of the authorizing party and the authorized party. Accordingly, this designation form is not mandatory..
	Amend Clause 5	- "5. The person convening the GMS shall be entitled to decline proposals in	- "5. The person who convenes the GMS is entitled to reject the	➢ Amend in accordance with Article 18 of New

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		relation to clause 4 of Article 17 of the Charterin the following cases: a. The proposal was not sent in due time or was insufficient or unrelated to the topic of the GMS; b. At the time of proposal, the shareholder or group of shareholders do not hold the sufficient number of ordinary shares as provided in clause 3, Article 11 of the Charter for a continuous period of six (06) months and over; c. The proposed issue is not within the competence of the GMS to discuss and approve."	proposal mentioned in Clause 4 of this Article in any of the following cases: a. The proposal is sent against the regulations of Clause 4 of this Article; b. The proposing shareholder or group of shareholders is holding less than number ordinary shares when the proposal is made as prescribed in Clause 3 Article 11 of this Charter; c. The proposed issue is outside the jurisdiction of the GMS."	Template of Charter in Circulatr no. 116/2020/TT-BTC
	Amend, Add to Clause 6	- "6. For each matter in the agenda, BOD shall prepare a draft of resolution."	- "6. The person who convenes the GMS shall include the issues proposed in accordance with Clause 4 of this Article in the draft agenda, except in the cases specified in Clause 5 of this Article. The issues will be included in the official agenda if their inclusion is accepted by the GMS.".	➢ Amend in accordance with Clause 4 Article 142 LND 2020.
Article 18 Conditions for a GMS Meeting	Amend Clause 2	- "2. Where the quorum of shareholders is not present within thirty (30) minutes from the time set to start the GMS, the person convening the GMS shall cancel the meeting. The GMS shall reconvene	- "2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second	➢ Amend in accordance with Article 19 of The New Template of Charter in Circulatr no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		within thirty (30) days from the date of the original GMS. The reconvened GMS shall be conducted only if a quorum of attendees being shareholders or their proxies representing at least nhất 33% of the voting shares are present."	meeting shall be sent within 30 days from the intended date of the first meeting, The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares."'	
	Amend Clause 3	- "3. Where the second convened GMS cannot be conducted due again to a lack of quorum, within thirty (30) minutes from the time intended to start the GMS, the third GMS may be convened within twenty (20) days from the proposed date of the second GMS. In such case, the GMS shall be conducted regardless of number of Shareholders or proxies present. The third GMS shall be considered lawful and shall have the power to decide upon all matters which would have been approved by the first GMS".	- "3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholder.".	
Article 19 Conduct of Meeting and voting in the GMS	Amend Clauses 1, 2, 3	- "1. Prior to opening of the GMS. the Company shall proceed to register the name of attending shareholders. 2. Upon registration of shareholders, the Company shall issue to each shareholder or its proxy with voting rights a voting card, stating the registration number, the full name of the shareholder, the full name of the proxy and the number of votes to which such shareholder is	- "1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order: a. The Company shall issue to each voting shareholder or their authorized	➢ Amend in accordance with Article 20 of The New Template of Charter in Circulatr no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		entitled. Upon voting at the GMS, the votes for the resolution shall be collected first, then the votes against the resolution. All collected votes for or against shall be counted for the purpose of decision. The total number of votes for, against , neutral, or irregular for each matter shall be informed by the Chairperson immediately after the voting for such matter. The GMS shall elect persons responsible for vote counting or for monitoring the vote counting on request of the Chairperson. The number of members of the vote counting committee shall be subject to decision of the GMS subject to the proposal of the Chairperson but shall not exceed the number of persons in accordance with provisions of current laws. 3. A shareholder arriving late to the GMS may be registered right away and attend and vote in the GMS. The Chairperson shall not delay the GMS for late shareholders to register and the validity of any vote conducted prior to the arrival of the late shareholder shall not be affected."	representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair; b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged"	
	Adjust Clause 4 to Clause 2	- "4. The Chairman of BOD shall be chairperson to all meetings as convened by BOD. Where the Chairman is absent or temporarily incapacitated for work, the remaining BOD members shall elect one member among themselves to act as Chairperson by the principle of majority. Where there is no one to act as Chairperson, the Head of the BOS shall direct the GMS to elect the Chairperson of the meeting among the attendands and the person with the highest number of votes shall be Chairperson of the meeting. In other cases, the person signing the notice for convening the GMS shall direct the GMS in the election of the Chairperson of the meeting and the person withth highest number of votes shall be Chairperson of the meeting."	- "2. Election of the chair, secretary and vote counting board: a. The Chairman of BOD shall chair or authorize another member of BOD to chair the GMS if it is convened by BOD. If the Chairman of BOD is absent or not able to work, other members of BOD shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Controller shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meetin. b. In the case specified in Point a of this Clause, the	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting. c. The chair shall appoint one or some people as secretaries of the meeting d. The GMS shall elect one or some persons to the vote counting board at the request of the chair"	
	Add Clause 3	- N/A	- "3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue."	
	Adjust Clause 6 to Clause 5	- "6. The Chairperson of the GMS may postpone the GMS even if a quorum is present to another time and another location as decided by the Chairperson without the opinion of the GMS if in the Chairperson's opinion:"	- "5. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:"	
	Adjust Clause a, b Clause 6 to point a, b	- "a. The current location of the GSM fails to provide suitable seating for all attendees;	- "a. The current location does not have adequate convenient seats for all participant;	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Clause 5	b. The acts of attendees are disrupting or are likely to disrupt the order of the meeting;"	b. The acts of attendees are disrupting or are likely to disrupt the order of the meeting, threatening the fairness and legitimacy of the meeting;"	
	Abolish this provision.	- "The period of adjournment shall not exceed three (03) days from the date of the intended GMS. The reconvened GMS shall only consider the items which should have been validly resolved at the previously adjourned GMS."	- N/A	
	Adjust Clause 7 to Clause 6	- "7. Where the Chairperson adjourns or suspends the contrary to provisions of clause 6, Article 19 of the Charter, the GMS shall elect another person from the attendees to replace the Chairperson in conducting the meeting until its completion and the validity of the votes conducted at such GMS meeting shall not be affected."	- "6. In case the chair delay or suspend the GMS against the regulations of Clause 4 Article 19 of this Charter, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective."	
	Adjust Clause 8, 9 to Clause 8	- "8. The Chairperson of the GMS or the Secretary of the GMS may conduct activities that they deem necessary to conduct the GMS in a lawful and orderly manner, or to allow the GMS to consider the expectations of the majority of attendees. - 9. The GMS may request shareholders or proxies attending the GMS to be submitted to inspection or security	- "8. The person who convenes the GMS or the chair has the rights to: a. Request all participants to undergo inspection or other lawful and reasonable security measures; b. Request a competent authority to maintain order during the meeting; expel	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		measures which theGMS deems appropriate. Where the shareholders or the proxy does not comply with such regulation on inspection or security measures, BOD may, after due consideration, may reject or expel such shareholder or proxy from the GMS"	those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures."	
	Adjust Clause 10 to Clause 9	- "10. After careful consideration, BOD may take measures deemed appropriate to"	- "9. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants:"	
	Add to Clause 10	- N/A	- "10. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection. BOD is responsible for formulating and issueing internal regulations for the online meetings or online combined face-to-face meeting. The convenor of the GMS has the right to decide on the form meeting, in accordance with the actual situation and conditions for very each time. In case of Company applies modern	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			technology to organize the GMS by online or combinated method, Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms according to Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP".. "	
	Abolish Clause 11, 12	- "11. Where BOD applies such measures, upon determination of the GMS meeting location, BOD may: a. Notify that the GMS shall be conducted at such location as specified in the notice, and the Chairperson of the GMS shall be present ("**Official GMS Location**"); b. Make arrangements so that shareholders or proxies not attending under this clause or those who wish to attend in locations other than the Official GMS Location may still concurrently attend the GSM; A notice on the conduct of a GMS does not need to indicate details on such measures as provided under this clause. 12 In this Charter, (unless the context requires otherwise) all shareholders shall be considered to be attending the GMS at	- N/A	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		the Official GMS Location. The Company shall hold a GMS at least once (1) a year. The annual GMS shall not be held by way of collection of written opinions."		
	Add Clause 10	- N/A	- "10. The Convenor has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection. BOD is responsible for formulating and issueing internal regulations for the online meetings or online combined face-to-face meeting. The convenor of the General Meeting of Shareholders has the right to decide on the form meeting, in accordance with the actual situation and conditions for very each time. In case Company applies modern technology to organize the General Meeting of Shareholders through an online meeting or a combination, Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms according to Article 144 of the Law on	➢ Propose this addition to be flexible in establishing the GMS meeting from now on.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP."	
Article 20 Approval of GMS decisions	Amend Title of Article 20	- **"Article 20: Approval of GMS decisions"**	- **"Article 20: Resolutions ratification of the GMS"**	
	Amend Clause 1	- "1. With the exception of cases as provided in clause 2 of Article 20, clause 8 of Article 24 and clause 5 of Article 35 hereunder, all GMS decisions on all matters under competence of the GMS shall be adopted upon vote for approval of at least 51% of the total votes of shareholders with voting rights directly attending or via proxy at the GMS (in case of direct vote at the meeting) or at least 51% of the total votes of shareholders with voting rights (for collection of shareholders' written opinions.".	- "1. With the exception of cases as provided in clause 2 of Article 20, Clause 1, Article 16, clause 7 of Article 24 and clause 5 of Article 35 hereunder, all GMS resolutions on all matters under competence of the GMS shall be adopted upon vote for approval of at least 51% of the total votes of shareholders with voting rights directly attending or via proxy at the GMS (in case of direct vote at the meeting) or at least 51% of the total votes of shareholders with voting rights (for collection of shareholders' written opinions."	➢ Update the reference of LND 2020 and adjust the terms.
	Amend Clause 2	- "2. Decisions of the GMS in relation to the following matters shall only be adopted upon vote for approval by at least 65% of the total votes of shareholders with voting rights directly attending or via proxy at the GMS (in case of direct vote at the meeting) or at least 65% of the total votes of	- "2. Resolutions of the GMS in relation to the following matters shall only be adopted upon vote for approval by at least 65% of the total votes of shareholders with voting rights directly attending or via proxy at the GMS (in case of direct vote at	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		shareholders with voting rights (for collection of shareholders' written opinions):" -	the meeting) or at least 65% of the total votes of shareholders with voting rights (for collection of shareholders' written opinions)"	
	Amend Point c, Clause 2	- "c. Corporate restructuration or dissolution; Decisions on investments or sale, purchase of Company assets with value of at least 35% of the total value of the Company assets as recorded in the latest audited financial statements;"	- "c. Corporate restructuration or dissolution; Decisions on investments or sale, purchase of Company or liquidate assets with value of at least 35% of the total value of the Company assets as recorded in the latest audited financial statements;"	➢ Amend the terms to appropriate.
Article 21 Competence and collection of shareholders' written opinions to pass the decision of the GMS	Amend Article 21	- "Article 21: Competence and collection of shareholders' written opinions to pass the decision of the GMS"	- " Article 21: Competence and collection of shareholders' written opinions to pass the resolutions of the GMS"	➢ Amend in accordance with Article 22 of The New Template of Charter in Circulatr no. 116/2020/TT-BTC
		- "The competence and method of collection of shareholders' written opinions to pass decisions of the GMS shall be implemented in accordance with the following provision:"	- "The competence and method of collection of shareholders' written opinions to pass resolutions of the GMS shall be implemented in accordance with the following provision:"	
	Amend Clause 1	- "1. BOD shall have the right to collect shareholders'opinions in writing to pass the GMS'decision where it is considered necessary for the interest of the Company."	- "1. BOD shall have the right to collect shareholders'opinions in writing to pass the GMS' resolutions n where it is considered necessary for the interest of the Company."	
	Amend Clause	- "2. BOD shall prepare an opinion	- "2. BOD shall prepare an	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	2	collection form, the draft resolution of the GMS and documentation clarifying the draft decision. Such form of written opinion together with the draff resolution and explanatory documents shall be sent by registered mail to the registered address of each shareholder. BOD shall ensure sending and release of such documentation to shareholders within a reasonable time for consideration of vote and shall send such at least fifteen (15) days prior to the expiry of the period to collect the opinion collection form."	opinion collection form, the draft resolution of the GMS and documentation clarifying the draft decision. Such form of written opinion together with the draff resolution and explanatory documents shall be sent by registered mail to the registered address of each shareholder. BOD shall ensure sending and release of such documentation to shareholders within a reasonable time for consideration of vote and shall send such at least fifteen (15) days before the deadline for submission of the collection form."	
	Amend point c Clause 3	- "c. Full name, registered address, nationality, Citizen's ID Card, ID Card No, Passport No, or other lawful personal identification document for shareholder being individuals; the name, the registered address, the nationality, the decision for establishment or the business registration certificate number for shareholders being organizations; the number of shares of each class and the number of votes of the shareholder;"	- "c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;"	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Amend point d Clause 3	- - "d. The matter for which the opinion is required to pass the decision;"	- "d. The matter for which the opinion is required to pass the resolution"	
	Amend point f Clause 3	- "f. Timeline to return the filled in opinion form to the Company;	- "f. Submission deadline;"	
	Amend point g Clause 3	- "g. Full name and signature of the Chairman of BOD and of the legal representative of the Company"	- "g. Full name and signature of the Chairman of BOD."	
	Amend point e, f Clause 5	- "e. Passed decisions; f. The full name, signature of the Chairperson of BOD, the legal representative of the Company and of the vote counting supervisor and the vote counting person.	- "e. The issues being voted on and ratio of affirmative votes; f. Full name and signature of the Chairman of BOD, the vote counting supervisor and the vote counting person."	
	Amend Clause 6	- "6. The minutes of vote-count shall be posted on the Company's website within twenty four (24) hours and/or sent to shareholders within fifteen (15) days, from the date the vote counting is completed."	- "6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed"	
	Amend Clause 8	- "8. Decisions passed by way of shareholder written opinion collection shall have the same validity as decisions passed in a GMS meeting."	- "8. Resolutions passed by way of shareholder written opinion collection shall have the same validity as Resolutions passed in a GMS meeting."	
Article 22	Amend title of	- - "Article 22: Minutes of Meeting of the	- "Article 22: Resolution Minutes	➢ Amend according to

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
Minutes of Meeting of the GMS	22	GMS"	of Meeting of the GMS"	Khoản 1 Article 150 LDN 2020, Clause 4 Article 23 new template of charter at Circular no. 116/2020/TT-BTC
	Amend	- "The Chairman of BOD shall be responsible for keeping on files all minutes of meeting of the GMS. The GMS minutes shall be posted on the Company website within twenty four (24) hours and/or sent to all shareholders within fifteen (15) days after the completion of the GMS. The GMS minutes shall be deemed conclusive evidence of the business conducted at such GMS meetings unless objections were raised in relation to the contents of the minutes in accordance with procedures within ten (10) days from the date of such minutes dispatch. The Minutes shall be made in Vietnamese in accordance with provisions of the Law on Enterprises and of this Charter, with the signature of the Chairperson of the GMS and of the Secretary. Records, minutes, the signed attendance sheet of shareholders, and the letter of appointment of proxies shall be kept on record at the Company's head office."	- "The Chairman of BOD shall be responsible for keeping on files all minutes of meeting of the GMS. The GMS minutes shall be posted on the Company website within twenty four (24) hours and/or sent to all shareholders within fifteen (15) days after the completion of the GMS. The GMS minutes shall be deemed conclusive evidence of the business conducted at such GMS meetings unless objections were raised in relation to the contents of the minutes in accordance with procedures within ten (10) days from the date of such minutes dispatch. The Minutes shall be made in Vietnamese in accordance with provisions of the Law on Enterprises and of this Charter, with the signature of the Chairperson of the GMS and of the Secretary. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of BOD	
		-		

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it". Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters."	
Article 23 Request for cancellation of GMS resolutions		-	-	➢ Amend terms and update in accordance with Article 151 LND 2020 and Article 24 of The New Template Charter in Circulatr no. 116/2020/TT-BTC
	Amend Clause 1	- "1. Within ninety (90) days, from the date of reception of the GMS minutes or the minutes of counting shareholder's written opinion forms, members of BOD, Controllers, the Managing Director, the shareholder or group of shareholders as provided in clause 3 of Article 11 of this Charter shall be entitled to request the Court or Arbitration Court to consider the cancellation of the decision of the GMS in the following cases:	- "1. Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		a. The proceedings and procedures for convening the GMS and of decisions of the GMS were not implemented in strict accordance with provisions of the Law on Enterprise and of the Company Charter, with the exception of cases as provided in clause 2 of Article 148 of the Law on Enterprises; b. The contents of the resolution is in violation of the laws or of the Company Charter."	following cases: a. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 7 Article 17 of this Charter; b. The contents of the resolution violate regulations of law or this Charter."	
	Amend Clause 2	- "2. Where the shareholder or group of shareholder requests the Court or Arbitration Court to cancel the GMS resolution in accordance with provisions of clause 1 of this Article, such resolution shall have force of effect until the Court or Arbitration Court decides otherwise, except for cases of injunctive relief by decision of the competent authority."	- "2. In case a shareholder or group of shareholders requests the court or an arbitral tribunal to consider invalidating the resolution as prescribed in Article 151 of this Law, the resolution shall remain effective until the effective date of the decision on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority."	➢ Amend in accordance with Clause 3, Article 152 LND 2020.
Article 24 Composition and term of BOD	Amend and add Clause 1	- "1. BOD shall consist of no less than five (05) members and a maximum of eleven (11) members. The term of office of BOD members shall not exceed five (05)	- "1. . BOD shall consist of no less than five (05) members and a maximum of eleven (11) members. The term of office of	➢ Amend in accordance with Article 26 new Template of Charter in Circular no.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		years; BOD members may be reappointed with unlimited terms. At least one third (1/3) of all BOD Members shall be non-managing members and at least one third (1/3) of the total BOD members shall be independent members. The minimum number of non-managing/independent members shall be determined by rouding down."	BOD members shall not exceed five (05) years; BOD members may be reappointed with unlimited terms. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. At least one third (1/3) of all BOD Members shall be non-managing members and at least one third (1/3) of the total BOD members shall be independent members. The minimum number of non-managing/independent members shall be determined by rouding down. Company minimizes BOD members concurrently holding executive positions of the Company to ensure the independence of BOD. The total number of independent members of BOD shall satisfy the following requirements: a. At least 01 independent member if BOD has 05 members; b. At least 02 independent members if BOD has 06 – 08 members; c. At least 03 independent	116/2020/TT-BTC and Clause 1, Claus 4 Article 276, Decree no. 155/2020/NĐ-CP

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			members if BOD has 09 – 11 members.	
	Amend, Add to Clause 1	- "1. Where the candidates have been determined, ….. The candidate to BOD shall make a written statement on the truthfulness, accuracy and rationality of personal information as posted and shall commit to performing his duty in all honesty if elected to be BOD member. …. g. Other benefits in relation to the Company (where applicable);"	- "1. Where the candidates have been determined, ….. The candidate to BOD shall make a written statement on the truthfulness carefully and in the best interests of the Company if elected to be BOD member..... g. Other benefits in relation to the Company and other relevant parties (if applicable)".	
	Amend Clause 2	- "2. Shareholders holding voting shares for at least six (06) consecutive months shall have the right to combine their voting rights to appoint candidates to BOD. The shareholder or group of shareholders holding from 10% to less than 20% of the total number of shares with voting rights shall appoint one (01) candidate; from 20% to less than 30% , maximum two (02) candidates; from 30% to less than 40%, maximum three (03) candidates; from 40% to less than 50% maximum four (04) candidates; from 50% to less than 55% maximum five (05) candidates; from 55% to less than 60% maximum six (06) candidates; from 60% to less than 65% maximum seven (07) candidates; from 65% to less than 70% maximum eight (08) candidates; from	- "2. Shareholders holding voting shares shall have the right to combine their voting rights to appoint candidates to BOD. The shareholder or group of shareholders holding from 10% to less than 20% of the total number of shares with voting rights shall appoint one (01) candidate; from 20% to less than 30% , maximum two (02) candidates; from 30% to less than 40%, maximum three (03) candidates; from 40% to less than 50% maximum four (04) candidates; from 50% to less than 55% maximum five (05) candidates; from 55% to less than 60% maximum six (06)	➢ Amend in accordance with Clause 2, Article 25 new Template of Charter in Circular no. 116/2020/TT-BTC and Clause 2, 5 Article 115, LDN 2020.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		70% to less than 75% maximum nine (09) candidates; from 75% to less than 80% maximum ten (10) candidates, from 80% and over, maximum eleven (11) candidates."	candidates; from 60% to less than 65% maximum seven (07) candidates; from 65% to less than 70% maximum eight (08) candidates; from 70% to less than 75% maximum nine (09) candidates; from 75% to less than 80% maximum ten (10) candidates, from 80% and over, maximum eleven (11) candidates.."	
	Amend Clause 4	- "4. BOD member shall cease to be a member of BOD in the following cases: a. The member is prohited by virtue of any provision of the Law on Enterprises or from acting as BOD member in accordance with provisions of the laws; b. The member resigns from office with written resignation sent to the head office of the Company; c. The member suffers from mental disorder and other BOD members have medical evidence that such member no longer has the capacity of civil acts; d. The member has not attended meetings of BOD for a period of six (06) consecutive months, excluding cases of force majeure; e. The member is removed as BOD	- "4. A member of BOD loses the status of member of BOD when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises"	➢ Amend according to Clause 4 Article 26 of new template of charter at Circular no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		member by resolution of the GMS.		
	Amend Clause 5	- "5. The appointment of BOD members shall be disclosed in accordance with provisions of the laws on securities and of the stock market."	- "5. The appointment of BOD members shall be disclosed in accordance with provisions of the law on information disclosure on the securities market."	➢ Amend according to Clause 5 Article 26 new template of charter at Circular no. 116/2020/TT-BTC
Article 25 Righs and Duties of BOD	Amend Clause 1, 2	- "1. Business activities and affairs of the Company shall be subject to the supervision or direction of BOD. BOD is the authority with full competence to implement all rights on behalf of the Company with the exception of those under the competence of the GMS. 2. BOD shall be responsible to supervise and direct the activities of the Managing General Director and of other Management executives."	- "1. Business activities and affairs of the Company shall be subject to the supervision or direction of BOD. BOD is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS. 2. Supervise the Chief Executive Officer and other positions appointed by BOD."	➢ Amend according to Article 27 of new template of charter at Circular no. 116/2020/TT-BTC. And amend authority of BOD relating to issues of the owner'authority for subsidiary, authority of designation. ➢ Update reference and Adjust terms
	Amend point a Clause 3	- "a. To issue decision on business and production plans and the annual budget plan of the Company;"	- "a. Decide the strategy, medium-term development and annual business plans of the Company;"	
	Amend point c	- "c. To decide the organizational structure	- "c. Decide the organizational	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Clause 3	of the Company, the establishment of subsidiaries, branch offices, representative offices, and the capital contribution in or purchase of shares of, other enterprises;"	structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;"	
	Abolish point d clause 3	- "d. To resolve claims of the Company against Management Executives as well as to decide the selection of a Company representative to resolve issues in relation to legal proceedins with respect to such management Executive;"	- N/A	
	Adjust point e Clause 3 to Point d Clause 3	- "e. Recommend classes of shares and total number of shares to be issued for each class;"	- "d. Propose types of authorized shares and quantity of each type;"	
	Adjust point g Clause 3 to Point f Clause 3	- "g. Decide the offer price for bonds, stocks and convertible securities where authorized by the GMS;"	- "f. Decide selling prices for shares and bonds of the Company;"	
	Adjust point h and i Clause 3 to Point g Clause 3	- "h. To approve investment plans and investment projects, within its competence and limits in accordance with provisions of the Law on Enterprise without requiring a resolution by the GMS under this Charter, to decide the sale/transfer of assets with value from 20 billion VND to under 35% of the total value of assets of the Company and	- "g. Decision on transactions, investment; Purchase or sale or liquidate assets of Company; decision on solutions for market development, marketing and technology; research and development of new fields, export investment, innovation and growth; through	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		Company branches as recorded in the latest audited financial statements; i. To decide upon technological development solutions, transfers, to approve sales contracts, purchase contracts, loan agreements, to apply sècurity measures for borrowing and lending agreements and other agreements with assets value from 20 billion VND to under 35% of the total assets value of the Company and Company branches as recorded in the latest audited financial statements, with the exception of agreements and transactions as provided in point d, clause 2 of Article 135 and clauses 1 and 3 of Article 162 of the Law on Enterprises.	commercial transactions serving production, business and operation activities of the Company, loans, guarantees, mortgages, credits and other contracts. with value under 35% of the total assets value of the Company recorded in the latest audited financial statement, with the exception of agreements and transactions as provided in point d, clause 2 of Article 138 and clauses 1 and 3 of Article 167 of the Law on Enterprises;"	
	Adjust point j Clause 3 to Point h Clause 3	- "j. To vote, remove, dismiss the Chairperson of BOD, to appoint, dismiss, remove, decide the remuneration of, to demote the Managing General Director and Management executives if deemed for tbe best interest of the Company. Such dismissal removal shall not be contrary to contractual rights of the dismissed person (if any); to appoint an authorized representative in BODs or GMS of other companies, to decide the remuneration and other benefits of such persons;"	- "h. Elect, dismiss, discharge the Chairman of BOD; designate, discharge, dismiss conclude and terminate contracts; Decision on salary, remuneration, allowance, bonus and other benefits for Chief Executive Officer, Deputy Chief Executive Officer, Financial Director, Chief of Accountant of Company;"	
	Adjust point l	- "l. To recommend the annual dividend	- "j. Propose dividends; decide	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Clause 3 to Point j Clause 3	amount, decide on the term and procedures for dividend payment;"	the deadlines and procedures for paying dividends or settling losses incurred during business operation;"	
	Adjust point n, o, p Clause 3 to Point l, m, n Clause 3	- "n. To recommend the reorganization or dissolution of the Company; o. To issue decisions on the Internal regulation on Corporate Governance subject to approval of BOD based on results for the protection of shareholders; p. To approve the agenda, the contents of documents for the GMS meeting, to convene the GMS or collect opinions for the GMS to pass decisions;"	- "l. Propose re-organization, dissolution of the Company; request bankruptcy of the Company; m. Decide promulgation of operation regulations of BOD, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to BOD, regulations on information disclosure; n. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;"	
	Adjust point q Clause 3 to Point o Clause 3	q. Submit audited annual financial statements corporate governance reports to the GMS;	o. Submit audited annual financial statements to the GMS;	
	Abolish point r	- "r. To appoint and dismiss, to enter or terminate labour contracts with	- N/A	➢ Similar with provision at Point h Clause 3 this

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		Management Executives and decide their salaries."		Charter
	Abolish Clause 4	- "4. The following issues shall be subject to approval of BOD: a. Establishment of a branch or representative offices of the Company; b. Establishment of Company subsidiaries	- N/A	➢ Amend according to Article 27 of new template of charter at Circular no. 116/2020/TT-BTC
	Add point p Clause 3	- N/A	- "p. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;"	➢ Amend, add according to Article 27 of new template of charter at Circular no. 116/2020/TT-BTC
	Amend point c Clause 4 to point q Clause 3	- "c. To the extent provided in clause 2 Article 149 of the Law on Enterprises and with the exception of cases as provided in clause 3, Article 162 of the Law on enterprises which must be subject to approval of the GMS, BOD may from time to time decides on the implementation, amendment or cancellation of major contracts of the Company, (including purchase, sale, merger, consolidation and joint venture agreements);"	- "q. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises"	➢ Amend, add according to Article 27 of new template of charter at Circular no. 116/2020/TT-BTC
	Add Point r Clause 3	- N/A	- "r. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			law and the Company's Charter."	
	Abolish from point d to point n Clause 4	d. To appoint and dismiss those authorized by the Company to be commercial representatives or Lawyers of the Company; e. The borrowing of debts and implementation of mortgages, securities, guarantee and compensation of the Company; f. Investment projects not included in the business plan and the budget as approved by BOD exceeding 10% of the annual business plan and the annual budget; g. The purchase or sale of shaes of other Companies as established in Vietnam or offshore; h. The valuation of assets in kind contributed to the Company in relation to the issuance of Company stocks or bonds, including gold, intellectual ownership rights, technology and technological know how. i. The purchase or buy back of the Company of not more than 10% of the total number of shares of each class as offered in twelve (12) months; j. To decide the purchase or buy back	- N/A	➢ There contents regulated at Clause 3 Article 27 of old template of Charter and be abolished at Article 27 of new template of charter at Circular no. 116/2020/TT-BTC.

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		price for Company shares; k. To approve the agenda and documents for the GMS meeting, convening of the GMS or collecting written opinions for the GMS to pass decisions; l. To submit the annual financial statements to the GMS m. To decide on the use of Company funds; n. Other matters not under the competence of the GMS and of the Managing General Director on request of BOD"		
	Amend Clause 5 to Clause 4	- "5. BOD shall report to the GMS on its activities, specifically on BOD supervision of the Managing General Director during the financial year. Where BOD does not submit such report to the GMS, the annual financial statement of the Company shall be deemed invalid ad not approved by BOD."	- "4. BOD shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities."	➢ Amend in accordance with Clause 3 Article 27 of new template of charter at Circular no. 116/2020/TT-BTC
	Amend Clause 6 to Clause 5	- "6. Unless provided otherwise by the laws and the Charter, BOD may authorize subordinates and Managing Executive to act as representative and process work on behalf of the Company."	- "5. Unless provided otherwise by the laws and the Charter, BOD may authorize subordinates, Executives and Managers to act as representative and process work on behalf of the Company."	➢ Amend terms
	Amend Clause	- "7. BOD members (not taking in	- "6. Members of BOD are	➢ Amend in accordance

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	7 to Clause 6	authorized representatives) shall receive a remuneration for their work as BOD members. The total remuneration of BOD shall be subject to decision of the GMS. Such remuneration shall be divided between BOD members in accordance with agreement among BOD members or equally divided where no agreement can be reached."	entitled to remunerations and bonuses. The total remunerations and bonuses for BOD shall be decided by the annual GMS. Such remuneration shall be divided between BOD members in accordance with agreement among BOD members or equally divided where no agreement can be reached."	with Clause 3 Article 28 of new template of charter at Circular no. 116/2020/TT-BTC
	Add Clause 10	- N/A	- "10. Members of BOD may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of BOD relevant to violations against the law and the Company's Charter."	➢ Add in appropriate with Clause 6 Article 28 of new template of charter at Circular no. 116/2020/TT-BTC
Article 26 Chairman and Vice Chairman of BOD	Amend Clause 1	- "1. BOD shall select amont its members to nominate one (01) Chairman and one (01) Vice Chairman. Unless the GMS decides otherwise, the Chairman of BOD may not concurrently act as Managing General Director of the company. If it is approved for a Chairman of BOD to be also Managing General Director such approval shall be renewed annually at shall be subject to annual approval at the annual GMS".	- "1. BOD entitled to select amont its members to nominate one (01) President and one (01) Vice President. The Chairman of BOD may not concurrently act as Chief Executive Officer of the company".	➢ Amend in accordance with clause 2 Article 275 Decree no. 155/2020/NĐ-CP

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Add Clause 3	- N/A	- "3. The Chairman of BOD has the right to decide on matters falling under the decision-making authority of the owner/capital contributor at the company where the Company's capital is contributed in accordance with the law and the charter of that subsidiary. including but not limited to appointing or canceling an authorized representative to participate in the Members' Council or the GMS or appointing or dismissing the positions of Chairman, Chief Executive Officer and Chief Accountant in that company. At the same time, decide on the remuneration, salary and welfare regimes of the above subjects."	➢ Add to ensure the managment effective.
	Add Clause 4	- N/A	- "4. The Chairman of BOD has the right to decide on issues he considers necessary in the operation of the subsidiary, including but not limited to the right to appoint and dissmiss positions of chairman, Chief Executive Officer, chief accountant. And also, decide on	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			the remuneration, salary and welfare apply for above individuals.	
	Add clause 5	- N/A	- "5. The Chairman of BOD is entitled to to decide on the remaining issues of governance and operation of the Company if not clearly stipulated in this Charter, unless such authority under the decision-making authority of the General Meeting of Shareholders, BOD, the Chief Executive Officer in accordance with the Charter and the law."	
	Add clause 6	- N/A	- "6. Chairman of BOD entitled to appoint, dismiss, discharge, conclude and terminate labour contract; Decision on salary, remuneration, allowance, bonus and other benefits of Department Directors in Company."	
	Add Clause 7	- N/A	- "7.Other right and obligations according to decision of BOD".	
	Amend Clause 4 to Clause 9	- "4. Where the Chairman and the Vice The Chairman of BOD both resign or are both removed, BOD shall nominate replacements within a period of ten (10) days."	- "9. When either President or Vice Chairman of BOD resigns or dismissed, BOD shall vote the insteaded person within 10 days <u>from the receipted day</u>"	
Article 27 Meetings of	Amend Clause 1	- "1. The first meeting of BOD term with purpose to elect a chairman and to issue	- "1. The Chairman of BOD shall be elected during the first	➢ Amend in accordance with Article 30 of new

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
BOD		other decisions under BOD competence shall take place within seven (07) business days, from the date where the vote for BOD of such term was completed. This meeting shall be convened by members with highest number of votes. Where there is more than one (01) member with the highest and equal number of votes, one of the members having voted under the principe of simple majority, shall conveene BOD."	meeting of BOD within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene BOD."	template of charter at Circular no. 116/2020/TT-BTC, update reference.
	Amend Clause 3	- "3. Extraordinary meetings: The Chairman of BOD shall convene an extraordinary BOD meeting if deemed necessary for the interest of the Company. In addition, the Chairman of BOD shall also convene BOD without undue delay, if one of the following persons requests the meeting in writing where he states the purpose of such meeting and the matters to be discussed: a. The Managing General Director or at least five (05) Executives; b. At least two (02) members of BOD; c. The BOS; d. Independent BOD Member."	- "3. Extraordinary meetings: The Chairman of BOD shall convene an extraordinary BOD meeting if deemed necessary for the interest of the Company. In addition, the Chairman of BOD shall also convene BOD without undue delay, if one of the following persons requests the meeting in writing where he states the purpose of such meeting and the matters to be discussed and decide are belong to authority of BOD: a. The meeting is requested by the Chief Executive Officer or at least 05 more Managers; b. The meeting is requested	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			by at least 02 members of BOD; c. The meeting is requested by the BOS; d. The meeting is requested by BOD."	
	Amend Clause 4	- "4. BOD meetings as specified in clause 3 of Article 27 of the Charter shall be carried out within seven (07) days after the request for a meeting. Where the Chairman of BOD does not accept to convene the meeting on request, the Chairman shall be responsible for eventual damages incurred by the Company. Persons requesting the meeting as provided in clause 3 of this Article may convene BOD meeting themselves"	- "4. BOD meetings as specified in clause 3 of Article 27 of the Charter shall be carried out within seven (07) <u>working</u> days after the request for a meeting. Where the Chairman of BOD does not accept to convene the meeting on request, the Chairman shall be responsible for eventual damages incurred by the Company. Persons requesting the meeting as provided in clause 3 of this Article may convene BOD meeting themselves."	
	Abolish Clause 5	- "5. Where requested by an independent auditor, the Chairman of BOD shall convene BOD to discuss on the audit report and the Company's status."	- N/A	
	Amend Clause 7 to Clause 6	- "7. Notice and agenda: the Notice for a BOD meeting shall be sent to BOD members latest three (03) business days prior to the meeting itself, BOD members may reject a written invitation and such	- "6. Notice and agenda: the Notice for a BOD meeting shall be sent to BOD members latest three (03) business days prior to the meeting itself, BOD	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		reject may have a retroactive effect. The Notice for a BOD meeting shall be made in Vietnamese, in writing and shall include full information on agenda, time, location of the meeting, together with required document on matters to be discussed and voted at BOD meeting and voting slips for BOD members unable to attend. - The Notice for BOD meeting shall be sent by post, fax, email or otherwise, but shall ensure reaching the address/mailbox of each BOD member as registered with the Company"	members may reject a written invitation and such reject may have a retroactive effect. The Notice for a BOD meeting shall be made in Vietnamese, in writing and shall include full information on agenda, time, location of the meeting, issues need to considered and decide attachs with required document on matters to be discussed and voted at BOD meeting and voting slips for BOD members unable to attend."	
	Amend Point a Clause 10 to Point a Clause 9	- "a. With the exception of provisions of point b, clause 10 of Article 27 of this Charter, each BOD Member or the direct proxy attending as individual in BOD meeting shall have one (01) vote;"	- "a. With the exception of provisions of point b, clause 9 of Article 9 of this Charter, each BOD Member or the direct proxy attending as individual in BOD meeting shall have one (01) vote;"	
	Amend Point c Clause 10 to Point c Clause 9	- "c. In accordance with provisions of point d, clause 10 of Article 27, where there is an arising issue in a BOD meeting in relation to the level of interests a BOD member may have or in relation to the right of vote of a member, where such issues are not resolved by the voluntary renouncement to voting rights of such BOD member, these arising	- "c. In accordance with provisions of point d, clause 9 of Article 27, where there is an arising issue in a BOD meeting in relation to the level of interests a BOD member may have or in relation to the right of vote of a member, where such issues are not resolved by the	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		issues shall be submitted to the Chairperson of the Meeting and the decision of the Chairperson in relation ot all other BOD members shall be the final decision, with the exception where the nature or scope of interest of the concerned BOD member was not officially announced;"	voluntary renouncement to voting rights of such BOD member, these arising issues shall be submitted to the Chairperson of the Meeting and the decision of the Chairperson in relation ot all other BOD members shall be the final decision, with the exception where the nature or scope of interest of the concerned BOD member was not officially announced;"	
	Amend Point d Clause 10 to Point d Clause 9	- "d. BOD member benefitting from a contract as provided in points a and b, clause 4 of Article 33 of this charter shall be considered as having material interest in such contract."	- "d. BOD member benefitting from a contract as provided in points a clause 7 Article 33 và point b Khoản 7 Article 33 of this charter shall be considered as having material interest in such contract."	
	Amend Clause 14 to Clause 13	"14. Written resolution: a resolution passed by the collection of written opinions shall be passed based on the approval of the majority of BOD Members with rights of vote. This Resolution shall be as valid and effective as a resolution passed by BOD members in a meeting convened and organised in the ordinary manner".	- "13. Other form of resolution: Resolution is collected via email or writing adopted on the basis of the approval of the majority of members of BOD with voting. BOD promulgates principles for approving resolutions in these forms and assigns the Chairman of BOD to choose the form of application suitable to actual conditions for	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			very each time. This Resolution shall be as valid and effective as a resolution passed by BOD members in a meeting convened and organised in the ordinary manner."	
	Amend Clause 17 to Clause 16	- "17. Legal effect of BOD actions: Actions implementing the decisions of BOD or of BOD committees or of a person acting as member of BOD committee shall be considered as legally effective even where there may be errors in voting and nomimating committees members or of BOD."	- "16. Legal effect of BOD actions: implementing the decisions of BOD or of BOD committees or BOD committee shall be considered as legally effective even where there may be errors in voting and nomimating committees members of BOD."	
	Amend Clause 15 to Clause 14	- "15. Minutes of meeting of BOD: The Chairman of BOD shall be responsible for sending the minutes of BOD meeting to members and such minutes shall be evidence of the matters discussed in the meeting unless there is an obbjection to the contents of the minutes within ten (10) days from the date of sending. The Minutes of BOD meeting shall be made in English and could be made in English. The Minutes shall be signed by the Chairperson and the person recording the minutes."	- "14. Minutes of meeting of BOD: The Chairman of BOD shall be responsible for sending the minutes of BOD meeting to members and such minutes shall be evidence of the matters discussed in the meeting unless there is an obbjection to the contents of the minutes within ten (10) days from the date of sending. The Minutes of BOD meeting shall be made in English and could be made in English. The Minutes shall be signed by the Chairperson and	➢ Amend according to Clause 2 Article 158 LDN 2020

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			the person recording the minutes. In case the chair and the minute take refuse to sign the minutes, they will be effective if they are signed by all of the other members of BOD and contain all the information prescribed in Points a, b, c, d, đ, e, g and h Clause 1 of this Article"	
CHAPTER VIII.	Amend Title of Chapter VIII	- **"MANAGING GENERAL DIRECTOR, OTHER EXECUTIVES, COMPANY SECRETARY"**	- **"CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES, COMPANY SECRETARY AND COMPANY ADMINISTRATOR "**	
Article 29 Executives	Amend tittle Clause 29	- "Article 29: Executives"	- "Article 29: **Company's executives**"	➢ Amend terms and according to Clause 4 Article 34 new template of charter at Circular no. 116/2020/TT-BTC
	Amend, Add Clause 1	- "1. On request of the Managing General Director and subject to approval of BOD, the Company shall have a determined number of Deputy General Managers and required or appropriate Executives to implement structures and company management practices from time to time. The Executives shall have the required diligence so that the operations and organization of the company obtains the designated targets."	- "1. Company's executives include all personel as descried in Article 1 of this Charter and other Company's executive is pointed by BOD/Chairman of BOD after considering the propose of Chief Executive Officer. Company's executives have the required diligence so that the operations and organization of the company obtains the designated targets."	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Amend, Add Clause 2	- "2. The salary, remuneration, benefits and other terms in the labour contract entered with the Managing General Director shall be subject to the decision of BOD and labour contracts of other Excutives shall be subject to the decision of BOD after due consultation with the Managing General Director."	- "2. The salary, remuneration, benefits and other things of Company Executive shall be subject to the decision of BOD/Chairman of BOD in approciate with authority. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement."	
Article 30 Appointment, Dismissal, Duties and rights of the Managing General Director	Amend Clause 2	- "2. Term of office: the term of office of the Managing General Director shall not exceed five (05) years and he can be reelected with unlimited term. Such appointment may become void pursuant to provisions in the labour contract. The Managing General Director shall not be a person prohibited by the laws to hold such position."	- "2. Term of office: The term of office of the Chief Executive Officer shall not exceed 05 years without term limit. The appointment may expire based on the provisions of the labor contract. The Chief Executive Officer shall not be a person prohibited by the laws to hold such position and must be satisfy all standards in accordance with regulation of law.	➢ Amend according to Article 25 new template of charter at Circular no. 116/2020/TT-BTC and Amend authority of Chief Executive Officer to appropriate with authority of BOD and Chairman of BOD.
	Amend Point a, b, c Clause 3 to Point a, b, c, d	- "a. To implement resolutions of BOD and of the GMS, the business plan and the investment plan of the Company as	- "a. To implement resolutions, decisions of BOD and GMS.; b. Decide the contract, transaction	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Clause 3	passed by BOD and the GMS; bTo decide upon all matters not requiring a BOD resolution including to sign on behalf of the Company financial and commercial contracts with value of under 20 billion VND to organize and manage the daily business operations of the Company in accordance with best practices and in accordance with the Company's corporate governance; c. To propose the number of Management Executives that the Company needs to recruit for the purpose of implementation of duties and plans provided by BOD, decide upon the number of employees, the salary level, allowances, benefits and other terms of their labour contract;"	not belong to authority of BOD and Presidnet of BOD and the value and under 20 Billion dong on behalf of Company, organize and control the operation, production, business of company with best practices and in accordance with the Company's corporate Statute; c. Propose organizational structure and internal administration regulations of the Company; d. Apoint, dismiss, discharge; conclude and terminate contracts; Decision on salary, remuneration, allowance, bonus and other benefits for other position unless positions are belong to authority of BOD and Chairman of BOD or decision on each time of BOD and Chairman of BOD from time to time. decide upon the number of employees, the salary level, allowances, benefits and other terms of their labour contract;"	
	Add Point e, f to Clause 3	- N/A	- "e. Recruit employees; f. Propose dividend payment plan or business loss settlemen;"	
	Amend Clause	- "6. Authorization and delegation: the	- "6. Persons authorized by the	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	6	Managing General Director may authorize (delegate) Deputy General Directors or other persons to resolve certain matters of the Company but the Managing General Director shall be responsible for such authorization."	Chief Executive Officer (mandated) must take responsibility to the Chief Executive Officer and regulation of law for the performance of the authorized work (mandated) and must not re-authorize."	
Article 31 Company Administrator	Amend Clause 1	- "1. BOD shall designate at least one (01) person to be Company Administrator to assist in company management so that it works effectively. The Term of the Company Administrator shall be subject to decision of BOD, in maximum five (05) years"	- "1. BOD of the Company shall appoint at least 01 person in charge of company administration, <u>who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.</u> The Term of the Company Administrator shall be subject to decision of BOD, in maximum five (05) years".	➢ Amend according to Article 32 new template of charter at Circular no. 116/2020/TT-BTC
	Add Point g Clause 4	- N/A	- "g. Assist in contact between parties with relevant interests;"	
CHAPTER IX	Amend Title of Chapter IX	- "DUTIES OF BOD MEMBERS, THE MANAGING GENERAL DIRECTOR AND <u>MANAGERS</u>"	- "DUTIES OF BOD MEMBERS, THE CHIEF EXECUTIVE OFFICER AND <u>EXECUTIVES</u>"	
Article 32 Duty of Care	Amend	- "BOD members, members of the BOS, the Managing General Director and other	- "BOD members, members of the BOS, the Chief Executive	➢ Amend terms

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		Executives shall be responsible for the implementation of their duties, including duties as members of BOD Commitees, truthfully and for the best interest of the Company and with the degree of care that a prudent person shoul have upon holding a similar position and in the same circumstances."	Officer and Company's Executives shall be responsible for the implementation of their duties, including duties as members of BOD Commitees, truthfully and for the best interest of the Company and with the degree of care that a prudent person shoul have upon holding a similar position and in the same circumstances."	
Article 33 Duty of Loyalty and avoidance of conflicts of interests	Amend Clause 1	- "1. BOD members, Members of the BOS, the Managing General Director and Executives shall not be permitted to use business opportunities which could benefit the Company for personal purposes, and concurrently shall not take advantage of information they have received for personal profit or for the interest of other organizations or individuals."	- "1. Members of BOD, members of the BOS, the Chief Executive Officer, other Managers and their related persons may only use the information obtained from their positions to serve the interests of the Company."	➢ Amend according to Article 47 of new template of charter at Circular no. 116/2020/TT-BTC and Article 291, Clause 4 Article 293 Decree no. 155/2020/NĐ-CP
	Amend Clause 2	- "2. BOD members, Members of the BOS, the Managing General Director and Executives shall have the obligation to notify BOD of all interests they may benefit from economic entities, transactions or individuals which could conflict with the Company's interest."	- "2. Members of the BOS, members of the BOS, the Chief Executive Officer and other Managers shall send written notices to BOD and the BOS of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or BOD in accordance with regulations of the Law on Securities on information disclosure."	
	Add Clause 3, 4	- N/A	- "3. Members of the BOS must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises. 4. Members of BOD, members of the BOS, the Chief Executive Officer, other Managers and their related persons must not use or reveal internal information for carrying out relevant transactions."	
	Adjust Clause 3 to Clause 5	- "3. Unless otherwise decided by the GMS, the Company shall no tissue loans or provide guaratees to BOD members, Members of the BOS, the Managing General Director and Executives and to individuals and organizations with the exception where public companies and organizations in relation to such member are companies within the group or	- "5. Unless otherwise decided by the GMS, the Company shall no tissue loans or provide guaratees to the Managers and to individuals and organizations with the exception where public companies and organizations in relation to such member are companies within the group or	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		companies working under a group of companies, comprising of parent company, subsidiary company, economic group and unless provided otherwise by specific laws."	companies working under a group of companies, comprising of parent company, subsidiary company, economic group and unless provided otherwise by specific laws."	
	Add Clause 6	- N/A	- "6. GMS approve contracts, loan transactions, sell assets with a value greater than 10% of the total value of assets recorded in the most recent financial statement between the company and Shareholders owning from 51% of the total number of voting shares. Decision or more or related person of that Shareholder."	
	Adjust Clause 4 to Clause 7	- "4. Contracts or transactions between the Company with one or several other BOD Members, BOS, the Managing General Director and Executives, or persons related to themselves or to the Company, partners, associations or organizations where BOD members, Members of the BOS, the Managing General Director and Executives or their related persons are members, or are related by financial interests, shall not be void in the following cases:"	- "7. Transactions between the Company with one or some members of BOD, members of the BOS, the Chief Executive Officer, Company's executives and their related persons shall not be invalidated in the following cases:"	
	Adjust Point a,	- "a. With respect to contracts with value	- "a. For transactions whose value	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	b Clause 4 to Point b, Clause 7	of maximum 20% of the total assets value as recorded in the most recent financial statements, all inportant factors of the contract or the transactions as well as relations and interests of the Administrator or of BOD members have been reported to BOD or to the related BOD Committee, and BOD or such BOD committee has permitted the implementation of the contract or such transaction by the majority of approving votes of BOD members without related interest; b. With contracts of value of over 35% of the total assets value as recorded in the most recent financial statements, all inportant factors of the contract or the transactions as well as relations and interests of the Administrator or of BOD members have beeninformed to shareholders without related interest with the right to vote on such matter and such shareholders have voted in approval of the contract or transaction;"	do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of BOD, members of the BOS, Chief Executive Officer, Company's executives have been reported to BOD and are approved by the majority of the members of BOD without relevant interests; b. For transactions whose value do exceed 35% or the transaction that the increased value within 12 months from the date of first transaction is 35% or more of the total assets value as recorded in the most recent financial statements, all inportant factors of the contract or the transactions as well as relations and interests of Board of Directors, members of the BOS, Company's executives beeninformed to shareholders and be affirmative voted by shareholder without related benefit;"	
	Abolish Point c	- "c. Such contract or transaction has been	- N/A	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		assessed by an independent consulting company to be fair ane reasonable in all aspects in relation to the company shareholders at the time of transactions or the contract was authorized by BOD or a BOD Committee or by shareholders"		
	Abolish this provision.	- "BOD Members, BOS, the Managing General Director and Executives, and their respective related persons shall not use undisclosed information of the Company or disclose to others for the purpose of implementation of the related transactions."	- N/A	
Article 34 Liability and Compensation	Amend Clause 1	- "1. Liabilities: BOD Members, BOS, the Managing General Director and other Executives, and their respective related persons are in breach of their obligations, their duty of loyalty and care, do not fulfil their obligations with diligence and professional capacities shall be liable for damages caused by their violations."	- "1. Liabilities: Board of Directors, members of the BOS, Company's executives are in breach of their obligations, their duty of loyalty and care, do not fulfil their obligations with diligence and carefully capacities shall be liable for damages caused by their violations"	➢ Amend according to Article 48 of new template of charter at Circular no. 116/2020/TT-BTC
	Amend Clause 2	- "2. Compensation: the Company shall compensate and hire legal counsel to defend the interest of those who have been, are and risk becoming a related party in claims, law suits, petitions which are pending or are threatened to proceed, whether in a civil or administrative case (which is not a legal action undertaken by	- "2. Compensation: the Company shall compensate and hire legal counsel to defend the interest of those who have been, are and risk becoming a related party in claims, law suits, petitions which are pending or are threatened to proceed,	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		the Company or in the Company's right of undertaking) if such person was or is a BOD member, the Managing General Director or persons authorized by the Managing General Director. Expenses subject to compensation include: arising expenses (including lawyers' fees), court fees, fines, due amounts actually arisen or considered reasonable upon the resolution of such matters to the extent permitted by the laws, provided that such person has acted in all loyalty, caution, diligence and in accordance with professional capacity in the manner which such person believes that the action was done in the interest of or was not going against the best interest of the Company, on the basis of compliance with the laws and where there is no finding or confirmation that such person has violated its responsibilities. The Company shall purchase insurance for such persons to avoid such compensation	whether in a civil or administrative case (which is not a legal action undertaken by the Company or in the Company's right of undertaking) if such person was or is a BOD member, Member of BOS, Chief Executive Officer, Other Executive, Employee hoặc representative. Expenses subject to compensation include: arising expenses (including lawyers' fees), court fees, fines, due amounts actually arisen or considered reasonable upon the resolution of such matters to the extent permitted by the laws, provided that such person has acted in all loyalty, caution, diligence and in accordance with professional capacity in the manner which such person believes that the action was done in the interest of or was not going against the best interest of the Company, on the basis of compliance with the laws and where there is no finding or confirmation that such person has violated its responsibilities. The Company shall purchase insurance for such persons to avoid such compensation	
Article 35 Members of the Board of Supervisors	Amend, Add to Clause 1	- "1. The number of members of the Board of Supervisors shall be from three (03) to five (05) membes. A controller shall satisfy criteria and conditions as provided in clause 1 of	- "1. The number of members of the Board of Supervisors shall be from three (03) to five (05) membes. A controller shall satisfy criteria and conditions as provided in clause 1 of	➢ Amend according to Clause 2 Article 168 LDN 2020, Article 38 of new template of

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
(BOS)		Article 164 of the Law of enterprises, the Company Charter and shall not work in the finance and accounting department of the Company. All members of the Board of the Controllers shall be auditors or accountants and shall ensure not to be members or staff of an independent auditing company having audited the Company's financial statements for the last three (03) consecutive years. The BOS shall nominate one (01) member among them to become Head of the BOS in accordance with the majority principle. The Head of the BOS shall be an accountant or a professional auditor and shall work full time at the Company. The head of the BOS shall have the following rights and responsibilities:... *a.* To convene a meeting of the BOS; *b.* To request BOD, the General Director and other Executives, to provide related information for reporting to the BOS; c. To establish and sign the BOS's report after consultation with BOD, for submission to the GMS".	Article 169 of the Law of enterprises, the Company Charter and shall not work in the finance and accounting department of the Company. All members of the Board of the Controllers shall be auditors or accountants and shall ensure not to be members or staff of an independent auditing company having audited the Company's financial statements for the last three (03) consecutive years. The BOS shall nominate one (01) member among them to become Head of the BOS in accordance with the majority principle. Head of the BOS shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation, be an accountant or a professional auditor and shall work full time at the Company. The head of the BOS shall have the following rights and responsibilities: ....". *a.* To convene a meeting of the BOS; *b.* To request BOD, the Executives, to provide related information for reporting to the BOS; *c.* To establish and sign the BOS's report after consultation with BOD, for submission to the GMS".	charter at Circular no. 116/2020/TT-BTC
	Amend Clause 2	- "2. Shareholders may collect each of their votes to nominate candidates to the BOS. The shareholder or group of shareholders holding from 5% to less than 10% of the	- "2. Shareholders may collect each of their votes to nominate candidates to the BOS. The shareholder or group of	➢ Amend according to Clause 4 Article 11 of this Charter

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		total number of shares with voting rights may nominate one (01) candidate; from 10% to less than 30% max two (02) candidates; from 30% to less than 40% max three (03) candidates; from 40% to less than 50% max four (04) candidates; from 50% to less than 60% max five (05) candidates."	shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 30% max two (02) candidates; from 30% to less than 40% max three (03) candidates; from 40% to less than 50% max four (04) candidates; from 50% to less than 60% max five (05) candidates"	
	Abolish Point b, Clause 6	- "b. If he has not implemented his rights and obligations within six (06) consecutive months with the exception of force majeure;"	- N/A	➢ Amend according to Article 37 of new template of charter at Circular no. 116/2020/TT-BTC
	Add point b, Clause 7	- N/A	- "b. He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;"	
Article 36: The Board of Supervisors	Amend Clause 1	- "1. The company shall have a BOS and the BOS shall have rights and duties in accordance with provisions in Article 165 of the Law on Enterprises and of this Charter, mainly the following rights and duties:"	- "The company shall have a BOS and the BOS shall have rights and duties in accordance with provisions in Article 170 of the Law on Enterprises and of this Charter, mainly the following rights and duties"	➢ Update the reference according to LND 2020.
	Amend Point a Clause 1	- "a. To make recommendation in the selection of independent auditors,	- "a. Submit and request the GMS to approve the list of accredited	➢ Add, Amend according to Article 39 new

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		auditing fees and all related issues;"	audit organizations, which will audit the Company's financial statements; auditing fees and all related issues choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary	template of charter at Circular no. 116/2020/TT-BTC
	Add Point i, j, k, l, m, n, o, p, q Clause 1	- N/A	- "i. Take responsibility to the shareholders for the supervision tasks performed by the BOS; j. Supervise the Company's finance, lawfulness of operation of members of BOD, the Chief Executive Officer and other Managers; k. Cooperate with BOD, the Chief Executive Officer and shareholders. l. end a written notice to BOD within 48 hours after discovery of violations against the law or the Company's Charter by a member of BOD, Chief Executive Officer or another executive of the Company, and request the violator to stop committing the violations and take remedial measures; m. Formulate the Regulations on Operation of the BOS and	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			submit them to the GMS for ratification; n. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities; o. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours; p. Request BOD, its members, the Chief Executive Officer and other Managers to provide accurate, adequate and timely information and documents about the Company's management and operation q. Other rights and obligations prescribed by law and this Charter."	
	Abolish Clause 2 and Adjust Clause 3 to Clause 2	- "2. Members of BOD, the Managing General Director and vice Managing General Director shall provide all information and documents in relation to Company's operations on request of	- "2. The BOS shall meet at least two (02) times a year and the meeting shall proceed upon attendance of two thirds (2/3) of the Controllers."	➢ This provision has similarities and not match with addition content in Clause 1 as mentioned above. In

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		members of the BOS or of the BOS. The Company Secretary shall ensure that all copies of financial documentsm other information as provided to BOD members and copies of minutes of meeting of BOD shall be provided to members of the BOS at the same time they are provided to the member of BOD 3. The BOS may issue regulations on meetings of the BOS and the operations of the BOS. The BOS shall meet at least two (02) times a year and the meeting shall proceed upon attendance of two thirds (2/3) of the Controllers."		addition, this content specified rely on the old template of charter and do not be metioned in the new template of charter
CHAPTER XI	Amend title of Chapter XI	- "RIGHT TO INSPECT RECORDS AND DOCUMENTS"	- "RIGHT TO ACCESS RECORD AND DOCUMENTS"	
Article 37 Right to inspect records and documents	Amend Title of Article 37	- "Article 37 : Right to inspect records and documents"	- "Article 37: Right to access records and documents"	
	Devide Clause 1 to Clause 1 and Clause 2	- "1. the shareholder or group of shareholders as specified in clause 2 of Article 24 and clause 2 of Article 35 of this Charter shall be entitled to directly or via a proxy, issue a written request to verify the list of shareholders, minutes of meeting of the GMS and to make copies or make excerpts of such documents during work hours and at the head office of the Company. The request for verification made by the proxy of the	- "1. Ordinary shareholders have the rights to access the Company's documents and records. To be specific: a. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;	➢ Amend according to Article 151 LDN 2020, Article 49 new template of charter at Circular no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		shareholder shall be attached to the letter of attorney of the principal shareholder or a notarized copy of such letter of attorney	examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS; b. The shareholder or group of shareholders that hold at least 05% of ordinary shares [or a smaller ratio prescribed by the Company's Charter] is entitled to examine, access extract the minutes, resolutions and decisions of BOD, biannual and annual financial statements, reports of the BOS, contracts and transactions subject to approval by BOD and other documents, except documents relevant to the Company's trade secrets. 2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders."	
	Amend Clause 2 to Clause 3	- "2. BOD members, members of the BOS, the Managing General Director and Deputy General Directors shall be	- "3. Members of BOD, members of the BOS, and other executives are entitled to access	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		entitled to check the list of shareholders and other documentation of the Company for purposes in relation to their position, provided such information are kept confidential."	the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential."	
Article 38 Employees and Trade Union	Amend, Add Clause 1	- "1. The Managing General Director shall establish a plan for BOD to pass issues in relation to recruitment, resignation of employees, salaries, social contributions, benefits, rewards and sanctions for the employees and <u>for Management Executives.</u>"	- "1. The Chief Executive Officer shall establish a plan for BOD to pass issues in relation to recruitment, resignation of employees, salaries, social contributions, benefits, rewards and sanctions for the employees and fo <u>Company Executive</u>"	➢ Amend Terms
Article 39 Distribution of profits	Amend Clause 5	- "5. Where dividends o other amounts in relation to a class of shares ae paid in cash, the Company shall make payments in Vietnamese Dong. Payment can be made directly or via banks on the basis of bank details as provided by shareholders. Where the Company has made a transfer in accordance with bank details provided by the shareholder but the shareholder has not received such payment, the Company shall not be responsible for the amount paid to the benefit of the shareholder.[1] The payment of dividends for stocks listed on the Stock Market may	- "5. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that	➢ Amend according to Article 51 new template of charter at Circular no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		be implemented via a securities company or the Vietnam Securities Depository Center."	shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDCC."	
	Amend Clause 6	- "6. Pursuant to the Law on Enterprises, the Law on Securities, BOD shall pass a resolution determining a specific date to finalize the list of shareholders. Pursuant to such date, persons registered as shareholders or owners of other securities may receive dividends, interest, profit distribution, receive stocks, information or other documentation."	- "6. Pursuant to the Law on Enterprises and the Law on Securities, BOD shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents"	
Article 44 Annual, bi-annual and quarterly financial statements	Amend Title of Artcile 44	- "Article 44: Annual, bi-annual and quarterly financial statements"	- "Article 44: Annual, bi-annual and quarterly financial statements; Annual statement"	➢ Amend according to Article 55, Article 56 new template of charter at Circular no. 116/2020/TT-BTC
	Amend Clause 1	- "1. The Company shall establish its annual financial statements in writing in accordance with provisions of the laws as well as of the State Security Commission and such financial statements shall be audited in accordance with provisions of Article 45 of this Charter and within the period prescribed by the laws shall submit the financial statements as approved by the GMs to the competent tax authority, the State Security Commission, the Stock Exchange (for	"1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities."	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		listed companies) and the business registration authority."		
	Abolish Clause 2, 3, 4, 5	- "2. Annual financial statements shall include the profit and loss statement giving a true and fair image of the business activities of the Çompany in the financial year, the balance sheet giving a true and fair image of the Company's financial status, the cash flow statement and the notes to the financial statements. Where the Company is a parent company, in addition to separate financial statements, at the end of each financial year, the Company shall establish the consolidated financial statement, (comprisig of the the consolidated balance sheet, the consolidated profit and loss statement, the consolidated cashflow statement) reflecting the financial situation of the Company at the end of the financial year and the status of business operations during the year of the Company and its subsidiaries. Consolidated financial statements shall be audited same as individual financial statements as specified in part I of this Article 46. In addition to individual financial statements, the Company shall submit audited consolidated financial statements to related competent authorities.	- N/A	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		3. After the Company's stocks are listed in the Ho chi Minh City Stock exchange, the Company shall establish quarterly and bi-annual financial statements in accordance with provisions of the State Securities Commission and submit these to thė State Securities Commission and the Ho Chi Minh City Stock Exchange. 4. Audited financial statements (comprising of auditor's comments) bi-annual and quarterly financial reports shall be posted on the Company's website. 5. Interested organizations and individuals shall be entitled to check or make copies of audited annual financial statements, quarterly and bi-annual financial statements during the Company's work hours, at the head office of the Company and shall pay a reasonable fee for such copy."		
	Add to Clause 2, 3, 4	- N/A	- "2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation ty. 3. The Company shall prepare and disclose examined biannual	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
			financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities. 4. The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market"	
Article 45 Audit	Amend, Add Clause 1	- "1. The annual GMS shall nominate an independent audit company or shall approve the list of independent audit companies and authorize BOD to select one among such companies to audit the Company for the subsequent financial year based on the terms and conditions as agreed with BOD. The Company shall prepare and send the annual financial statements to the independent audit company at the end of the financial year"	- "1. The GMS shall appoint an independent audit company or authorize BOD to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year under agreements with BOD. "	➢ Amend according to Article 57 new template of charter at Circular no. 116/2020/TT-BTC
	Abolish Clause 2	- "2. The independent audit company shall review, confirm and make a report on the annual financial year refelecting expenditures and revenues of the Company, establish an audit report and submit such report to BOD within two (02) months from the end of the financial year."	- N/A	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
	Amend Clause 3 to Clause 2	- "3. The copy of the audit report shall be sent as enclosure to the annual financial statements of the Company."	- "2. Audit reports shall be enclosed with the Company's annual financial statements."	
Article 46 Management, use and storage of the seal	Amend title of Article 46	- "Article 46: Management, use and storage of the seal"	- "Article 46: Management, use and storage of the seal of Company"	➢ Amend according to Article 43 LDN 2020, Article 58 new template of charter at Circular no. 116/2020/TT-BTC
	Amend Clause 1, 2	- "1. BOD shall approve an official seal with form, quantity, contents and sample, and such seal shall be engraved in accordance with provisions of the laws. 2. The Chairman of BOD is the competent person to keep and manage the seal. The Chairman of BOD may authorize the Managing General Director or another member to keep, manage or use the seal through a power of attorney. Such authorization shall be made in writing."	- "1. Seal includes a seal made at a seal engraving site or a seal in the form of a digital signature in accordance with the law on electronic transactions. BOD decide type of seal, form, quantity, content of Company, branch, represenative office (if any). 2. For the seal made at a seal engraving site, The Chairman of BOD is the competent person to keep and manage, re-engrave if lost, damages. The Chairman of BOD may authorize the Chief Executive Officer or another member to keep, manage or use the seal through a power of attorney. Such authorization shall be made in writing."	
	Abolish Clause 3	"3. Company seal ty: a. Number of seal: 01; b. Seal diameter 36mm;	- N/A	

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		c. Contents engraved in the seal include: name of enterprise, enterprise code, address of the head office of the Company; d. Form: round seal, red ink."		
	Abolish Clause 4 and Add new content	- "4. To ensure the contents of the seal is in conformity with provisions of the laws and with Vietnamese customs & traditions and culture."	- "4. For seals in the form of digital signatures, regulations on electronic transactions and usage regulations issued by BOD will be followed."	
Chapter XVIII.	Amend title of Chapter XVIII	- "TERMINATION AND LIQUIDATION"	- "DISSOLVE COMPANY"	
Article 47 Termination	Amend title of Arctile 47	- "Article 47: Termination"	- "Article 47: Dissolve Company"	➢ Amend according to Article 59 new template of charter at Circular no. 116/2020/TT-BTC
	Add point b Clause 1	- N/A	- "b. The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;"	
Article 49 Resolution of internal disputes	Amend Clause 1	- "1. Where disputes or complaints in relation to the operations of the Company or to rights of shareholder arising from the Charter or from any rights or obligations as provided by the Law on Enterprises or related legislations, between: a. One or several shareholders with the Company; or b. One or several shareholders with BOD, the BOS, the Managing General Director or Management	- "1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between: a. The shareholders and the Company b. The shareholders and BOD, the BOS, the Chief	➢ Amend according to Article 62 new template of charter at Circular no. 116/2020/TT-BTC

APPENDIX I

SUMMARIZATION OF CHARTER REVISIONS

Provision	Revision	Current Content	Revised Content	Explaination
		Executives."	Executive Officer or Company's executives."	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Article 1 Scope and Regulated entities	- Amend title of Article 1	- **"Article 1: Scope of Regulation"**	- **"Article 1: Scope and Regulated entities"**	
	- Amend The Introduction	- "This Regulation is formulated according to Law on Enterprise no. 68/2014/QH13 "Enterprise Law"); Decree no. 71/2017/NĐ-CP on 06 June 2017 of Government and Circular no. 95/2017/TT-BTC on 22 September 2017 of Ministry of Finance; Charter of Thien Long Coporation."	- "This Regulation is formulated according to Law on Enterprise no. 59/2020/QH14, effective date 01 Janurary 2021 ("Enterprise Law"); Decree no. 155/2020/NĐ-CP on 31 December 2021 of Government and Circular no. 116/2020/TT-BTC on 31 December 2020 of Ministry of Finance; Current Charter of Thien Long Coporation."	➢ Amend and Update reference according to LDN 2020.
	- Add Clause 1	- N/A	- "1. The scope: Regulation on internal corporate management stipulates the contents of the roles, rights and obligations of the GMS, BOD and the Chief Executive Officer; order and procedures for GMS; to nominate, stand for election, elect, disscharge and dismiss members of BOD, BOC, Chief Executive Officer and other activities as prescribed in the	➢ Amend to appropriate with Article 1 of Template of Regulations attached 116/2020/TT-BTC

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			company's charter and other current provisions of law."	
	- Add Clause 2	- N/A	- "2. Regulated enetities: "This Regulation is applicable to members of BOD, BOC, Chief Executive Officer, Managers, other Executives and related persons."	
Article 2 Definition	- Amend Clause 1	- "1. **"Related Persons"** means any individual or organizations as provided in Clause 17 of Article 4 of the Law on Enterprises and Clause 24 of Article 6 Law on securities."	- **"1. Related Persons"** means any individual or organizations as provided in Clause 23 of Article 4 of the Law on Enterprises and Clause 46 of Article 6 Law on securities	➢ LND 2020 and Law on Securities have amended this provision in other articles against the last version.
	- Add Clause 2	- "2. **Non Managing BOD Members**" means members of BOD not being the General Director, the Deputy General Directors, the Head of Departments, the Chief Accountant and other Management in accordance with the Company Charter	- 2. **Non Managing BOD Members**" or "**Non Managing Members**" means members of BOD not being the Executives in accordance with the Company Charter	➢ Amend in accordance with point 1 Clause 1 Article 1 of New Charter .
	- Add Clause 3	- "3. Independent members of BOD must: a. Not be a current employee of	- "3. **"Independent BOD's Members"** or "**independent members**" means members as	➢ Amend in accordance with point m Clause 1

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		the company or its subsidiaries; not be a person that used to work for the company or the company's subsidiaries over the previous 03 consecutive years; b. ot be a person receiving salaries, wages from the company, except for the benefits to which Members of BOD are entitled; c. Not be a person receiving salaries, wages from the company, except for the benefits to which Members of BOD are entitled; d. not directly or indirectly hold at least 1% of the company's voting shares; e. Not ever hold the position of Member of BOD, the Control Board over at least the previous 05 consecutive years."	provided in clause 2 of Article 155 of the Law on Enterprises."	Article 1 of New Charter
	- Amend Clause 6	- "6. "GMS" mean General Meeting of Shareholder."	- "GMS mean General Meeting of Shareholder of Company – all shareholders have voting right according to The Charter".	➢ Amend in accordance with point c Clause 1 Article 1 of New Charter
	- Add Clause 9	- N/A	- **"Permanent member of BOD"** means a member of BOD who is assigned by BOD	➢ Add Terms to serve requirement of

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			to perform, be in charge and manage a specific job, department or field according to the decision of BOD.s	organizing, managing of BOD
	- Add provision	- N/A	- "The terms have not defined and explained in this Regulation shall be construed and applied uniformly as defined and explained in the Company's Charter."	➢ This addition to support the understanding and applying for the terms without being defined before, and to ensure the consistency between New Charter and Regulation.
Article 4 **Role, Right and Obligation of GMS**	- Amend title of Article 4	- Article 4: Right and Duty of GMS	- Article 4: Role, Right and Obligation of GMS	➢ Article chỉnh tương ứng với Article 14 Article lệ Công ty ➢ Amend in accordance with Article 14 of New Charter
	- Abolish 1	- "1. the Annual GMS shall have the right to discuss and approve the following issues: a. Audited annual financial statements; b. Report of the BOS on the status of operations of the Company; c. Report of BOD; d. Medium term development plan	- N/A	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		(03-05 years) and long term (over 05 years) of the Company."		
	- Adjust Clause 2 to Clause 1	- "2. the annual GMS and the extraordinary GMS shall have the right to decide by passing resolutions on the following matters:"	- "1. GMS shall discuss and approve the following issues:"	
	- Amend Point a Clause 2 to Point a Clause 1	- "a. Approval of annual financial statements;"	- "a. Audited annual financial statements;"	
	- Amend Point b Clause 2 to Point b Clause 1	- "b. Dividends as paid annually for each class of shares in accordance with the Law on Enterprises and rights attached to such shares. Such dividend shall not be higher than the amount proposed by BOD after due consultation with shareholders in the GMS;" -	- "b. Annual dividends of each type of shares;"	
	- Amend Point c Clause 2 to Point c Clause 1	- "c. the number of BOD members;"	- "c. the number of BOD members, BOC member;"	
	- Amend Point d Clause 2 to Point d Clause 1	- "d. the selection of independent auditors;"	- "d. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			to inspect the Company's operation; dismiss accredited auditors where necessary;"	
	- Amend Point e Clause 2 to Point e Clause 1	- "e. the voting, removal, dismissal and replacement of members of BOD and of the BOS;"	- "e. the voting, removal, dismissal and replacement of members of BOD and of the BOS Member;"	
	- Amend Point f Clause 2 to Point f Clause 1	- "f. the total remuneration of BOD members and reporting on remuneration of BOD;"	- "f. Decide the budget or total remunerations, bonuses and other benefits of BOD and the BOS;".	
	- Amend Point g Clause 2 to Point g Clause 1	- "g. Supplementation and amendment of the Charter and Internal Regulations on Corporate Governance;"	- "g. Approve internal regulations on company administration, operation of BOD and the BOS;	
	- Amend Point l Clause 2 to Point l Clause 1	- "l. Decisions on transactions, investment in /disposal of assets with value of 35% or over of the total assets value of the Company recorded in the latest audited financial statement;"	- "l. Decision on transactions, investment; Purchase hoặc sale or liquidate assets of Company; decision on solutions for market development, marketing and technology; research and development of new fields, export investment, innovation and growth; through commercial transactions serving production, business and operation activities of the	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			Company, loans, guarantees, mortgages, credits and other contracts. with value of 35% or over of the total assets value of the Company recorded in the latest audited financial statement;"	
	- Abolish Point n Clause 2	- "n. The appointment of the Managing General Director to be concurrently Chairperson of BOD;"	- N/A	
	- Amend Point o Clause 2 to Point o Clause 1	- "o. The execution of the Company of agreements, transactions with subjects as specified in clause 1, Article 162 of the Law on Enterprises with value of or higher than 35% of the total value of assets as recorded in the latest audited financial statement;"	- "n. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement".	
	- Add Point o Clause 1	- N/A	- "o. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;"	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Add Point p Clause 1	- N/A	- "p. The Company's annual business plan;"	
	- Add Point q Clause 1	- N/A	- "q. Development orientation of the Company;"	
	- Add Point r Clause 1	- N/A	- "r. The report of BOD on administration and performance of BOD and each of its members in accordance with Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;"	
	- Add Point s Clause 1	- N/A	- "s. The report of the BOS on the Company's business performance, performance of BOD, the Chief Executive Officer;"	
	- Add Point t Clause 1	- N/A	- "t. The self-assessment report on performance of the BOS and its member;"	
	- Amend Point p Clause 2 to Point u Clause 1	- "p. Other issues in accordance with provisions of this Regulation and The Charter."	- "u. Other issues in accordance with provisions of Law, The Charter and other regulations of the Company."	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Amend Point a Clause 3 to Point a Clause 2	- "a. Agreements specified in point o, clause 2, Article 14 of The Charter where such shareholder or such shareholder's related person is a party to such contract or transaction;"	- "a. The following contracts and transactions regulated in Clause 3 Article 167 Law on Enterprse when such Shareholder or Person related to such Shareholder is a party to the contract;"	
Article 5 Responsibility to convene the GMS and prepare the list of Shareholders entitled to attend	- Amend Title of Article 5	- "Article 5: **Responsibility to convene the GMS".**	- "Article 5: **Responsibility to convene the GMS and prepare the list of Shareholders entitled to attend".**	
	- Amend Clause 2	- "2. The annual GMS shall be convened once (1) every year. The Annual General Meeting of Shareholders must not be held in the form of collecting written opinions. The annual GMS shall be convened within four (04) months, from the end date of the fiscal year. Upon the Company's listing on the stock market, such timeline may be extended on request of BOD, but not exceeding six (06) months from the end date of the fiscal year. BOD shall pass its resolution to convene the annual GMS and	- "2. The annual GMS shall be convened once (1) every year.. The annual GMS shall be convened within four (04) months, from the end date of the fiscal year. Upon the Company's listing on the stock market, such timeline may be extended on request of BOD, but not exceeding six (06) months from the end date of the fiscal year. BOD shall pass its resolution to convene the annual GMS and select the appropriate location. This list shall be compiled within 10	➢ This addition as requirement at point b, Clause 2, Article 2 of the Template of Regulation attached the Circular no. 116/2020/TT-BTC and in accordance with point a Clause 2 Article 17 of New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		select the appropriate location."	days before the day on which the invitation to the GMS is sent. The list of Shareholders entitled to attend the meeting is made based on the list of securities holders made by the Vietnam Securities Depository at the time of closing the list."	
Article 7 Convening, agenda and invitations to the GMS	- Amend Point a Clause 4	- "a. The person convening a GMS meeting shall send an invitation to all shareholders on the List of eligible shareholders latest 10 days prior to the date of the meeting where the Charter does not provide a longer period. The invitation to a GMS Meeting shall mention: the (company) name, the address of the head office, the enterprise code number; the name, permanent address of the shareholder, the time and location of the meeting and other requirements for the attendee."	- "a. The person convening a GMS meeting shall send an invitation to all shareholders on the List of eligible shareholders latest 21 days prior to the date of the meeting where the Charter does not provide a longer period. The invitation to a GMS Meeting shall mention: the (company) name, the address of the head office, the enterprise code number; the name, permanent address of the shareholder, the time and location of the meeting and other requirements for the attendee."	➢ Amend in accordance with point a Clause 3 Article 17 of The New Charter
	- Amend Point c Clause 4	- "c. The Notice for a GMS Meeting shall be sent together with the following documents:	- "c. . The Notice for a GMS Meeting shall be sent together with the following documents:	➢ Amend in accordance with Article 144 LND

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		- The meeting agenda, documentation used in the meeting and the draft resolution for each matter to be discussed during the meeting; - Voting slip; - The letter of appointment of a proxy to attend the meeting; - The list and detailed information of candidates in case of vote for members of the BOS or members of BOD"	- The meeting agenda, documentation used in the meeting and the draft resolution for each matter to be discussed during the meeting; - Voting slip; - The list and detailed information of candidates in case of vote for members of the BOS or members of BOD."	2020 and Clause 3 Article 17 of The New Charter
	- Add Point 5	- N/A	- "5. The Convenor must prepare the agenda of GMS."	➢ Amend in accordance with requirement of point đ Clause 2 Article 2 of the template of Regulation attached Circular no. 116/2020/TT-BTC
	- Amend Clause 5 to Clause 6	- "5. Shareholders holding at least 10% voting shares for at least six (06) consecutive months shall have the right to Propose issues to be included in the agenda of the GMS. Proposals must be made in	- "6. Shareholders holding at least 05% voting shares shall have the right to Propose issues to be included in the agenda of the GMS. Proposals must be made in writing and must be	➢ Amend in accordance with Clause 4 Article 17 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		writing and must be sent to BOD at least three (03) working days before the opening date of GMS. The proposal must include the full name of the shareholder, the number and type of shares he holds and the content proposed to be included in the meeting agenda."	sent to BOD at least three (03) working days before the opening date of GMS. The proposal must include the full name of the shareholder, the number and type of shares he holds and the content proposed to be included in the meeting agenda."	
	- Amend Clause 6 to Clause 7	- "6. The person convening the GMS shall be entitled to decline proposals as the following cases: a. The proposal was <u>not</u> sent in <u>due time or was insufficient or unrelated to the topic of the GMS;</u> b. At the time of proposal, the shareholder or group of shareholders do not hold the sufficient number of ordinary shares as provided in clause 3, Article 11 of the Charter <u>for a continuous period of six (06) months and over;</u> c. The proposed issue is not within the competence of the GMS to discuss and approve."	- "7. <u>When the convenor of GMS declines the proposal specified in Clause 6 of this Article, he must reply in writing and clearly state the reasons at least two (02) working days before the opening date of GMS.</u> The person convening the GMS shall be entitled to decline proposals as the following cases: a. The proposal <u>fail to</u> sent as <u>requirement as Clause 6 of this Article;</u> b. At the time of proposal, the shareholder or group of shareholders do not hold the sufficient number of	➢ Amend in accordance with Article 142 LND 2020 and Clause 5 Article 17 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			ordinary shares as provided in clause 3, Article 11 of the Charter; c. The proposed issue is not within the competence of the GMS to discuss and approve".	
	- Amend Clause 7 to Clause 8	- "7. For each matter in the agenda, BOD shall prepare a draft of resolution."	- "8. The person who convenes the GMS shall include the issues proposed in accordance with Clause 6 of this Article in the draft agenda, except in the cases specified in Clause 7 of this Article. The issues will be included in the official agenda if their inclusion is accepted by the GMS. For each matter in the agenda, BOD shall prepare a draft of resolution".	➢ Amend in accordance with Clause 4 Article 142 LND 2020 and Clause 6 Article 17 of The New Charter
	- Add Clause 9	- N/A	- "9. Authorizing participation in GMS: a. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to	➢ Amend in accordance with requirement the template of Regulation attached Circular no. 116/2020/TT-BTC and Article 15 of The New

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specified. Organizations that are Shareholders of the Company owning at least 10% of the total number of ordinary shares can authorize up to 3 representatives. b. The authorization mentioned in Point a of this Clause shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period,	Charter.

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			signatures of the authorizing party and the authorized party. The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company). c. Where a lawyer representing the principal makes the letter of appointment for a proxy, the appointment of a proxy in such case shall only be deemed effective if such letter of appointment is	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			submitted together with the letter of attorney to the lawyer, (if not previously registered with the Company). d. With the exception of the case as provided in Point c clause 9 of this Article , the vote cast by a proxy within the scope of appointment shall still be effective upon occurrence of one of the following cases: (i) The principal shareholder has died or has restricted capacity of civil acts or lost its capacity of civil acts; (ii) The principal has cancelled the appointment; (iii)The authorizing Shareholder has revoked the authority of the principal. This clause shall not apply in the event the Company received written notification of one of the	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			above events latest twenty four (24) hours before the start of the GMS meeting or before the meeting is re-convened."	
Article 8 Registration of attendance and conditions to deploy the GMS	- Add Point c Clause 2	- N/A	- "c. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged."	➢ Amend in accordance with point b Clause 1 Article 19 of The New Charter
	- Add Clause 4	- N/A	- "4. Form of passing the resolution of the GMS GMS resolutions passed by direct voting or written opinion collection"	➢ Amend in accordance with requirement in Point I Clause 2 Article 2 of the template of Regulation attached Circular no. 116/2020/TT-BTC and Clause 1 Article 147

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
				LND 2020
Article 9 The Report of operation of BOD, BOC at annual GMS	- Amend Clause 1	- "1. The report on activities of BOD to be submitted to the Annual GMS at least includes the following contents: ... - Activities of the Subcommittees under BOD; - Result of supervising General Director; - Result of supervising other Managers; - Future Plan."	- "1. The report on activities of BOD to be submitted to the Annual GMS at least includes the following contents: ... - <u>Report of transactions between the Company, subsidiary companies over 50% charter capital of which is held by the Company and members of BOD and related person; transactions between the Company and companies whose founders or managers are executives over the last 03 years from the transaction date.</u> - <u>Activities of independent members of BOD and the results of independent members' assessment of the activities of BOD;</u> - Activities of the Subcommittees under BOD (if any); - Result of supervising Chief	➢ Amend to appropriate with Article 280 Decree no. 155/2020/ND-CP

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			Executive Officer; - Result of supervising other Executives; - Future Plan."	
	- Amend Clause 2	- "2. The report on activities of BOC to be submitted to the Annual GMS includes the following contents: - Operation, remuneration and operating expenses of BOS and each Supervisor; - Summarizing the meetings of the BOS and the decisions of the BOS; - Results of supervising the company's operational and financial situation; - Results of supervising for members of BOD, General Director and other Managers; ..."	- "2. The report on activities of BOC to be submitted to the Annual GMS includes the following contents: - Operation, remuneration and operating expenses, other benefits of BOS and each Supervisor; - Summarizing the meetings of the BOS and conclusion, proposal of BOC; - Results of supervising the company's operational and financial situation; - Evaluation of transactions between the Company, subsidiary companies and companies over 50% charter capital of which is held by the Company with members of BOD, the Chief Executive Officer, other executives of the Company and their related	➢ Amend to appropriate with Article 290 Decree no. 155/2020/ND-CP

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			persons; transactions between the Company with companies whose founders or managers are members of BOD, the Chief Executive Officer or executives over the last 03 years from the transaction date. - Result of supervising BOD, Chief Executive Officer, other Executives; ..."	
Article 10 Method to Vote, Count votes, Announce the result of counting votes, approve of GMS and How to against the decisions of GMS	- Amend Point a Clause 1	- "a. Upon registration of shareholders, the Company shall issue to each shareholder or its proxy with voting rights a voting card, stating the registration number, the full name of the shareholder or the full name of the proxy and the number of votes to which such shareholder is entitled."	- "a. Upon registration of shareholders, the Company shall issue to each shareholder or its proxy with voting rights a voting card, stating the registration number, the full name of the shareholder, the full name of the proxy and the number of votes to which such shareholder is entitled."	➢ Amend in accordance with point a Clause 1 Article 19 of The New Charter
	- Amend point b Clause 1	- "b. GMS shall discusse and vote on each issue in the agenda. Voting is conducted by showing a card or casting a vote."	- "b. GMS shall discusse and vote on each issue in the agenda. Voting is conducted by showing a card or casting a vote. Voting is conducted by against , neutral, or irregular."	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Abolish Point c Clause 1	- "c. A shareholder arriving late to the GMS may be registered right away and attend and vote in the GMS. The Chairperson shall not delay the GMS for late shareholders to register and the validity of any vote conducted prior to the arrival of the late shareholder shall not be affected."	- N/A	➢ Amend to tighten regulations, avoid duplication
	- Amend point b Clause 2	- "b. Upon voting at the GMS, the votes in fover shall be collected first, then the votes against, and the neutral at last.".	- "b. Upon the GMS, the votes for the resolution shall be collected first, then the votes against, counting the Vote in favor or the Disapproval Vote to decide.".	➢ Amend in accordance with point a Clause 1 Article 19 of The New Charter
	- Amend point a Clause 2	- "a. Excepting the specified in Clause 2 of Article 20, Clause 8 of Article 24 and Clause 5 of Article 35 of the Charter, decisions of GMS on all matters falling within the competence of the GMS will be approved when there are 51% or more The vote in favor is calculated on the total number of votes of all voting shareholders present in person or through an authorized representative present at the	- "a. Excepting the specified in Clause 2 of Article 20, Clause 1 of Article 16 and Clause 7 of Article 24 of the Charter, decisions of GMS on all matters falling within the competence of the GMS will be approved when there are 51% or more The vote in favor is calculated on the total number of votes of all voting shareholders present in person or through an authorized	➢ Amend in accordance with Article 20 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		General Meeting of Shareholders (in case of direct meeting) or at least 51 % of votes in favor calculated on the total number of votes of shareholders with voting rights (for the case of collecting shareholders' opinions in writing)".	representative present at the General Meeting of Shareholders (in case of direct meeting) or at least 51 % of votes in favor calculated on the total number of votes of shareholders with voting rights (for the case of collecting shareholders' opinions in writing)."	
	- Amend point b Clause 4	- "b. Decisions of the GMS in relation to the following matters shall only be adopted upon vote for approval by at least 65% of the total votes of shareholders with voting rights directly attending or via proxy at the GMS (in case of direct vote at the meeting) or at least 65% of the total votes of shareholders with voting rights (for collection of shareholders' written opinions: - Amendment and additions to the Charter; ... - Corporate restructuration or dissolution; Decisions on invstments or sale, purchase of	- "b. Resolutions of the GMS in relation to the following matters shall only be adopted upon vote for approval by at least 65% of the total votes of shareholders with voting rights directly attending or via proxy at the GMS (in case of direct vote at the meeting) or at least 65% of the total votes of shareholders with voting rights (for collection of shareholders' written opinions): - Amendment and additions to the Charter and the internal regulations on Corporate Governance; ...	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		Company assets with value of at least 35% of the total value of the Company assets as recorded in the latest audited financial statements; ..."	- Corporate restructuration or dissolution; Decisions on invstments or sale, purchase, liquidate of Company assets with value of at least 35% of the total value of the Company assets as recorded in the latest audited financial statements; ..."	
	- Amend point b Clause 5	- "b. The Company shall buy back the shares on the shareholder's request as specified in clause 7 of this Article at market price or at the price as decided by BOD within ninety (90) days, from the date of reception of such request. Where the parties fail to reach an agreement on the sale price, the parties my request a professional valuation company to proceed to valuation. The Company shall introduce at least three (03) valuation companies for the shareholders selection and such selection shall be the final decision. Valuation expenses shall be borne by the shareholder."	- "b. The company shall repurchase shares at the request of its shareholders in accordance with Clause 1 of this Article at market prices or at the prices calculated in accordance with the rules in the company's charter within 90 days from the receipt of the request. In case an agreement on the prices cannot be reached, the parties may hire a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholders to make the final decision."	➢ Amend in accordance with Clause 8 Article 5 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Article 11 Writing the Minutes of GMS and disclosure of GMS resolution	- Amend Clause 1	- "1. The GMS must be recorded in GMS Minutes. The Minutes shall be made in Vietnamese and conclude at least contents as below: … d. Chair of GMS and Secretary; … *g.* Total number of votes for each voting issue, clearly stating the total number of votes for, disapproval and abstention, the proportion of the total number of votes of the attending shareholders.; *h.* Decisions have been passed; ..."	- "1. The GMS must be recorded in GMS Minutes or <u>and may be Record or save by other equipments.</u> The Minutes shall be made in Vietnamese and conclude at least contents as below: … d. Fullname of Chair of GMS and Secretary; … *g.* Total number of votes for each voting issue, clearly stating <u>form of voting</u>, total number of votes for, disapproval and abstention, the proportion of the total number of votes of the attending shareholders; *h.* Decisions have been passed and the the proportion of the total number of votes for correspondingly; <u>The Minutes shall be made in Vietnamese in accordance with provisions of the Law on Enterprises and of this Charter, with the signature of the Chairperson of the GMS and of</u>	➢ Amend in accordance with Clause 1 Article 150 LDN 2020 and Article 22 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			the Secretary. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of BOD and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it."	
	- Amend Clause 3	- "3. The Chairman of BOD shall be responsible for keeping on files all minutes of meeting of the GMS. Records, minutes, the signed attendance sheet of shareholders, and the letter of appointment of proxies shall be kept on record at the Company's head office."	- "3. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's headquarters."	➢ Amend in accordance with Article 22 of The New Charter
Article 12 Authority and	- Amend Clause 1	- "1. BOD shall have the right to collect shareholders'opinions in	- "1. Unless issues that are required by current law or the	➢ Amend in accordance with

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Procedure of collecting oppinions of shareholder in writing to approve the GMS resolution .		writing to pass the GMS'decision where it is considered necessary for the interest of the Company." .	Company's Charter, which must be approved directly at the meeting., BOD shall have the right to collect shareholders'opinions in writing to pass the GMS' resolutions n where it is considered necessary for the interest of the Company"	requirement in Point a Clause 3 Article 2 of the template of Regulation attached Circular no. 116/2020/TT-BTC
	- Amend point a Clause 2	- "a. Prepare Documents; BOD shall prepare an opinion collection form, the draft resolution of the GMS and documentation clarifying the draft decision and explanatory documents. ... - Full name, registered address, nationality, Citizen's ID Card, ID Card No, Passport No, or other lawful personal identification document for shareholder being individuals; the name, the registered address, the nationality, the decision for establishment or the business registration certificate number for	- "a. Prepare Documents: BOD shall prepare an opinion collection form, the draft resolution of the GMS and documentation clarifying the draft resolution and explanatory documents. ... - Full name, registered address, nationality, lawful personal identification document for shareholder being individuals; the name, the registered address, the nationality, lawful personal identification document individuals is representative of	➢ Amend in accordance with Clause 3 Article 21 of The New Charter and Clause 3 Article 149 LDN 2020

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		shareholders or representative of shareholders being organizations; the number of shares of each class and the number of votes of the shareholder; - The matter for which the opinion is required to pass the decision; ... - Timeline to return the filled in opinion form to the Company; - Full name and signature of the Chairman of BOD and of the legal representative of the Company."	organizations shareholders; the number of shares of each class and the number of votes of the shareholder; - The matter for which the opinion is required to pass the resolution; ... - Timeline to return the filled in opinion form to the Company; - Full name and signature of the Chairman of BOD."	
	- Amend point c Clause 2	- "c. Send documents and collect opinions to shareholders: The opinion form enclosed with the draft decision and explanatory documents must be sent by a secure method to the registered address of each shareholder.. ..."	- "c. Send documents and collect opinions to shareholders: The opinion form enclosed with the draft resolution and explanatory documents must be sent by a secure method to the registered address of each shareholder.. ..."	➢ Amend the terms
	- Amend point e Clause 2	- "e. Counting votes and Making the minutes of counting votes: ... - Purpose and issues that need to	- "e. Kiểm phiếu và Lập biên bản kiểm phiếu: ... - Purpose and issues that	➢ Amend in accordance with point e Clause 5 Article 21 of The

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		be passed by Decision; ... - Decisions have been passed; - Fullname and Signature of Chairman of BOD, Legal Representative and the supervisor of counting votes, the counter. ..."	need to be passed by Resolution; ... - Decisions have been passed and the proportion correspondingly; - Fullname and Signature of Chairman of BOD, the supervisor of counting votes, the counter.. ..."	New Charter
	- Amend point f Clause 2	- "f. Approving the decision of the General Meeting of Shareholders: The decision is passed in the form of collecting written opinions of shareholders as prescribed in Article 20 of the Company's Charter and has the same validity as the decision passed at the General Meeting of Shareholders.."	- "f. Thông qua quyết định của ĐHĐCĐ: The resolution is passed in the form of collecting written opinions of shareholders as prescribed in Article 21 of the Company's Charter and has the same validity as the decision passed at the General Meeting of Shareholders.."	➢ Amend Terms and references
Article 13 Announcement of the Decision and Minutes of GMS (Vote counting minutes in case of collecting written opinions) to the public	- Amend title of Artcle 13	- **"Article 13: Announcement of the Decision and Minutes of GMS (Vote counting minutes in case of collecting written opinions) to the public"**	- **"Article 13: Announcement of the Resolution and Minutes of GMS (Vote counting minutes in case of collecting written opinions) to the public"**	➢ Amend terms
Article 14	- Amend Clause 1	- "1. Within ninety (90) days, from	- "1. Within ninety (90) days,	➢ Amend in

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Request to cancellation GMS Resolution		the date of reception of the GMS minutes or the minutes of counting shareholder's written opinion forms, the shareholder or group of shareholders as A shareholder or a group of shareholders holding more than 10% of the ordinary shares for a continuous period of six (6) months shall be entitled to request the Court or Arbitration Court to consider the cancellation of the decision of the GMS in the following cases: a. The proceedings and procedures for convening the GMS and of decisions of the GMS were not implemented in strict accordance with provisions of the Law on Enterprise and of the Company Charter and this Regulation; b. The proceedings and procedures of issueing the decision and The contents of the decision is in violation of the laws or of the Company Charter."	from the date of reception of the GMS minutes or the minutes of counting shareholder's written opinion forms or resolution, the shareholder or group of shareholders as A shareholder or a group of shareholders holding at least 5% of the ordinary shares shall be entitled to request the Court or Arbitration Court to consider the cancellation of the resolution of the GMS (whole or apart) in the following cases: a. The proceedings and procedures for convening the GMS and of resolution of the GMS violated seriously the Law on Enterprise and of the Company Charter, unless regulation at clause 7 Article 17 of the Charter; b. The contents of the resolution is in violation of the laws or of the Company Charter."	accordance with Clause 1 Article 23 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Amend Clause 2	- "2. Where the shareholder or group of shareholder requests the Court or Arbitration Court to cancel the GMS resolution in accordance with provisions of clause 1 of this Article, such resolution shall have force of effect until the decides otherwise of Court or Arbitration, except for cases of injunctive relief by decision of the competent authority."	- "2. Where the shareholder or group of shareholder requests the Court or Arbitration Court to cancel the GMS resolution in accordance with provisions of clause 1 of this Article, such resolution shall have force of effect until the decision to annul that resolution of Court or Arbitration became validity, except for cases of injunctive relief by decision of the competent authority."	➢ Amend in accordance with Clause 2 Article 23 of The New Charter and Clause 3 Article 152 LDN 2020
Article 15 Procedure, Progress of the online GMS or Combinated GMS	- Add Article 15	- N/A	- "1. In addition to the face-to-face meeting, the annual and extraordinary GMS can be held in the form of an online meeting or combination, with or without electronic voting or other forms of voting or other electronic devices in the event of (i) force majeure, including but not limited to: natural disasters, wars, epidemics, insurrections, riots, terrorism, restrictive decisions or prohibited by competent State agencies; and/or (ii) other	➢ Amend in accordance with requirement in Clause 4 Article 2 of the template of Regulation attached Circular no. 116/2020/TT-BTC

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			objective events that BOD considers inconvenient and/or inappropriate to hold face-to-face meeting. 2. In case BOD decides to convene a GMS meeting in the form specified in Clause 1 of this Article, BOD is responsible for promulgating and publishing on the Company's website the Regulation on organization of the meeting and voting for such meeting no later than twenty-one (21) days before the opening, with the following basic contents: Specific instructions on the order and procedures for organizing and conducting an online GMS or an Combinated GMS; a. Regulation on making the Minutes of GMS and anncoucing the GMS resolution; b. Regulations on voting electronically and other equivalent forms of voting so that Shareholders can	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			perfom their voting rights at the online GMS meeting or the Combinated GMS; c. Regulations on authorization for representatives to attend the online GMS meeting or the Combinated GMS; d. Regulation on condition of conducting the online GMS meeting or the Combinated GMS; e. Regulation on passing form of resolution of GMS by the online GMS meeting or the Combinated GMS; f. Regulation on voting, counting votes and anncoucing the result of counting votes; g. Other necessary contents."	
Article 16 Composition and Term of BOD'Member	- Adjust Article 15 to Article 16	- **"Article 15: Composition and Term of BOD'Member"**	- **"Article 16: Composition and Term of BOD'Member"**	
	- Amend Clause 1	- "1. BOD shall consist of no less than five (05) members and a maximum of eleven (11) members. The term of office of BOD members shall not exceed	- "1. BOD shall consist of no less than five (05) members and a maximum of eleven (11) members. The term of office of BOD members shall not	➢ Amend in accordance with Clause 1 Article 24 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		five (05) years; BOD members may be reappointed with unlimited terms."	exceed five (05) years; BOD members may be reappointed with unlimited terms. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms."	
	- Amend Clause 2	- "2. The structure of BOD should ensure a balance between members with knowledge and experience in the law, finance and business line of the Company. Ensure that at least 1/3 of total BOD members are non-executive members and at least 1/3 of total BOD members are independent members. The minimum number of non-executive/independent directors is determined by rounding down."	- "2. Ensure that at least 1/3 of total BOD members are non-executive members. The minimum number of non-executive is determined by rounding down. Company minimizes BOD members concurrently holding executive positions of the Company to ensure the independence of BOD. The total number of independent members of BOD shall satisfy the following requirements: a. At least 01 independent member if BOD has 05 members; b. At least 02 independent members if BOD has 06 – 08 members;	➢ Amend in accordance with Clause 1 Article 24 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			c. At least 03 independent members if BOD has 09 – 11 members."	
Article 17 Capacity of BOD'Member	- Adjust Article 16 to Article 17	- **"Article 16: Capacity of BOD'Member"**	- **"Article 17: Capacity of BOD'Member"**	.
	- Amend Clause 2	- "2. Member of BOD must not concurrently be a member of BOD of more than five (05) other companies, except for the case of a member of BOD of companies in the same group or companies operating in groups of companies. , including parent company - subsidiary, economic group or representative of fund management company, securities investment company."	- "2. Member of BOD of Company only can concurrently be member of BOD at a maximum of 5 other companies."	➢ Amend to appropriate with Article 275 Decree no. 155/2020/ND-CP
	- Amend Clause 3	- "3. The Chairman of BOD may not concurrently act as General Director of company. Unless it is approved annually at at the annual GMS."	- "3. The Chairman of BOD may not concurrently act as Chief Executive Officer of company."	
Article 18 Procedures of nomination and candidacy for the position of BOD's Member	- Adjust Article 17 to Article 18	- **"Article 17: Procedures of nomination and candidacy for the position of BOD's Member"**	- **"Article 18: Procedures of nomination and candidacy for the position of BOD's Member"**	
	- Amend Clause 1	- "1. Shareholders holding voting	- "1. Shareholders holding	➢ Amend in

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		shares for at least six (06) consecutive months shall have the right to combine their voting rights to appoint candidates to BOD. The shareholder or group of shareholders holding from 10% to less than 20% of the total number of shares with voting rights shall appoint one (01) candidate; from 20% to less than 30% , maximum two (02) candidates; from 30% to less than 40%, maximum three (03) candidates; from 40% to less than 50% maximum four (04) candidates; from 50% to less than 55% maximum five (05) candidates; from 55% to less than 60% maximum six (06) candidates; from 60% to less than 65% maximum seven (07) candidates; from 65% to less than 70% maximum eight (08) candidates; from 70% to less than 75% maximum nine (09) candidates; from 75% to less than 80% maximum ten (10) candidates, from 80% and over, maximum eleven (11)	voting shares shall have the right to combine their voting rights to appoint candidates to BOD. The shareholder or group of shareholders holding from 10% to less than 20% of the total number of shares with voting rights shall appoint one (01) candidate; from 20% to less than 30% , maximum two (02) candidates; from 30% to less than 40%, maximum three (03) candidates; from 40% to less than 50% maximum four (04) candidates; from 50% to less than 55% maximum five (05) candidates; from 55% to less than 60% maximum six (06) candidates; from 60% to less than 65% maximum seven (07) candidates; from 65% to less than 70% maximum eight (08) candidates; from 70% to less than 75% maximum nine (09) candidates; from 75% to less than 80% maximum ten (10) candidates, from 80% and	accordance with Clause 2 Article 24 of The New Charter and Clause 5 Article 115 LDN

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		candidates."	over, maximum eleven (11) candidates."	
Article 19: Regulations on election of BOD's members	- Adjust Article 18 to Article 19	- **"Article 18: Regulations on election of BOD's members"**	- **"Article 19: Regulations on election of BOD's members"**	
	- Amend point d Clause 2	- "d. In case there are more than 01 candidates with the same number of votes for the last member of BOD, the GMS shall re-elect among the candidates with the same number of votes."	"d. In case there are more than 01 candidates with the same number of votes for the last member of BOD, the GMS shall re-elect among the candidates with the same number of votes <u>or selected according to the standard of election regulations or the Company's Charter</u>."	➢ Amend in accordance with Clause 7 Article 24 of The New Charter
	- Amend point b Clause 7	- "b. After counting the votes, the Vote Counting Committee must make a vote counting minutes. Contents of the vote counting minutes include:: ... - Issuess have been passed; - Fullname and signature of Chairman of BOD, Votes Counting Supervisor and the Votes counter....".	- "b. After counting the votes, the Vote Counting Committee must make a vote counting minutes. Contents of the vote counting minutes include: ... - Issuess have been passed <u>and the proportion correspondingly</u>; - Fullname and signature of Chairman of BOD, Votes Counting Supervisor and	➢ Amend in accordance with point e, f Clause 5 Article 21 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			the Votes counter...."	
Article 20 Dissmissal, Discharge BOD'member	- Adjust Article 19 to Article 20	- **"Article 19: Dissmissal, Discharge BOD'member"**	- **"Article 20: Dissmissal, Discharge BOD'member"**	
Article 21 The approach of introduce candidate of BOD'member	- Adjust Article 20 to Article 21	- **"Article 20: The approach of introduce candidate of BOD'member"**	- **"Article 21: The approach of introduce candidate of BOD'member"**	
	- Amend Clause 7	- "7. Benefits related to company (if any);"	- "7. Benefits related to company and <u>other entites related with company</u> (if any)"	➢ Amend in accordance with Clause 1 Article 24 of The New Charter and Clause 1 Article 273 Decree no. 155/2020/NĐ-CP.
Article 22 Annoucement of information	- Adjust Article 21 to Article 22	- **"Article 21: Annoucement of information"**	- **"Article 22: Annoucement of information"**	
	- Amend this provision	- "The appointment and <u>dismissal</u> of members of BOD must be annouced in accordance with the provisions of the Law on securities and <u>securities market</u>."	- "The appointment of members of BOD must be annouced in accordance with the provisions of the law <u>on information disclosure</u> on the stock market.."	➢ Amend in accordance with Clause 5 Article 24 of The New Charter
Article 23	- Adjust Article 22	**"Article 22: Authoritis and**	**"Article 23: Authoritis and**	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Authoritis and Duties of BOD	to Article 23	**Duties of BOD** - "	**Duties of BOD** - "	
	- Amend Clause 1	- "1. Business activities and affairs of the Company shall be subject to the supervision or direction of BOD. BOD is the authority with full competence to implement all rights on behalf of the Company with the exception of those under the competence of the GMS."	- "1. Business activities and affairs of the Company shall be subject to the supervision or direction of BOD. BOD is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS."	➢ Amend in accordance with Clause 1 Article 25 of The New Charter
	- Amend Clause 2	- "2. When performing its functions and duties, BOD strictly complies with the provisions of law, the Company's Charter and Resolutions and Decisions of the GMS. In case a decision is contrary to the provisions of law or the Charter of the Company causing damage to the Company, the members who have passed such decision must be jointly and severally responsible for such decision and must take responsibility for the	- "2. In case a resolution or decision passed by BOD is contrary to the provisions of law, the resolution of GMS, or the company's charter, causing damage to the company, the members who agree to pass such resolution or decision must jointly be personally responsible for such resolutions and decisions and must compensate the company for damage; Members who object to the adoption of the	➢ Amend in accordance with Clause 4 Article 153 of LDN 2020

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		decision. compensate the Company for damage; Members who do not approve the above decision are exempt from liability."	above resolution are exempt from liability. In this case, the shareholders of the company have the right to request the Court to suspend the implementation or annul the aforesaid resolution or decision.."	
	- Amend Clause 5	- "5. BOD shall be responsible to supervise the activities of the General Director and of other executives."	- "5. BOD shall be responsible to supervise and direct the activities of the Chief Executive Officer and of other Management."	➢ Amend in accordance with Clause 2 Article 25 of The New Charter
	- Amend Clause 6	- "6. The rights and obligations of BOD are determined by the Law, this Charter and the decision of the GMS. Specifically, BOD shall have the following rights and obligations:"	- "6. The rights and obligations of BOD are determined by the Law, this Charter, the internal regulations of the Company and the resolutions of the GMS. Specifically, BOD shall have the following rights and obligations:"	➢ Amend in accordance with Article 25 of The New Charter
	- Amend point a Clause 6	- "a. To issue decision on business and production plans and the annual budget plan of the Company;"	- "a. Decide the strategy, medium-term development and annual business plans of the Company;"	
	- Amend point c	- "c. To decide the organizational	- "c. Decide the organizational	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	Clause 6	structure of the Company, the establishment of subsidiaries, branch offices, representative offices, and the capital contribution in or purchase of shares of, other enterprises;"	structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;"	
	- Abolish point d Clause 6	- "d. To resolve claims of the Company against Management Executives as well as to decide the selection of a Company representative to resolve issues in relation to legal proceedins with respect to such management Executive;"	- N/A	➢ Abolish according to point d Clause 3 Article 25 of the New Charter
	- Amend point e to point d Clause 6	- "e. Recommend classes of shares and total number of shares to be issued for each class;"	"d. Propose types of authorized shares and quantity of each type;"	➢ Amend in accordance with Article 25 of The New Charter
	- Amend point f to point e Clause 6	- "f. Propose the issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;"	- "e. Propose the issuance of convertible bonds and bond enclosed warrant;"	
	- Adjust point g to point f Clause 6	- "g. Decide the offer price for bonds, stocks and convertible securities where authorized by the GMS;"	"f. Decide selling prices for shares and bonds of the Company;"	
	- Abolish Point h	- "h. To approve investment plans	- N/A	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	Clause 6	and investment projects, within its competence and limits in accordance with provisions of the Law on Enterprise without requiring a resolution by the GMS under this Charter, to decide the sale/transfer of assets with value from 20 billion VND to under 35% of the total value of assets of the Company and Company branches as recorded in the latest audited financial statements;"		
	- Adjust Point i to point g Clause 6	- "i. To decide upon technological development solutions, transfers, to approve sales contracts, purchase contracts, loan agreements, to apply security measures for borrowing and lending agreements and other agreements with assets value from 20 billion VND to under 35% of the total assets value of the Company and Company branches as recorded in the latest audited financial statements, with the exception of agreements and transactions as provided in point	- "g. Decision on transactions, investment; Purchase or sale or liquidate assets of Company; decision on solutions for market development, marketing and technology; research and development of new fields, export investment, innovation and growth; through commercial transactions serving production, business and operation activities of the Company, loans, guarantees, mortgages, credits and other	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		d, clause 2 of Article 135 and clauses 1 and 3 of Article 162 of the Law on Enterprises;"	contracts. with value under 35% of the total assets value of the Company recorded in the latest audited financial statement, with the exception of agreements and transactions as provided in point d, clause 2 of Article 138 and clauses 1 and 3 of Article 167 of the Law on Enterprise;"	
	- Adjust Point j to point h Clause 6	- "j. To vote, remove, dismiss the Chairperson of BOD, to appoint, dismiss, remove, decide the remuneration of, to demote the Managing General Director and Management executives if deemed for tbe best interest of the Company. Such dismissal removal shall not be contrary to contractual rights of the dismissed person (if any); to appoint an authorized representative in BODs or GMS of other companies, to decide the remuneration and other benefits of such persons;"	- "h. Elect, dismiss, discharge the Chairman of BOD; designate, discharge, dismiss conclude and terminate contracts; Decision on salary, remuneration, allowance, bonus and other benefits for Chief Executive Officer, Deputy Chief Executive Officer, Financial Director, Chief of Accountant of Company;"	➢ Amend in accordance with Point h Clause 3 Article 25 of The New Charter
	- Adjust Point l to point j Clause 6	- "l. To recommend the annual dividend amount, decide on the	"j. Propose dividends; decide the deadlines and procedures for	➢ Amend in accordance with

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		term and procedures for dividend payment;"	paying dividends or settling losses incurred during business operation;"	Article 25 of The New Charter
	- Adjust Point n to point l Clause 6	- "n. To recommend the reorganization or dissolution of the Company;"	- "l. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;"	
	- Adjust Point o to point m Clause 6	- "o. To issue decisions on the Internal regulation on Corporate Governance subject to approval of BOD based on results for the protection of shareholders;"	- "m. Decide promulgation of operation regulations of BOD, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to BOD, regulations on information disclosure;"	
	- Adjust Point p to point n Clause 6	- "p. To approve the agenda, the contents of documents for the GMS meeting, to convene the GMS or collect opinions for the GMS to pass decisions;"	- "n. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;"	
	- Adjust Point q to point o Clause 6	- q. Submit audited annual financial statements corporate governance reports to the GMS;	- o. Submit audited annual financial statements to the GMS;	
	- Abolish point r Clause 6	- "r. To appoint and dismiss, to enter or terminate labour contracts	- N/A	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		with Management Executives and decide their salaries."		
	- Add Point p, q and r Clause 6	- N/A	- "p. Decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise more capital in another form q. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises; r. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter."	
	- Abolish Clause 7	- "7. The following issues shall be subject to approval of BOD: a. Establishment of a branch or representative offices of the Company; b. Establishment of Company subsidiaries; c. <u>To the extent provided in clause 2 Article 149 of the Law on Enterprises and with</u>	- N/A	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		the exception of cases as provided in clause 3, Article 162 of the Law on enterprises which must be subject to approval of the GMS, BOD may from time to time decides on the implementation, amendment or cancellation of major contracts of the Company, (including purchase, sale, merger, consolidation and joint venture agreements); d. To appoint and dismiss those authorized by the Company to be commercial representatives or Lawyers of the Company; e. The borrowing of debts and implementation of mortgages, securities, guarantee and compensation of the Company; f. Investment projects not included in the business plan and the budget as approved by BOD exceeding 10% of the annual business plan and the annual budget; g. The purchase or sale of shaes of		

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		other Companies as established in Vietnam or offshore; h. The valuation of assets in kind contributed to the Company in relation to the issuance of Company stocks or bonds, including gold, intellectual ownership rights, technology and technological know how. i. The purchase or buy back of the Company of not more than 10% of the total number of shares of each class as offered in twelve (12) months; *i.* To decide the purchase or buy back price for Company shares; k. To approve the agenda and documents for the GMS meeting, convening of the GMS or collecting written opinions for the GMS to pass decisions; l. To submit the annual financial statements to the GMS m. To decide on the use of Company funds;		

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		n. Other matters not under the competence of the GMS and of the Managing General Director on request of BOD"		
	- Adjust Clause 8 to Clause 7	- "8. BOD shall report to the GMS on its activities, specifically on BOD supervision of the Managing General Director during the financial year. Where BOD does not submit such report to the GMS, the annual financial statement of the Company shall be deemed invalid ad not approved by BOD."	- "7. BOD shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities."	
	- Adjust Clause 9 to Clause 8	- "9. Unless provided otherwise by the laws and the Charter, BOD may authorize subordinates and Managing Executive to act as representative and process work on behalf of the Company."	"8. Unless provided otherwise by the laws and the Charter, BOD may authorize subordinates, Executives and Managers to act as representative and process work on behalf of the Company."	
	- Adjust Clause 10 to Clause 9	- "10. BOD members (not taking in authorized representatives) shall receive a remuneration for their work as BOD members. The total remuneration of BOD shall be subject to decision of the GMS.	- "9. Members of BOD are entitled to remunerations and bonuses. The total remunerations and bonuses for BOD shall be decided by the annual GMS. Such	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		Such remuneration shall be divided between BOD members in accordance with agreement among BOD members or equally divided where no agreement can be reached."	remuneration shall be divided between BOD members in accordance with agreement among BOD members or equally divided where no agreement can be reached."	
	- Adjust Clause 11 to Clause 10	- "11. The total amount paid to each member of BOD includes remuneration, expenses, commissions, right to buy shares and other benefits from the Company, its subsidiaries, affiliates and other companies. Other members of BOD represent the contributed capital, which must be disclosed in detail in the Company's annual report."	- "10. The total amount paid to each member of BOD includes remuneration, expenses, commissions, right to buy shares and other benefits from the Company, its subsidiaries, affiliates and other companies. Other members of BOD represent the contributed capital, which must be disclosed in detail in the Company's annual report. Remuneration of members of BOD must be shown in a separate section in the Company's annual financial statements."	
	- Add Clause 13	- N/A	"10. Members of BOD may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			responsibility of members of BOD relevant to violations against the law and the Company's Charter."	
Article 24 Chairman of BOD	- Adjust Clause 23 to Clause 24	- **"Article 23: Chairman of BOD"**	- **"Article 24: Chairman of BOD"**	
	- Amend Clause 1	- "1. BOD shall select amont its members to nominate one (01) President. Unless the GMS decides otherwise, the Chairman of BOD may not concurrently act as Managing General Director of the company. If it is approved for a chairman of BOD to be also Managing General Director such approval shall be renewed annually at shall be subject to annual approval at the annual GMS".	- "1. BOD entitled to select amont its members to nominate one (01) President and one (01) Vice President. The Chairman of BOD may not concurrently act as Chief Executive Officer of the company".	➢ Amend in accordance with Clause 1 Article 26 of The New Charter
	- Amend Point b Clause 4	- "b. Prepare agenda, content and documents for the meeting; convene and chair of BOD meeting;"	- "b. Prepare agenda, content and documents for the meeting;"	➢ Amend the terms
	- Amend Point c Clause 4	- "c. Organizing the ratification of resolutions of BOD;"	- "c. Organizing the ratification of resolutions, decision of BOD;"	
	- Amend Point d	- "d. Supervising the process of	- "d. Supervising the process of	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	Clause 4	organizing the implementation of resolutions of BOD;"	organizing the implementation of resolutions, decision of BOD;"	
	- Amend Point f Clause 4	- "f. Other rights and obligations as prescribed by the Enterprise Law and the Company's Charter, specifically: - Assign to members of BOD, sub-committees of BOD, and professional councils established by BOD or the President BOD. the President BOD may appoint the Assistant to join (i) attend meetings to make the minutes and notes; (ii) arrange the meeting schedule; (iii) receive and synthesize reports, information and/or explanations prepared by Managers at the request of the President BOD or/and (iv) perform other tasks as assigned, specific authorization of the President BOD from time to time; - On behalf of BOD, approve the policies on budget, finance, direct and supervise the operation of the Board of Management and the Managers. Approving investment	- "f. Other powers under the authority of BOD and the legal representative of the Company: - The Chairman of BOD has the right to decide on matters falling under the decision-making authority of the owner/capital contributor at the company where the Company's capital is contributed in accordance with the law and the charter of that subsidiary. including but not limited to appointing or canceling an authorized representative to participate in the Members' Council or the GMS or appointing or dismissing such positions in that company. At the same time, decide on the remuneration, salary and welfare regimes of the above subjects;	➢ Amend in accordance with Clause 3, 4, 5,6 Article 26 of The New Charter	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		projects under the authority of BOD and the Company's legal representative; - Approving the organizational structure, internal regulations on corporate governance and the mechanisms and policies of the Company; Authorization documents, decentralization of authority to BOD and other Managers or authorizing other employees of the Company to perform tasks to serve the interests of the Company according to the authority of the Company. Board of Directors and legal representative of the Company; - Appoint owner's representative at subsidiaries, appoint, decentralize authority for Chairman of Members' Council, Chairman cum legal representative at Subsidiaries, head of branch, office representative office, subsidiary company; - Other powers under the authority of BOD and the legal representative of the Company."	- The Chairman of BOD has the right to decide on issues he considers necessary in the operation of the subsidiary, including but not limited to the right to appoint and dissmiss positions of chairman, general director, chief accountant. And also, decide on the remuneration, salary and welfare apply for above individuals; - The Chairman of BOD is entitled to to decide on the remaining issues of governance and operation of the Company if not clearly stipulated in the Charter, unless such authority under the decision-making authority of the General Meeting of Shareholders, BOD, the Chief Executive Officer in accordance with the Charter and the law; - Chairman of BOD entitled to appoint, dismiss,	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			discharge, conclude and terminate labour contract; Decision on salary, remuneration, allowance, bonus and other benefits of Department Directors in Company; - Other right and obligations according to decision of BOD."	
Article 25 Meetings of BOD	- Adjust Article 24 to Article 25	- **"Article 24: Meetings of BOD"**	- **"Article 25: Meetings of BOD"**	
	- Amend Clause 3	- "3. The Chairman of BOD convenes extraordinary meetings when necessary for the benefit of the Company. In addition, the Chairman of BOD must convene a meeting of BOD under the cases specified in Clauses 3, 4, 5, Article 27 of the Company's Charter.."	- "3. The Chairman of BOD convenes extraordinary meetings when necessary for the benefit of the Company. In addition, the Chairman of BOD must convene a meeting of BOD under the cases specified in Clauses 3, 4 Article 27 of the Company's Charter."	➢ Amend in accordance with Article 27 of The New Charter
Article 26 Procedures for organizing a meeting of BOD	- Adjust Article 25 to Article 26	- **"Article 25: Procedures for organizing a meeting of BOD"**	- **"Article 26: Procedures for organizing a meeting of BOD"**	
	- Amend Point a Clause 1	- "a. the Notice for a BOD meeting shall be sent to BOD members latest three (03) business days	- "a. Notice and agenda: the Notice for a BOD meeting shall be sent to BOD members latest	➢ Amend in accordance with Article 27 of The

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		prior to the meeting itself, BOD members may reject a written invitation and such reject may have a retroactive effect. The Notice for a BOD meeting shall be made in Vietnamese, in writing and shall include full information on agenda, time, location of the meeting, together with required document on matters to be discussed and voted at BOD meeting and voting slips for BOD members unable to attend;"	three (03) business days prior to the meeting itself, BOD members may reject a written invitation and such reject may have a retroactive effect. The Notice for a BOD meeting shall be made in Vietnamese, in writing and shall include full information on agenda, time, location of the meeting, issues need to considered and decide attachs with required document on matters to be discussed and voted at BOD meeting and voting slips for BOD members unable to attend;"	New Charter
	- Amend Point a Clause 3	- "a. The first meetings of BOD shall deploy when at least three-quarters (3/4) of the members of BOD are present or through a representative (authorized person).;"	- "a. The first meetings of BOD shall deploy and ratify when at least three-quarters (3/4) of the members of BOD are present or through a representative (authorized person);"	➢ Amend terms
	- Amend Point b Clause 5	- "b. Member of BOD can not vote on contracts, transactions or proposals in which such member or their person related has interest and that interest is in conflict or there is determine in reasonable	- "b. Member of BOD can not vote on contracts, transactions or proposals in which such member or their person related has interest and that interest is in conflict or there is determine	➢ Amend in accordance with point b Clause 9 Article 27 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		that interest may conflict with the interests of Company. Member of BOD is not included in the minimum number of delegates required to be present to be able to hold a meeting of BOD on decisions for which such member does not have the right to vote;"	in reasonable that interest may conflict with the interests of Company. Member of BOD is not included in the minimum number of delegates required to be present to be able to hold a meeting of BOD on decisions for which such member does not have the right to unless otherwise regulations;"	
	- Amend Point d Clause 5	- "d. BOD member benefitting from a contract as provided in points a and b, clause 4 of Article 33 of this charter shall be considered as having material interest in such contract."	"d. BOD member benefitting from a contract as provided in points a clause 7 Article 33 và point b Khoản 7 Article 33 of this charter shall be considered as having material interest in such contract."	➢ Update reference
	- Amend Point f Clause 5	- "f. BOD approves and issues resolutions on the basis of the approval of the majority of the present BOD members (over 50%). In case the number of votes for and against is equal, the vote of the Chairman of BOD is the decisive vote."	- "f. BOD approves resolution and and issues decision on the basis of the approval of the majority of the present BOD members (over 50%). In case the number of votes for and against is equal, the vote of the Chairman of BOD is the decisive vote."	➢ Amend Terms
	- Amend Point d	- "d. In case the meeting is	- "d. In case the meeting is	➢ Amend in

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	Clause 6	organizated in the form of collecting written opinions, the members of BOD may vote in writing or by email on the issues raised in the text or email. The meeting secretary is responsible for synthesizing the opinions of the members of BOD sent by text or email to prepare the minutes of the meeting of BOD and the Resolution of BOD. Voting in writing or by email of the members of BOD is only valid when the members of BOD sign the minutes of the meeting."	organizated in the form of collecting written opinions, the members of BOD may vote in writing or by email on the issues raised in the text or email. The meeting secretary is responsible for synthesizing the opinions of the members of BOD sent by text or email to prepare the minutes of the meeting of BOD and the Resolution of BOD. Resolutions in the collecting opinions form are adopted on the basis of the approval of the majority of members of BOD with voting rights. BOD promulgates principles for approving resolutions in these forms and assigns the Chairman of BOD to choose the form of application suitable to actual conditions, from time to time.. This resolution has the same effect and validity as a resolution passed by the members of BOD at a meeting convened and held in accordance with the	accordance with Clause 13 Article 27 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			practice."	
	- Add Clause 7	- N/A	- "7. Approval of resolution: A resolution of BOD is approved if it is accepted by a majority of the members of BOD; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of BOD. Resolutions of BOD approves at the meeting and through the form of collecting opinion have the same effect and validity.."	➢ Amend in accordance with requirement in Point g, h Clause 4 Article 3 of the template of Regulation attached Circular no. 116/2020/TT-BTC
	- Add Clause 8	- N/A	- "8. Authorization for attending themeetings of members of BOD Member of BOD may vote through a representative (authorized person) if approved by a majority of the members of BOD in the meeting."	
	- Adjust Point a Clause 7 to Point a Clause 9	- "a. Meetings of BOD must be recorded in the minutes book. Minutes Book must contain the following main contents:: …	- "a. Meetings of BOD must be recorded in the minutes book. Minutes Book must contain the following main contents: ...	➢ Amend in accordance with Clause 14 Article 27 of The New Charter and

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		- Full name of each attendee or the authorized person; Full name of members did not attend and the reasons for absence; ... - Approved decision. ..."	- Full name of each attendee or the authorized person;Form of organizing meetings; Full name of members did not attend and the reasons for absence; ... - Approved decision and voting proportion correspondingly; - Họ, tên, chữ ký của chủ tọa và người ghi biên bản, trừ trường hợp chủ tọa, người ghi biên bản từ chối ký biên bản họp. - Fullname and signature of Chairman and meeting secretary, unless they refuse to sign the meeting minutes. In case the Chairman, meeting secretary refuse to sign the meeting minutes but all the attendee sign and have all the contents as prescribed at Points a, b, c, d, dd, , e, g and h, Clause 1, Article 158 of the Law on Enterprises, this minutes shall take effect. ..."	Clause 1, 2 Article 158 LDN 2020

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Abolish Point c Clause 7	- "c. If a member directly attends the meeting fails to sign the minutes, the reason must be clearly stated. unless, such voting at the meeting shall be considered invalid.."	- N/A	
	- Adjust Point d Clause 7 to Point c Clause 9	- "d. Minutes of meetings of BOD are made in Vietnamese and may be made in English. The minutes must be signed by the chairman and meeting secretary."	- "c. Minutes of meetings of BOD are made in Vietnamese and may be made in English."	➢ Amend to avoid duplication in this Article.
Section 5	- Amend Title of Section	- **"SECTION 5. STRUCTURE AND COMMITTEE UNDER BOD"**	- **"SECTION 5. COMMITTEE UNDER BOD AND THE COMPANY ADIMINISTRATOR"**	
Article 27 Committees under BOD	- Add Article 27	- N/A	"Article 27: Committees under BOD 1. BOD may set up and authorize committtes acting under its authority. Members of the committees may comprise of one or several membes of BOD and one or several independent members by decision of BOD. In the course of implementation of authorized rights, such committees shall	➢ Committees, duties and authority of these Committees Shall be decided by BOD

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			comply with BOD provisions. The resolutions of committees shall only be effective if the majority of members present and voting in the committee meeting are BOD members. 2. Legal effect of BOD actions: Actions implementing the decisions of BOD or of BOD committees or of a person acting as member of BOD committee shall be considered as legally effective even where there may be errors in voting and nomimating committees members or of BOD."	
	- Abolish Article 26, 27, 28, 29	- **Article 26. Committee of BOD.** - **Article 27. Authority of Committee of BOD** - **Article 28. Member of Committee of BOD.** - **Article 29. Head of Committee**	- N/A	
Article 28 Company Administrator	- Adjust Article 30 to Article 28	- **"Article 30: Company Administrator"**	- **"Article 28: Company Administrator"**	
	- Amend Clause 1	- "1. BOD shall designate at least one (01) person to be Company Administrator to assist in	- "1. BOD of the Company shall appoint at least 01 person in charge of company	➢ Amend in accordance Clause 1 Article

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		company management so that it works effectively. The Term of the Company Administrator shall be subject to decision of BOD, in maximum five (05) years"	administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises. The Term of the Company Administrator shall be subject to decision of BOD, in maximum five (05) years".	31 of The New Charter
	- Amend Point c Clause 2	- "c. Other criteria in accordance with provisions of the laws, of this Charter and subject to decision of BOD."	- "c. Other criteria in accordance with provisions of the laws, of Company Charter and subject to decision of BOD."	➢ Amend terms
	- Amend Clause 3	- "3. BOD may dismisss the Company Administrator where required but not in contradiction with current applicable laws on labour. BOD may appoint an Assistant to the Company Administrator from time to time."	- "3. BOD may dismisss, discharge the Company Administrator where necessary and for benefits of Company but not in contradiction with current applicable laws on labour. BOD may appoint an Assistant to the Company Administrator from time to time."	➢ Amend to clarify the authorities of BOD for dismissal, discharge of the administrator of Company.
	- Amend Clause 4	- N/A	- "4. Notice of appointment, dismissal and discharge of the	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			Company Administrator in accordance with the provisions of the Company's Charter and regulations on securities law on information disclosure."	
	- Adjust Clause 4 to Clause 5	- "4. The Company Administrator shall have the following rights and obligations: … g. To supervise and report to BOD on information release activities of the Company. h. To maintain confidentiality in accordance with provisions of the Laws and of the Company Charter; i. Other rights and obligations in accordance with provisions of the laws and of the Charter."	- "5. The Company Administrator shall have the following rights and obligations: … g. <u>Be the connector between related persons;</u> h. To supervise and report to BOD on information release activities of the Company. i. To maintain confidentiality in accordance with provisions of the Laws and of the Company Charter; j. Other rights and obligations in accordance with provisions of the laws and of the Charter."	➢ Amend in accordance with Clause 4 Article 31 of The New Charter
Article 29 Remuneration of BOD	- Adjust Article 31 to Article 29	- **"Article 31: Remuneration of BOD"**	- **'Article 29: Remuneration of BOD"**	
Article 30 Nomination, candidacy	- Adjust Article 32	- **"Article 32: Nomination,**	- **"Article 30: Nomination,**	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
of BOS	to Article 30	**candidacy of BOS"**	**candidacy of BOS"**	
Article 31 Capacity of BOS'Member	- Adjust Article 33 to Article 31	- **"Article 33: Capacity of BOS'Member"**	- **"Article 31: Capacity of BOS'Member"**	
	- Amend Clause 3	- "3. The members BOS are not related to the members of BOD, the General Director and other Managers of Company." -	- "3. The members BOS are not related to the members of BOD, the Chief Executive Officer and other Executives."	➢ Amend Terms
	- Add Clause 4	- N/A	- "4. All members of BOS must be auditors or accountants."	➢ Be moved from Article 32 of Regulation to appropriate with the title.
Article 32 Member of BOS	- Adjust Article 34 to Article 32	- **"Article 34: Member of BOS"**	- **"Article 32: Member of BOS"**	
	- Abolish Clause 2	- "2. All members of BOS must be auditors or accountants"	- N/A	➢ Clause 2 is moved to Clause 1 Artricle 31
	- Adjust Clause 3 to Clause 2	- "3. The BOS shall nominate one (01) member among them to become Head of the BOS in accordance with the majority principle. The Head of the BOS shall be an accountant or a professional auditor and shall work full time at the Company. The head of the BOS shall have	- "2. The BOS shall nominate one (01) member among them to become Head of the BOS in accordance with the majority principle. The Head of the BOS shall be an accountant or a professional auditor and shall work full time at the Company. Head of the BOS shall have a	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		the following rights and responsibilities: - To convene a meeting of the BOS; - To request BOD, the Managing General Director, to provide related information for reporting to the BOS; - To establish and sign the BOS's report after consultation with BOD, for submission to the GMS"	bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation. The head of the BOS shall have the following rights and responsibilities: a. To convene a meeting of the BOS; b. To request BOD, Chief Executive Officer and other Executives, to provide related information for reporting to the BOS; c. To establish and sign the BOS's report after consultation with BOD, for submission to the GMS."	
	- Adjust Clause 4 to Clause 3	- "4. Shareholders may collect each of their votes to nominate candidates to the BOS. The shareholder or group of shareholders holding from 5% to less than 10% of the total number of shares with voting rights may nominate one (01) candidate;	- "3. Shareholders may collect each of their votes to nominate candidates to the BOS. The shareholder or group of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01)	➢ Amend in accordance with Clause 2 Article 35 of The New Charter

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		from 10% to less than 30% max two (02) candidates; from 30% to less than 40% max three (03) candidates; from 40% to less than 50% max four (04) candidates; from 50% to less than 60% max five (05) candidates."	candidate; from 20% to less than 30% max two (02) candidates; from 30% to less than 40% max three (03) candidates; from 40% to less than 50% max four (04) candidates; from 50% to less than 60% max five (05) candidates."	
	- Adjust Clause 8 to Clause 7 - Adjust Clause 9 to Clause 8	- "8. A Suppervisor shall be dismissed in the following cases: a. If he becomes uneligible to be Suppervisor by the Law on Enterprise; b. If he has not implemented his rights and obligations within six (06) consecutive months with the exception of force majeure; c. If he has submitted a resignation letter and was approved; d. Other cases in accordance with the laws and this Charter."	- "7. Kiểm soát viên bị miễn nhiệm trong các trường hợp sau: a. If he becomes uneligible to be Suppervisor by the Law on Enterprise; b. If he has submitted a resignation letter and was approved; c. Other cases in accordance with the laws and Company Charter."	➢ Amend in accordance with Clause 6. Clause 7 Article 35 of The New Charter
		- "9. A Controller shall be discharged in the following cases: a. Non completion of duties and tasks as assigned;	- "8. Kiểm soát viên bị bãi nhiệm trong các trường hợp sau: a. Non completion of duties and tasks as assigned;	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		b. Material breach or repeated breaches of a Controller's duties in accordance with provisions of the Law on Enterprises and of the Company charter; c. By decision of the GMS; d. Other cases in accordance with provisions of the laws and of this Charter."	b. If he has not implemented his rights and obligations within six (06) consecutive months with the exception of force majeure; c. Material breach or repeated breaches of a Controller's duties in accordance with provisions of the Law on Enterprises and of the Company charter; d. By decision of the GMS; e. Other cases in accordance with provisions of the laws and of Company's Charter."	
Article 33 **Right to access information of BOS**	- Adjust Article 35 to Article 33	- "**Article 35:** Right to access information of BOS"	- "**Article 33:** Right to access information of BOS"	
	- Amend Clause 1	- "1. Members of BOS have the right to access all information and documents related to the operation of the Company. Members of BOD, general director and other managers are responsible for providing information at the request of BOS. The company secretary must ensure that all photocopies of financial	- "1. Members of BOS have the right to access all information and documents related to the operation of the Company. Members of BOD, Chief Executive Officer and other executives are responsible for providing information at the request of BOS. The company secretary must ensure that all	➢ Amend Terms

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		information, other information provided to members of BOD and copies of minutes of meetings of BOD must be provided to members of BOS at the same time as provided to BOD."	photocopies of financial information, other information provided to members of BOD and copies of minutes of meetings of BOD must be provided to members of BOS at the same time as provided to BOD.."	
Article 34 Functions, duties and authorities of BOS	- Adjust Article 36 to Article 34	- **"Article 36: Functions, duties and authorities of BOS"**	- **"Article 34: Functions, duties and authorities of BOS"**	
	- Amend Clause 1	- "1. BOS shall have rights and duties in accordance with provisions in Article 165 of the Law on Enterprises and of the Charter, mainly the following rights and duties:"	- "1. BOS shall have rights and duties in accordance with provisions in Article 170 of the Law on Enterprises and Article 36 of this Charter, mainly the following rights and duties:"	➢ Amend in accordance with Article 36 of The New Charter
	- Amend Point a Clause 1	- "a._To make recommendation in the selection of independent auditors, auditing fees and all related issues;"	- "a. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; auditing fees and all related issues choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary;"	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Add Points b, c, d, e, f, g, h, i	- N/A	- "i. Take responsibility to the shareholders for the supervision tasks performed by the BOS; j. Supervise the Company's finance, lawfulness of operation of members of BOD, the Chief Executive Officer and other Managers; k. Cooperate with BOD, the Chief Executive Officer and shareholders. l. end a written notice to BOD within 48 hours after discovery of violations against the law or the Company's Charter by a member of BOD, Chief Executive Officer or another executive of the Company, and request the violator to stop committing the violations and take remedial measures; m. Formulate the Regulations on Operation of the BOS and submit them to the GMS for ratification; n. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			dated December 31, 2020 elaborating some Articles of the Law on Securities; o. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours; p. Request BOD, its members, the Chief Executive Officer and other Managers to provide accurate, adequate and timely information and documents about the Company's management and operation."	
	- Add Point q Clause 1	- N/A	- "q. Other rights and obligations prescribed by law and this Charter."	
	- Abolish Clause 2	- "2. The BOS shall meet at least two (02) times a year and the meeting shall proceed upon attendance of two thirds (2/3) of the Controllers. Minutes of BOS meeting must be detailed and clear. The secretary and attendee	- N/A	➢ Have been regulated in Article of right and obligation of BOC at Clause 2 Article 34 this Regulation

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		the meeting must sign the minutes of the meeting. Minutes of BOS meeting must be kept in order to determine the responsibilities of each member of BOS."		
	- Adjust Clause 5 to Clause 4	- "5. In case BOS detects violations of the law or the Company's Charter by the members of BOD, general director and other Managers, BOS must notify BOD in writing within four day, request the violator to stop the violation and take remedial measures within Forty-eight (48) hours,. After seven (07) days from the date of issuance of the above notice, if the violator does not stop the violation and does not have solutions to remedy the consequences, the BOS is responsible for reporting directly to the State Securities Committee on this issue."	- "4. After seven (07) days from the date of issuance of the notice as said in point e Clause 1 this Article, if the violator does not stop the violation and does not have solutions to remedy the consequences, the BOS is responsible for reporting directly to the State Securities Committee on this issue."	➢ Amend to avoid duplication with point e, Clause 1 Article 34 this Regulation.
	- Abolish Clause 6	- "6. BOS entitled to select and make recommendation in the selection of independent auditors, auditing fees and all related issues."	- N/A	➢ This Provision have been insteaded by new provision in point a, b Clause

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	- Abolish Clause 7	- "7. BOS is responsible to report GMS as Article 9 of this Regulation."	- N/A	1 Article 34
Article 35 Remuneration of BOS	- Adjust Article 37 to Article 35	- **"Article 37: Remuneration of BOS"**	- **"Article 35: Remuneration of BOS"**	
Article 36 Organizating the management appatus	- Adjust Article 38 to Article 36	- **"Article 38: Organizating the management appatus "**	- **"Article 36: Organizating the management appatus"**	-
	- Amend this Provision	- "The Company promulgates a management appatus under Board of Directors. The Company has a General Director and some <u>necessary Managers</u> appointed by BOD to suit the actual requirements of the Company from time to time. The Company also has an Internal Audit Committee under BOD and <u>under the supervision of the Audit Subcommittee specified in Article 26 of this Regulation."</u> - .	- "The Company promulgates a management appatus under Board of Directors. The Company has a Chief Executive Officer and some <u>necessary Managers</u> appointed by BOD to suit the actual requirements of the Company from time to time. The Company also has an Internal Audit <u>Committee under BOD specified in Article 26 of this Regulation."</u>	➢ Amend Terms
Article 37 Appointment,Dismissal Duties and authorities of General Director	- Adjust Article 39 to Article 37	- **"Article 39: Appointment,Dismissal Duties and authorities of General Director"**	- **"Article 37: Appointment,Dismissal Duties and authorities of** Chief Executive Officer"	
	- Amend Clause 3	- "3. Criteria for selection of the general director: In addition to the	- "3. Criteria for selection of the Chief Executive Officer: In	➢ Update accoding to Article 64

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		criteria in Article 65 of the Enterprise Law, the general director must also meet the following criteria and conditions: a. Professional qualifications and experience in business administration; b. Not Be member of Company's BOS; c. Not be concurrently the General Director of another Company. Depending on the development stage of the Company, the standards and conditions of the general director are decided by BOD."	addition to the criteria in Article 64 of the Enterprise Law, the Chief Executive Officer must also meet the following criteria and conditions: a. Not Be member of Company's BOS; b. Not be concurrently the Chief Executive Officer of another Company. Depending on the development stage of the Company, the standards and conditions of the Chief Executive Officer are decided by BOD."	LDN 2020
	- Amend Point a Clause 4	- "a. To implement resolutions of BOD and of the GMS, the business plan and the investment plan of the Company as passed by BOD and the GMS;"	- "a. To implement resolutions, decisions of BOD and of the GMS.,BOD;"	➢ Amend in accordance with Clause 3 Article 30 of The New Charter and amend terms
	- Amend Point b Clause 4	- "b. To decide upon all matters not requiring BOD's resolution including to sign on behalf of the Company financial and commercial contracts with value of under 20 billion VND to organize and manage the daily	- "b. To decide upon all matters not requiring BOD's resolution with value of under 20 billion VND to organize and manage the daily business operations of the Company in accordance with best practices and in	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		business operations of the Company in accordance with best practices and in accordance with the Company's internal corporate governance;"	accordance with the Company's internal corporate governance;"	
	- Amend Point c Clause 4	- N/A	- "c. Proposing the plan of structuring, internal management regulations of the Company;"	
	- Adjust Point c to Point d Clause 4	- "c. To propose the number of Management Executives that the Company needs to recruit for the purpose of implementation of duties and plans provided by BOD, decide upon the number of employees, the salary level, allowances, benefits and other terms of their labour contract unless positions are belongs to authority of BOD;"	- "d. Apoint, dismiss, discharge; conclude and terminate contracts; Decision on salary, remuneration, allowance, bonus and other benefits for other position unless positions are belong to authority of BOD and Chairman of BOD or decision on each time of BOD and Chairman of BOD from time to time. Decide upon the number of employees, the salary level, allowances, benefits and other terms of their labour contract, Including persons are pointing by Chief Executive Officer;"	
	- Amend Point e, f	- N/A	- "e. Labor recruitment;	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
	Clause 4		f. Proposie plan to pay dividends or deal with business losses;"	
	- Amend Clause 6	- "6. … Persons authorized by the General Director (mandated) must be responsible to the General Director and regulations of law for the performance of the authorized (mandated) work and could not authorize to other.."	- "6. … Persons authorized by the Chief Executive Officer (mandated) must be responsible to the Chief Executive Officer and regulations of law for the performance of the authorized (mandated) work and could not re-authorize."	➢ Amend Terms
	- Amend Clause 9	- N/A	- "9. Dismiss, terminate labor contract with Chief Executive Officer The dismissal and termination of the labor contract with the Chief Executive Officer shall comply with the provisions of the Charter and the labor law.."	➢ Amend in accordance with requirement in Point d Clause 2 Article 5 of the template of Regulation attached Circular no. 116/2020/TT-BTC
	- Amend Clause 10	- N/A	- "10. Annoucment of appointment, dismissal, conclusion, termination contract for the Chief Executive Officer The appointment, dismissal, conclusion and termination of the contract of the Chief	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			Executive Officer must be notified to the relevant parties and published on the website of Company within twenty-four (24)) hours as prescribed in the Charter and the regulations of law."	
Article 38 Appointment, dismissal and recruitment of other executives	- Adjust Article 40 to Article 38	- **Article 40: Appointment, dismissal and recruitment of other managers** -	- **Article 38: Appointment, dismissal and recruitment of other executives**	➢ Amend terms
	– Amend Clause 1	- "1. Appointment: Managers must meet the standards specified in Clause 2 of this Article and must have the necessary diligence for the Company's activities and organization to achieve the set objectives. Beside the General Director, the other positions under Board of Directors are specified in Clause k, Article 1 of the Company Charter including: a. Deputy General Directors; b. Head of Department; c. Chief of Accountant; and d. Other positions are approved by BOD, based on the actual demands of the Company in	1. "1. Bổ nhiệm: Executive must meet the standards according to Clause 2 of this Article and be diligent to support Company achieves the set objectives. Beside Department Directors are belong to apointment of BOD, other Executives under Board of Directors are specified in Clause k, Article 1 of the Company Charter including: a. Chief Executive Officer; b. Deputy Chief Executive Officer; c. Finance Director;	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		each period.	d. Chief of Accountant."	
	- Amend Clause 2	- "2. Criteria for selection of Managers:..."	- "2. Criteria for selection of Executives:..."	
	- Amend Clause 3	- "3. Authorities and duties: BOD appoints managers to assist the General Director in the general management of Group and directly in charge of some functions as assigned, directed and been responsibility for performance before BOD, the Chairman of BOD and Gereral Director."	- "3. Authorities and duties: BOD appoints Executives to assist the Chief Executive Officer in the general management of Company and directly in charge of some functions as assigned, directed and been responsibility for performance before BOD, the Chairman of BOD and Gereral Director."	
	- Amend Clause 4	- "4. Dismissal: Managers shall be dismissed in the following cases: a. Submit resignation letter to the Company; b. Failure to meet the criteria specified in Clause 2 of this Article; c. Cases of law violation shall be handled criminally or seriously violate the Company's regulations; d. The term expires and there is no decision on re-appointment	- "4. Dismissal: Executives shall be dismissed in the following cases:: a. Submit resignation letter to the Company; b. Failure to meet the criteria specified in Clause 2 of this Article; c. Cases of law violation shall be handled criminally or seriously violate the Company's regulations; d. The term expires and there	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		(for the cases where the appointed titles have erm); e. Managers can be dismissed at any time by a resolution of BOD, but not contrary to the provisions of labor laws and relevant laws."	is no decision on re-appointment (for the cases where the appointed titles have term); e. Executives can be dismissed at any time by a resolution of BOD, but not contrary to the provisions of labor laws and relevant laws.."	
Article 39 **Internal Audit**	- Adjust Article 41 to Article 39	- **"Article 41: Internal Audit"**	- **"Article 39: Internal Audit"**	
	- Amend Point b Clause 1	- "b. Members of the Internal Audit are not Managers appointed by BOD and those related to these members."	- "b. Members of the Internal Audit are not Executives appointed by BOD/Chairman of BOD and those related to these members."	➢ Amend Terms
	- Amend Point d Clause 1	- "d. Members of the Internal Audit have the right to access all information and documents serving the work of the Internal Audit in accordance with the regulation on coordination between BOD and the Board of Management. Members of BOD, Gereral Director and other Managers are responsible for providing financial information at	- "d. Members of the Internal Audit have the right to access all information and documents serving the work of the Internal Audit in accordance with the regulation on coordination between BOD and the Board of Management. Members of BOD, Gereral Director and other executives are responsible for providing	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		the request of members of the Internal Audit."	financial information at the request of members of the Internal Audit."	
Article 40 Meeting and Reporting	- Adjust Article 42 to Article 40	- **"Article 42: Meeting and Reporting"**	- **"Article 40: Meeting and Reporting"**	
	- Amend Clause 1	- "1. General Director presides all regular and extraordinary meetings (according to the decision of General Director or at the request of BOD, Chairman of BOD) with the Company's Managers to summarize and evaluate operate or implement the directions of BOD and implement the work plan."	- "1. Chief Executive Officer presides all regular and extraordinary meetings (according to the decision of Chief Executive Officer or at the request of BOD, Chairman of BOD) with the Company's Executives to summarize and evaluate operate or implement the directions of BOD and implement the work plan."	➢ Amend terms
Article 41 Working relationship between BOD and BOS	- Adjust Article 43 to Article 41	- **"Article 43: Working relationship between BOD and BOS"**	- **"Article 41: Working relationship between BOD and BOS"**	
	- Amend this Provision	- "The working relationship between BOD and BOS is the relationship between the Group's governance activities and compliance controlation in order to ensure that all corporate governance and administration of Group activities are reasonable,	- "The working relationship between BOD and BOS is the relationship between the Company's governance activities and compliance controlation in order to ensure that all corporate Company's governance and administration	Amend Terms

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		transparent, honest, in compliance with the Group's policies, the resolutions of the GMS and in accordance with the provisions of the current Law…."	activities are reasonable, transparent, honest, in compliance with the Company's policies, the resolutions of the GMS and in accordance with the provisions of the current Law…."	
Article 42 Working relationship between BOD and Board of Manager	- Adjust Article 44 to Article 42	- **"Article 44: Working relationship between BOD and Board of Manager"**	- **"Article 42: Working relationship between BOD and Board of Manager"**	
	- Amend this provision	- "Board of Manager appointed, dismissed by BOD, be in charge the assignment under BOD. The working relationship between BOD and Board of Manager is the relationship between the Group's governance and daily business operations."	- "The working relationship between BOD and Board of Manager is the relationship between the Company's governance and daily business operations"	➢ Amend terms
Article 43 Working relationship between BOS and Board of Manager	- Adjust Article 45 to Article 43	- **"Article 45: Working relationship between BOS and Board of Manager"**	- **"Article 43: Working relationship between BOS and Board of Manager"**	
	- Amend Point b Clause 2	- "b. BOS has the right to participate in the meetings of the Board of Managers and managers or request the Board of Managers to convene an extraordinary meeting to notify	- "b. BOS has the right to participate in the meetings of the Board of Managers, Executives or request the Board of Managers to convene an	➢ Amend terms

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		the problems arising during the inspection and supervision that the BOS found to have violated the provisions of the Law, regulations of the Company or caused damage or potential to cause damage for the Company and Shareholders;"	extraordinary meeting to notify the problems arising during the inspection and supervision that the BOS found to have violated the provisions of the Law, regulations of the Company or caused damage or potential to cause damage for the Company and Shareholders;"	
	- Amend Point a, b Clause 2	- " a. BOS has the right to request the Board of Managers, other Managers to provide information related to the Company's production and business activities in order to perfom inspection and supervision activities.; - b. The Supervisory Board has the right to review the compliance and legitimacy in the decision-making of the Board of Managers and evaluate the coordination among the members of the Board of Managers and between the Board of Managers and other Managers.;"	- "a. BOS has the right to request the Board of Managers, other Executives to provide information related to the Company's production and business activities in order to perfom inspection and supervision activities; - b. The Supervisory Board has the right to review the compliance and legitimacy in the decision-making of the Board of Managers and evaluate the coordination among the members of the Board of Managers and between the Board of Managers and other Executives;"	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Article 44 **Duty of Loyalty and avoidance of conflicts of interests**	- Adjust Article 46 to Article 44	- **"Article 46: Duty of Loyalty and avoidance of conflicts of interests of BOD's member, BOS, Board of Managers and other Managers"**	- **"Article 44: Duty of Loyalty and avoidance of conflicts of interests"**	
	- Amend Clause 1	- "1. BOD members, Members of the BOS, the Managing General Director and Executives shall not be permitted to use business opportunities which could benefit the Company for personal purposes, and concurrently shall not take advantage of information they have received for personal profit or for the interest of other organizations or individuals."	- "1. Members of BOD, members of the BOS, the Chief Executive Officer, other Managers and their related persons may only use the information obtained from their positions to serve the interests of the Company."	➢ Amend in accordance with Article 33 of The New Charter
	- Amend Clause 2	- "2. BOD members, Members of the BOS, the Managing General Director and Executives shall have the obligation to notify BOD of all interests they may benefit from economic entities, transactions or individuals which could conflict with the Company's interest."	- "2. Members of the BOS, members of the BOS, the Chief Executive Officer and other Managers shall send written notices to BOD and the BOS of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law.	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
			The Company shall disclose information about the transactions that are approved by the GMS or BOD in accordance with regulations of the Law on Securities on information disclosure."	
	- Amend Clause 3	- N/A	- "3. Members of the BOS must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises."	
	- Amend Clause 4	- N/A	- "4. Members of BOD, members of the BOS, the Chief Executive Officer, other Managers and their related persons must not use or reveal internal information for carrying out relevant transactions	
	- Adjust Clause 3 to Clause 5	- "3. Unless otherwise decided by the GMS, the Company shall no tissue loans or provide guaratees to BOD's members, BOS's member, the General Director and Executives and to individuals and	"5. Unless otherwise decided by the GMS, the Company shall no tissue loans or provide guaratees to the Managers, supervisor and to individuals and organizations with the	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		organizations with the exception where public companies and organizations in relation to such member are companies within the group or companies working under a group of companies, comprising of parent company, subsidiary company, economic group and unless provided otherwise by specific laws."	exception where public companies and organizations in relation to such member are companies within the group or companies working under a group of companies, comprising of parent company, subsidiary company, economic group and unless provided otherwise by specific laws."	
	- Add Clause 6	- N/A	- "6. GMS approve contracts, loan transactions, sell assets with a value greater than 10% of the total value of assets recorded in the most recent financial statement between the company and Shareholders owning from 51% of the total number of voting shares. Decision or more or related person of that Shareholder."	
	- Adjust Clause 4 to Clause 7	- "4. Contracts or transactions between the Company with one or several other BOD Members, BOS'member, the General Director and Managers, or persons related to themselves or to the Company, partners, associations	- "7. Transactions between the Company with one or some BOD'member, BOS'member, the Chief Executive Officer, Company's executives and their related persons shall not be invalidated in the following	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		or organizations where BOD members, Members of the BOS, the Managing General Director and Executives or their related persons are members, or are related by financial interests, shall not be void in the following cases:"	cases:"	
	- Adjust Point a Clause 4 to Point a Clause 7	- "a. For transactions whose value do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of Managers or members of BOD have been reported to BOD or related Committee and are approved by the majority of the members of BOD or related Committee without relevant interests".	- "a. For transactions whose value do not exceed 35% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of Executives, members of BOD, members of the BOS have been reported to BOD and are approved by the majority of the members of BOD without relevant interests".	
	- Adjust Point b Clause 4 to Point b Clause 7	- "b. With contracts of value of over 35% of the total assets value as recorded in the most recent financial statements, all inportant factors of the contract or the	- "b. For transactions whose value do exceed 35% or the transaction that the increased value within 12 months from the date of first transaction is	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		transactions as well as relations and interests of the Managers or of BOD members have beeninformed to shareholders without related interest with the right to vote on such matter and such shareholders have voted in approval of the contract or transaction;"	35% or more of the total assets value as recorded in the most recent financial statements, all inportant factors of the contract or the transactions as well as relations and interests of Board of Directors, members of the BOS, Company's executives beeninformed to shareholders and be affirmative voted by shareholder without related benefit"	
	- Abolish Point c Clause 4	- "c. Such contract or transaction has been assessed by an independent consulting company to be fair ane reasonable in all aspects in relation to the company shareholders at the time of transactions or the contract was authorized by BOD or a BOD Committee or by shareholders. BOD Members, BOS, the Managing General Director and Executives, and their respective related persons shall not use undisclosed information of the Company or disclose to others for the purpose of implementation of the related	- N/A	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		transactions		
Article 45 **Training on corporate governance**	- Adjust Article 47 to Article 45	- **"Article 47: Training on corporate governance"**	- **"Article 45: Training on corporate governance"**	
	- Amend Provison	- Members of BOD, members of the BOS, General Director, the Secretary of the Company, and officers in charge of information disclosure of the Company must participate in training courses on corporate governance at training institutions recognized by the State Securities Commission."	- Members of BOD, members of the BOS, Chief Executive Officer, the Company Administrator, and officers in charge of information disclosure of the Company must participate in training courses on corporate governance at training institutions recognized by the State Securities Commission	Amend Terms
Article 46 **Principles of information disclosure**	- Adjust Article 48 to Article 46	- **"Article 48: Principles of information disclosure"**	- **"Article 46: Principles of information disclosure"**	
	- Adjust Clause 1 and Clause 2 to Clause 1	- "1. Company is obliged to disclose complete, accurate, timely and irregular information on the situation of production, business activities, finance and corporate governance to Shareholders and the public. In addition, the Company must fully, accurately and promptly disclose other information if such information is likely to affect the stock price and	- "1. Company is obliged to disclose fully, accurately and timely information periodically and irregularly in accordance with the securities law on information disclosure to Shareholders and the investor. The Company must fully, accurately and promptly disclose other information if such information is likely to	➢ Amend to appropriate with Article 295 Decree no. 155/2020/ND-CP

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		affect the decisions of Shareholders, investors. 2. Disclosure of information is made in such a method as shareholders and the investor are able to access in fair"	affect the stock price and affect the decisions of Shareholders and investors. The method of information disclosure is carried out in accordance with the regulation of law and the company's charter to shareholders and the Investor are accessed in fair"	
	- Adjust Clause 3 to Clause 2	- "3. Disclosure of information is carried out in accordance with the regulation of law on disclosure information."	- "2. . The language in information disclosure should be clear, understandable and avoid misleading to Shareholders and the investor."	➢ Amend to appropriate with Article 295 Decree no. 155/2020/ND-CP
Article 47 **Reward – Discipline**	- Adjust Article 49 to Article 47	- **"Article 49: Reward – Discipline"**	- **"Article 47: Reward – Discipline"**	
	- Amend Point b, Clause 1	- "b. Forms of reward: in cash, in shares or in other forms as determined by BOD or the Reward Committee through internal regulations of BOD and/or the Reward Committee."	- "b. Forms of reward: in cash, in shares or in other forms as determined by BOD or the Professional Committee through internal regulations of BOD and/or the Committee."	➢ Amend terms
	- Amend Point d, Clause 1	- "d. For the Manager: Remuneration funds is from the Company's welfare fund and other lawful sources. The bonus level is based on actual annual business	- "d. For the Exxecutives: Remuneration funds is from the Company's welfare fund and other lawful sources. The bonus level is based on actual	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
		results, the general director will propose BOD for approval."	annual business results, the Chief Executive Officer will propose BOD for approval."	
	- Amend Point b, c Clause 2	- "b. Members of BOD, BOS, Managers who fail to fulfill their duties with honesty, diligence and prudence will be personally responsible for the damage.; c. Members of BOD, BOS, Managers performing their duties, without complying the provisions of law or regulations of the Company, depending on the stage of violations, they will be disciplined, suffered criminal liability in accordance with the regulations of law and the Company's Charter. In case of damage to the interests of the Company, shareholders or other people will also compensate in accordance with the law.	- "b. Members of BOD, Supervisory Board, Executives who fail to fulfill their duties with honesty, diligence and prudence will be personally responsible for the damage.; c. Members of BOD, BOS, Executives performing their duties, without complying the provisions of law or regulations of the Company, depending on the stage of violations, they will be disciplined, suffered criminal liability in accordance with the regulations of law and the Company's Charter. In case of damage to the interests of the Company, shareholders or other people will also compensate in accordance with the law."	
Article 48 General Provision	- Adjust Article 50 to Article 48	- **"Article 50: General Provision"**	- **"Article 48: General Provision"**	
Article 49	- Adjust Article 51	- **"Article 51: Effective date"**	- **"Article 49: Effective date"**	

APPENDIX II

SUMARIZATION OF REVISIONS OF INTERNAL REGULATIONS ON COMPANY ADMINISTRATION

Provision	Revision	Current content	Revised Content	Explaination
Effective date	to Article 49			
	- Amend Clause 1	- "1. This Regulation consists of 9 Chapters and 51 Articles, which were unanimously approved by the General Meeting of Shareholders of Thien Long Group Joint Stock Company and agreed to take effect in full.."	- "1. This Regulation consists of 9 Chapters and 49 Articles, which were unanimously approved by the General Meeting of Shareholders of Thien Long Group Joint Stock Company and agreed to take effect in full.." -	➢ Amend the number of Article

THIEN LONG GROUP CORPORATION

M.S.D.N: 0301464830-C.T.C.P
CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
THIÊN LONG
Q.BÌNH TÂN-T.P HỒ CHÍ MINH

DRAFT

REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

Ho Chi Minh City, 29 June 2021

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration o public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;

Pursuant to the Resolution dated 29 June 2021 of the Annual General Meeting of Shareholders for the fiscal year of 2020;

The Board of Directors promulgates the regulations on operation of the Board of Directors of Thien Long Group Corporation.

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.

2. Regulated entity: Board of Directors and its members.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the Director/General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

b) Attend all meetings of the Board of Directors and comment on the raised issues;

c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;

dd) Disclose information when trading the Company's shares as prescribed by law.

3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

Article 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the Director/General Director, Deputy Director/Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the following Charter.

Article 5. Term of office and quantity of members of the Board of Directors

1. The Board of Directors has 03 – 11 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organization and cooperation of independent members of Board of Directors.

Article 6. Requirements to be satisfied by members of the Board of Directors

1. A member of the Board of Directors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company unless otherwise prescribed by the Company's Charter;

c) A member of the Board of Directors of may concurrently hold the position of member of Board of Directors of another company;

d) Members of the Board of Directors of state-owned enterprises prescribed in Point b Clause 1 Article 88 of the Law on Enterprises and subsidiary companies of state-owned enterprise according to Clause 1 Article 88 of the Law on Enterprises must not be relatives of the Director/General Director, other managers of the Company and the persons having the power to designate managers of the parent company;

dd) [He/she satisfy other requirements specified in the Company's Charter].

2. An independent member of the Board of Directors prescribed in Point b Clause 1 Article 137 of the Law on Enterprises shall satisfy the following requirements:

a) He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;

b) He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;

d) He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;

dd) He/she does not hold the position of member of the Board of Directors or Board of Controllers of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;

e) [Other requirements specified in the Company's Charter].

3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest GMS or

convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. President of the Board of Directors

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of Director/General Director.

3. Rights and obligations of the President of the Board of Directors prescribed in Clause 2, 3, 4, 5, 6 , 7, 8 Article 26 of the Company's Charter.

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within 10 days from the resignation or dismissal date. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:

a) Assist in convening the GMS; take minutes of meetings;

b) Assist members of the Board of Directors in performance of their rights and obligations;

c) Assist the Board of Directors in application and implementation of company administration rules;

d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;

dd) Other rights and obligations prescribed by [the Company's Charter].

Article 8. Dismissal, replacement and addition of members of the Board of Directors

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;

b) He/she hands in resignation letter which is accepted;

c) Other cases specified in the Company's Charter.

2. A member of the Board of Directors will be discharged by the GMS in the following cases:

a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;

b) Other cases specified in the Company's Charter.

3. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;

b) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;

c) Except in the cases specified in Point a and Point b of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

Article 9. Method for election, dismissal and discharge of members of the Board of Directors

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed I this Clause may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

3. Unless otherwise prescribed by the Company's Charter, the voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may caste all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

a) Full name, date of birth;

b) Qualifications;

c) Work experience;

d) Other managerial positions (including positions in the Board of Directors of other companies);

dd) Interests relevant to the Company and the Company's related parties;

e) Other information (if any) specified in the Company's Charter;

g) The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

a. Decide the strategy, medium-term development and annual business plans of the Company;

b. To determine operation objectives based on the strategic objectives as approved by the GMS;

c. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises.

d. Propose types of authorized shares and quantity of each type;

e. Recommend the issuance of convertible bonds and bonds together with warrants

f. Decide selling prices for shares and bonds of the Company;

g. Decision on transactions, investment; Purchase or sale or liquidate assets of Company; decision on solutions for market development, marketing and technology; research and development of new fields, export investment, innovation and growth; through commercial transactions serving production, business and operation activities of the Company, loans, guarantees, mortgages, credits and other contracts. with value under 35% of the total assets value of the Company recorded in the latest audited financial statement, with the exception of agreements and transactions as provided in point d, clause 2 of Article 138 and clauses 1 and 3 of Article 167 of the Law on Enterprises;

h. Elect, dismiss, discharge the Chairman of BOD; designate, discharge, dismiss conclude and terminate contracts; Decision on salary, remuneration, allowance, bonus and other benefits for Chief Executive Officer, Deputy Chief Executive Officer, Financial Director, Chief of Accountant of Company;

i. To report to the GMS the appointment of a Managing General Director;

j. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

k. Organize the payment of dividends;

l. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

m. Decide promulgation of operation regulations of BOD, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to BOD, regulations on information disclosure;

n. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;

o. To submit the audited annual financial statements to the GMS;

p. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;

q. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises'

r. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter

3. The Board of Directors shall ratify resolutions and decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconformable resolution or decision.

Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts

1. The Board of Directors is entitled to approve any contract and transaction between the Company with one or some members of BOD, members of the BOS, the Chief Executive Officer, Company's executives and their related persons specified in Clause 7 Article 33 of the Company's Charter.

2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Controllers when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary GMS

1. The Board of Directors shall convene an extraordinary GMS in the following cases:

a) It is considered necessary for the Company's interests by the Board of Directors;

b) The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;

c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

d) It is requested by the Board of Controllers;

dd. Other cases prescribed by law and the Company's Charter.

2. Convening the extraordinary GMS

[Unless otherwise prescribed by the Company's Charter], the Board of Directors shall convene the GMS within [30] days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:

a) Compile a list of shareholders having the right to participate in the meeting;

b) Provide information and settle complaints relevant to the list of shareholders;

c) Prepare the meeting agenda and contents;

d) Prepare meeting documents;

dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Board of Controllers;

e) Determine the meeting time and location;

g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

Article 14. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors and that are members of the Board of Directors and external members. under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) The meeting is requested by the Board of Controllers or independent members of the Board of Directors;

b) The meeting is requested by the Director/General Director or at least 05 more managers;

c) The meeting is requested by at least 02 members of the Board of Directors;

d) [Other cases prescribed by the Company's Charter].

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting unless otherwise prescribed by the Company's Charter. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Controllers.

Members of the Board of Controllers are entitled to participate and discuss in meetings of the Board of Directors but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within [07 days] from the intended date of the first meeting, [unless a shorter time limit is prescribed by the Company's Charter]. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors participates and votes in a meeting when he/she:

a) Participates and votes in person at the meeting;

b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;

c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;

d) Sends his/her votes by mail, fax or email;

dd) Sends his/her votes using other means [prescribed by the Company's Charter].

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of all participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. [Unless a higher ratio is prescribed by the Company's Charter], a resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

Article 17. Minutes of meetings of the Board of Directors

1. Minutes of all meetings of the Board of Directors shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

a) The enterprise's name, headquarters address, identification number;

b) The meeting time and location;

c) Purposes, agenda and contents of the meeting;

d) Full name of every participating member and their authorized participants; full names of absent members and reasons;

dd) Issues to be discussed and voted at the meeting;

e) Summaries of opinions of each participating member in chronological order;

g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;

h) Ratified issues and ratio of affirmative votes;

i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.

2. In case the chair or minutes take refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, dd, e, g and h Clause 1 o this Article.

3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.

4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be retained at the Company's headquarters.

5. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:

a) The Company's income statement;

b) The financial statement;

c) The report on management and administration of the Company;

d) Verification report by the Board of Controllers.

2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Controllers for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Controllers and audit reports shall be retained at the Company's headquarters at least 10 days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.

Article 19. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. [Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors].

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 20. Disclosure of related interests

If the Company's Charter does not have tighter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the President of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this document.

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the President of the Board of Directors.

Article 22. Relationship with the executive board

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the Director/General Director, supervise and inspect the implementation of such resolutions.

Article 23. Relationship with the Board of Controllers or Audit Committee

1. The relationship between the Board of Directors and the Board of Controllers or Audit Committee is cooperation. The Board of Directors shall work with the Board of Controllers or Audit Committee on equality and independence principles; cooperate and assist one another in performance of their tasks.

2. When receiving inspection records or consolidated reports of the Board of Controllers or Audit Committee, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

Chapter VII

IMPLEMENTATION CLAUSES

Article 24. Effect

The Regulations on Operation of the Board of Directors of Thien Long Group Corporation. consists of 08 chapters, 24 articles and comes into force from 29/06/2021

THIEN LONG GROUP CORPORATION

M.S.D.N: 0301464830-C.T.C.P
CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
THIÊN LONG
Q.BÌNH TÂN-T.P HỒ CHÍ MINH

DRAFT

REGULATIONS ON OPERATION OF THE BOARD OF CONTROLLERS

Ho Chi Minh City, 29 June 2021

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration o public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;

Pursuant to the Resolution dated 29 June 2021 of the Annual General Meeting of Shareholders for the fiscal year of 2020;

The Board of Controllers promulgates the Regulations on Operation of the Board of Controllers of Thien Long Group Corporation;

The Regulations on Operation of the Board of Controllers of Thien Long Group Corporation has the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Controllers provide for the organizational structure, operating principles, requirements, rights and obligations of the Board of Controllers and its members prescribed by the Law on Enterprises, the Company's Charter and relevant regulations.

2. Regulated entities: the Board of Controllers and its members.

Article 2. Operating principles

The Board of Controllers shall work on the collective principle. Members of the Board of Controllers shall be personally responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the tasks and decision of the Board of Controllers.

Chapter II

MEMBERS OF THE BOARD OF CONTROLLERS (CONTROLLERS)

Article 3. Rights, obligations and responsibilities of members of the Board of Controllers

1. Comply with regulations of law, the Company's Charter, resolutions of the GMS and professional ethics in performance of their duties.

2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.

3. Be loyal to the interests of the Company and shareholders; Do not abuse power, position or use information, secrets, business opportunities and other assets of the Company for personal gain or serving the interests of any other organization or individual.

4. Other obligations prescribed by the Law on Enterprises and the Company's Charter.

5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Board of Controllers shall personally or jointly pay compensation for such damage. The income and benefits earned by the members of the Board of Controllers from these violations shall be returned to the Company.

6. In case a member of the Board of Controllers is found to be violating his rights and obligations, a written notice shall be sent to the Board of Controllers requesting the violator to stop committing the violations and take remedial measures.

Article 4. Term of office and quantity of members of the Board of Controllers

1. The Board of Controllers has 03 members. The term of office of members of the Board of Controllers shall not exceed 05 years without term limit.

2. Members of the Board of Controllers are not necessarily shareholders of the Company.

3. More than half of the members of the Board of Controllers must be residents of Vietnam.

4. In case the term of office of all members of the Board of Controllers end before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

Article 5. Requirements to be satisfied by members of the Board of Controllers

1. A member of the Board of Controller shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she is trained in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation;

c) He/she is not a relative of any member of the Board of Directors, the General Director or any other managers;

d) He/she is not an manager, not necessarily a shareholder or employee of the Company, unless otherwise prescribed by the Company's Charter;

dd) He/she does not work in the Company's accounting or finance department;

e) He/she is not a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years;

g) Other requirements prescribed by law and the Company's Charter.

Article 6. Chief Controller

1. The Chief Controller shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation unless higher qualifications are required by the Company's Charter.

2. The Chief Controller shall be elected by the Board of Controllers among its members; the election, dismissal and discharge of the Chief Controller shall be carried out under the majority rule.

3. Rights and obligations of the Chief Controller shall be specified in the Company's Charter.

Article 7. Nomination and self-nomination of members of the Board of Controllers

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Controllers. Unless otherwise prescribed by the Company's Charter, candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Controllers must inform the participants of the meeting before the opening of the GMS;

b) Depending on the quantity of members of the Board of Controllers, the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Controllers. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Controllers and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Controllers shall nominate more candidates or organize the nomination in accordance with the Company's Charter and administration regulations and operating regulations of the Board of Controllers. This must be announced before the GMS starts to vote for members of the Board of Controllers as prescribed by law.

Article 8. Method for election, dismissal and discharge of members of the Board of Controllers

1. The election, dismissal and discharge of members of the Board of Controllers shall be carried out by the GMS.

2. Unless otherwise prescribed by the Company's Charter] the voting on members of Board of Controllers shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Controllers, and may caste all or some of the votes for one or some candidates. Elected members of the Board of Controllers shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

Article 9. Cases of dismissal, discharge of members of the Board of Controllers

1. A member of the Board of Controllers will be dismissed by the GMS in the following cases:

a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;

b) He/she hands in resignation letter which is accepted;

c) Other cases specified in the Company's Charter.

2. A member of the Board of Controllers will be discharged by the GMS in the following cases:

a) He/she fails to fulfill the assigned tasks and duties;

b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;

c) He/she commits multiple or serious violations against obligations of members of the Board of Controllers prescribed by the Law on Enterprises and the Company's Charter.

d) Other cases specified in the resolution of the GMS.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Controllers

1. After candidates for members of the Board of Controllers have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

a) Full name, date of birth;

b) Qualifications;

c) Work experience;

d) Other managerial positions;

dd) Interests relevant to the Company and the Company's related parties;

e) Other information (if any) specified in the Company's Charter;

g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their interests in these companies (if any).

2. The results of election, dismissal and discharge of members of the Board of Controllers shall be announced in accordance with regulations on information disclosure.

Chapter III

BOARD OF CONTROLLERS

Article 11. Rights, obligations and responsibilities of the Board of Controllers

1. Supervise the Board of Directors, the Director/General Director managing and operating the Company.

2. Inspect the rationality, legitimacy, truthfulness and prudency in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics production and preparation of financial statement.

3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and 6-month financial statements of the Company; assess management tasks performed by the Board of Directors; submit reports to the annual GMS. Review contracts and transactions with related persons within the authority to approve of the Board of Directors or the GMS; offer recommendations concerning these contracts and transactions.

4. Review, inspect, evaluate the effectiveness of the internal control, audit, risk management and early warning of the Company.

5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the GMS or at the request of the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises.

6. Within 07 working days from the receipt of the request from the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises, the Board of Controllers shall carry out an inspection. Within 15 days from the end of the inspection, the Board of Controllers shall submit an inspection report to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Controllers must not affect the normal operation of the Board of Directors and the Company's business operation.

7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the Board of Directors or the GMS.

8. Whenever a member of the Board of Directors, the Director/General Director is found to be violating Article 165 of the Law on Enterprises, promptly send a notice to the Board of Directors requesting the violator to stop the violation and take remedial measures.

9. Participate and discuss in meetings of the GMS, the Board of Directors and other meetings of the Company.

10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks.

11. The Board of Controllers may consult with the Board of Directors before submitting its reports, verdicts and proposals to the GMS.

12. Inspect specific issues relevant to the Company management and administration at the request of the shareholders.

13. Request the Board of Directors to convene an extraordinary GMS.

14. Convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to do it as prescribed in Clause 3 Article 140 of the Law on Enterprises.

15. Request the President of the Board of Directors to convene meeting of the Board of Directors prescribed in Clause 3 Article 27 of the the Company's Charter.

16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2 Article 164 of the Law on Enterprises.

17. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

18. Take responsibility to the shareholders for the supervision tasks performed by the Board of Controllers.

19. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the Director/General Director and other managers.

20. Cooperate with the Board of Directors, the Director/General Director and shareholders.

21. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director/Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

22. Formulate the Regulations on Operation of the Board of Controllers and submit them to the GMS for ratification.

23. Witness the vote counting by the Board of Directors and issue a vote counting record if requested by the Board of Directors in case of questionnaire survey for ratification of the GMS' resolution.

24. The Chief Controller shall preside over the election of the chair of the GMS in case the President is absent or temporarily unable to work while the remaining members of the Board of Directors cannot elect a chair. In this case, the person who receives the most votes shall chair the meeting.

25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter and the resolution of the GMS.

Article 12. Rights to be provided with information of the Board of Controllers

1. Documents and information shall be sent to members of the Board of Controllers at the same time and using the same method as those applied to members of the Board of Directors, including:

a) Meeting invitations, questionnaires for members of the Board of Directors and enclosed documents;

b) The resolutions, decisions and minutes of the GMS and meetings of the Board of Directors;

c) Reports submitted by the Director/General Director to the Board of Controllers or other documents issued by the Company.

2. Members of the Board of Controllers are entitled to access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

3. The Board of Directors, its members, the Director/General Director and other managers shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Board of Controllers or its members.

Article 13. Responsibility of the Board of Controllers to convene extraordinary GMS

1. The Board of Controllers shall convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to convene the GMS in the following cases:

a) The number of members of the Board of Controllers drops below the minimum number prescribed by law;

b) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises;

c) An extraordinary GMS is requested by the Board of Controllers but not convened by the Board of Directors, unless otherwise prescribed by the Company's Charter.

2. In case the Board of Controllers does not convene the GMS as per regulations, the Board of Controllers shall pay damage incurred by the Company.

3. The costs of convening and conducting the GMS as prescribed Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE BOARD OF CONTROLLERS

Article 14. Meetings of the Board of Controllers

1. The Board of Controllers shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members.

2. The Board of Controllers is entitled to request members of the Board of Directors, THE Director/General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

Article 15. Minutes of meetings of the Board of Controllers

Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Controllers must be retained in order to attribute responsibility of each member.

Chapter V

REPORTING AND DISCLOSURE OF INTERETS

Article 16. Submission of annual reports

Reports to be submitted by the Board of Controllers at annual GMS include:

1. Reports on the Company's business performance, performance of the Board of Directors, the Director/General Director, which shall be submitted to the annual GMS for approval.

2. The self-assessment report on performance of the Board of Controllers and its members.

3. Remunerations, operating costs and other benefits of the Board of Controllers and each of its members.

4. Summaries of meetings of the Board of Controllers, verdicts and proposals of the Board of Controllers; result of supervision of the Company's operation and finance.

5. Assessment reports on transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the public company with members of the Board of Directors, the Director/General Director and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date.

6. Result of supervision of the Board of Directors, the General Director/Director and other executives.

7. Evaluation of cooperation between the Board of Controllers, the Board of Directors, the Director/General Director and shareholders.

8. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; accredited audit organization shall also audit the Company's operation where necessary.

Article 17. Salaries and other benefits

[Unless otherwise prescribed by the Company's Charter], the salaries, remunerations, bonuses and other benefits of members of the Board of Controllers shall comply with the regulations below:

1. Members of the Board of Controllers shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Controllers.

2. Members of the Board of Controllers shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Controllers which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Controllers shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

Article 18. Disclosure of related interests

1. Members of the Board of Controllers shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises which they own or in which they have stakes or shares; their holdings and time of holdings or ownership;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately own or hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Members of the Board of Controllers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

4. Members of the Board of Controllers shall send written notices to the Board of Directors and the Board of Controllers of the transactions between the Company, subsidiary companies,

companies over 50% of charter capital of which is held by the Company with related persons of members of the Board of Controllers as prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

5. Members of the Board of Controllers and their related persons must not use or reveal internal information for carrying out relevant transactions.

Chapter VI

RELATIONSHIPS OF THE BOARD OF CONTROLLERS

Article 19. Relationships between members of the Board of Controllers

Members of the Board of Controllers are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Board of Controllers as prescribed by law and the Company's Charter. The Chief Controller shall coordinate operation of the Board of Controllers but does not have the right to control its members.

Article 20. Relationship with the executive board

The Board of Controllers is independent from the executive board of the Company and shall supervise operation of the executive board.

Article 21. Relationship with the Board of Directors

The Board of Controllers is independent from the Board of Directors and shall supervise operation of the Board of Directors.

Chapter VII

IMPLEMENTATION CLAUSES

Article 22. Effect

The Regulations on Operation of the Board of Controller of of Thien Long Group Corporation. consists of 07 chapters, 22 articles and comes into force from 29/06/2021.

HEAD OF THE BOARD OF SUPERVISORS