IMEXPHARM CORPORATION

SOCIALIST REPUBLIC OF VIETNAM Independence-Freedom-Happiness

No.: /TTr-HĐQT-IMP Cao Lanh City, 2021

STATEMENT

contents of amendments on the Imexpharm Corporation's charter at Annual General Meeting of Shareholders 2021

Respectfully submit to: The General Meeting of Shareholders In pursuant to Law Enterprises 2020;

In pursuant to the Charter on organization and operation of Imexpharm Corporation

Imexpharm Corporation BOD would like to respectfully submit to the General Meeting of Shareholder to pass on below amended contents of the Company's Charter as followings:

| Clause | | Contents of the | Contents of the | Note |
|----------------|----------------|----------------------|----------------------|------|
| Cla | iuse | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| Clause 1. | Clause 1. | b. "Enterprise Law" | b. "Enterprise Law" | |
| Definition | Definition | means the | means the Enterprise | |
| In this | In this | Enterprise Law | Law dated 17 Jun | |
| Charter, the | Charter, the | dated 26 Nov 2014 | 2020 | |
| following | following | c. "Securities Law" | c. Securities Law" | |
| terms shall be | terms shall be | means the Law on | means the Law on | |
| interpreted as | interpreted as | Securities dated 29 | Securities dated 26 | |
| follows: | follows: | June, 2006 and the | November 2019 | |
| | | Law amending and | f. "Related person" | |
| | | supplementing a | is an individual or | |
| | | number of articles | organization | |
| | | of the Law on | specified in | |
| | | Securities dated 24 | Paragraph 23 Article | |
| | | Nov., 2010 | 4 of Law on | |
| | | | Enterprises, and in | |
| | | f. "Related person" | Paragraph 46, | |
| | | is an individual or | Article 4 of Law on | |
| | | organization | Securities 2019. | |
| | | specified in | | |
| | | Paragraph 17 Article | | |
| | | 4 of Law on | | |
| | | Enterprises, and in | | |
| | | Paragraph 34, | | |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|------------------------------|------------------------------|---|--|--|
| Old Charter | New Charter | Old Charter | New Charter | |
| Old Charter | New Charter | Article 6 of Securities Law | | |
| | | g. "Major shareholder" is a shareholder as defined in Paragraph 9, Article 6 of Law on Securities | "Major shareholder" is a shareholder as defined in Paragraph 18, Article 4 of Law on Securities 2019 | |
| Clause 7. Stock certificates | Clause 7. Stock certificates | electronic data entry, certifying ownership of one or a number of shares of the company. Such stock certificates must have all the contents | electronic data entry, certifying ownership of one or a number of shares of the company. Such stock certificates must have all the contents specified in Paragraph 1, Clause 121 of Law on | Clause 121 of Law on Enterprises |

| Cla | nuse | Contents of the Old Charter | Contents of the New Charter | Note |
|-------------|-------------|--------------------------------|--------------------------------|---------------|
| Old Charter | New Charter | | | |
| Withdrawal | Withdrawal | 4.Withdrawn shares | 4. Withdrawn shares | Paragraph 3, |
| of shares | of shares | are considered those | are considered those | Clause 112 of |
| | | to be offered for sale | to be offered for sale | Law on |
| | | as provided for in | as provided for in | Enterprises |
| | | Paragraph 3, Clause | Paragraph 3, Clause | 2020 |
| | | 111 of Law on | 112 of Law on | |
| | | Enterprises. Board | Enterprises. Board | |
| | | of Directors may | of Directors may | |
| | | directly sell them or | directly sell them or | |
| | | authorize the sale | authorize the sale | |
| | | and distribution, or | and distribution, or | |
| | | re-settle the | re-settle the | |
| | | ownership of shares | ownership of shares | |
| | | having been revoked | having been revoked | |
| | | on the conditions | on the conditions | |
| | | and manner that | and manner that | |
| | | Board of Directors | Board of Directors | |
| | | deems appropriate. | deems appropriate. | |
| Clause 12. | Clause 12. | 2. Shareholders | 2. Shareholders have | Article 132. |
| Shareholder | Shareholder | have the below | the below rights: | Article 115. |
| rights | rights | rights: | i. Request the | Law on |
| | | i. Request the | company to buy | Enterprises |
| | | company to buy | back his shares in | 2020 |
| | | back his shares in | the cases specified | |
| | | the cases specified | in Article 132 of the | |
| | | in Article 129 of the | Law on Enterprises | |
| | | Law on Enterprises | | |
| | | | | |
| | | 3. A shareholder or | 3. A shareholder or | Article 132. |
| | | group of | group of | Article 115. |
| | | shareholders | shareholders holding | Law on |
| | | holding over 10 % | over 05 % of total | Enterprises |
| | | of total common | common shares has | 2020 |
| | | shares for at least 6 | the following rights | Article 119. |
| | | consecutive months | a) Examining, | Law on |
| | | has the following | looking up, | Enterprises |
| | | rights | extracting the | 2020 |
| | | a. Nominate | number of minutes | |

| Cla | TIGO. | Contents of the | Contents of the | Note |
|-------------|--------------------|-----------------------|-----------------------|---------------|
| Cla | use | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | members of Board | and resolutions, | (Add |
| | | of Directors or | decisions of the | obligation of |
| | | Supervisory Board | Board of Directors, | Shareholders) |
| | | in accordance with | mid-year and annual | |
| | | relevant provisions | financial statements, | |
| | | in Clause 25 and | reports of the | |
| | | Clause 36 of this | Supervisory Board, | |
| | | Charter | contracts and | |
| | | b. Request the | transactions that | |
| | | Board of Director to | must be approved by | |
| | | convent the General | the Board, | |
| | | Meeting of | administration and | |
| | | Shareholders under | other documents, | |
| | | the provisions in | except documents | |
| | | Article 119 and | related to trade | |
| | | Article 136 of Law | secrets, business | |
| | | on Enterprises | secrets of the | |
| | | c. Check and receive | company; | |
| | | copy or extract of | b) Request the | |
| | | the list of | Board of Director to | |
| | | shareholders entitled | convent the General | |
| | | to attend and vote at | Meeting of | |
| | | the General Meeting | Shareholders under | |
| | | of Shareholders | the provisions in | |
| | | d. Request the | Article 115 and | |
| | | Supervisory Board | Article 140 of Law | |
| | | to inspect some | on Enterprises | |
| | | specific issues | c) Request the | |
| | | relevant to | Supervisory Board | |
| | | management, | to inspect some | |
| | | performance control | specific issues | |
| | | of the company | relevant to | |
| | | when necessary. | management, | |
| | | The request must be | performance control | |
| | | in writing and show | of the company | |
| | | surname, name, | when necessary. The | |
| | | residence address, | request must be in | |
| | | nationality, ID card, | writing and show | |

| Cla | nuse | Contents of the | Contents of the | Note |
|-------------|-------------|--|--|------|
| Cia | luse | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| Old Charter | New Charter | business registration | nationality, ID card, passport number or other certified legal papers of the shareholder as individual; or name, registered address, | |
| | | number of the shareholder as legal entity; number of shares and time-point for share registration of each shareholder, total shares of the whole shareholders group and the percentage held within total stocks of the | establishment decision number of business registration number of the shareholder as legal entity; number of shares and time- point for share registration of each shareholder, total shares of the whole shareholders group and the percentage held within total stocks of the company, issues and purposes to be inspected 4. A shareholder or group of shareholders holding 10% or more of the | |
| | | | total number of common shares or more has the right to nominate people to the Board of Directors, the Supervisory Board. | |

| Classes | | Contents of the | Contents of the | NI-4- |
|-----------------|---------|------------------------|-----------------------|-------|
| Clause | | Old Charter | New Charter | Note |
| Old Charter New | Charter | | | |
| | | | The nomination of | |
| | | | candidates to the | |
| | | | Board of Directors | |
| | | | and the Supervisory | |
| | | | Board is as follows: | |
| | | | | |
| | | | a) Common | |
| | | | shareholders form | |
| | | | groups to nominate | |
| | | | candidates to the | |
| | | | Board of Directors | |
| | | | and the Supervisory | |
| | | | Board must notify | |
| | | | the meeting | |
| | | | shareholders about | |
| | | | group meetings | |
| | | | before the opening | |
| | | | of the General | |
| | | | Meeting of | |
| | | | Shareholders; | |
| | | | b) Based on the | |
| | | | number of members | |
| | | | of the Board of | |
| | | | Directors and the | |
| | | | Supervisory Board, | |
| | | | a shareholder or a | |
| | | | group of | |
| | | | shareholders stated | |
| | | | in this Clause is | |
| | | | entitled to nominate | |
| | | | one or more persons | |
| | | | under the decision of | |
| | | | the General Meeting | |
| | | | of Shareholders as | |
| | | | candidate to the | |
| | | | Board of Directors | |
| | | | and the Supervisory | |
| | | | Board. In case the | |

| Cla | | Contents of the | Contents of the | Note |
|---|-------------|-----------------|--|------|
| Cla | nuse | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | | number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors, the Supervisory Board and other shareholders | |
| Clause 13: obligation of shareholders | | Not regulated | 7. To keep confidentiality of the information provided by the company in accordance with the company's charter and law; only use the information | |

| Cla | nuse | Contents of the Old Charter | Contents of the New Charter | Note |
|--|--|--|---|--|
| Old Charter | New Charter | | | |
| | | | provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the Company to other organizations or individuals. | |
| Clause 14. General Meeting of Shareholders | Clause 14. General Meeting of Shareholders | the company. Annual meeting of shareholders is held once a year. Shareholder Meeting must be | Meeting is the highest authority of the company. | The authority to convent the General Meeting of Shareholders (Law on Enterprises 2014) |

| CI. | | Contents of the | Contents of the | N T 4 |
|-------------|-------------|----------------------|------------------------|----------------|
| Cla | nuse | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | | | not more than |
| | | | | 6 months, |
| | | | | from the end |
| | | | | of the fiscal |
| | | | | year. |
| | | | | |
| | | 3. Extraordinary | 3. Extraordinary | Paragraph 2, |
| | | General Meeting of | General Meeting of | Article 139 of |
| | | Shareholders is | Shareholders is | Law on |
| | | convened by Board | convened by Board | Enterprises |
| | | of Directors in the | of Directors in the | 2020 |
| | | following cases: | following cases: | Article 165 of |
| | | | e. The Supervisory | Law on |
| | | e. The Supervisory | Board may request | Enterprises |
| | | Board may request | to convene a | 2020 |
| | | to convene a | meeting if having | |
| | | meeting if having | reasons to believe | |
| | | reasons to believe | that members of | |
| | | that members of | Board of Directors | |
| | | Board of Directors | or senior managers | |
| | | or senior managers | seriously breach | |
| | | seriously breach | their obligations | |
| | | their obligations | under Article 165 of | |
| | | under Article 160 of | Law on Enterprises, | |
| | | Law on Enterprises, | or action or intention | |
| | | or action or | to act by the Board | |
| | | intention to act by | of Directors is | |
| | | the Board of | outside its | |
| | | Directors is outside | jurisdiction | |
| | | its jurisdiction | | |
| | | 4. Convention of | 4. Convention of | |
| | | extraordinary | extraordinary | Article 140 of |
| | | Shareholders' | Shareholders' | Law on |
| | | Meeting | Meeting | Enterprises |
| | | | | 2020 |
| | | b. If the Board of | | |
| | | Directors does not | | |
| | | hold Shareholder | hold Shareholder | |

| Clay | 100 | Contents of the | Contents of the | Note |
|--------------|--------------------|------------------------|-----------------------|------|
| Cla | use | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| Clause 15. | | Meeting as specified | Meeting as specified | |
| Rights and | | at item a, paragraph | at item a, paragraph | |
| duties of | | 4 of this Clause, | 4 of this Clause, | |
| General | | Supervisory Board | Supervisory Board | |
| Meeting of | | must, on behalf of | must, on behalf of | |
| Shareholders | | Board of Directors, | Board of Directors, | |
| | | convene the | convene the | |
| | | extraordinary | extraordinary | |
| | | Shareholder | Shareholder Meeting | |
| | | Meeting within | within thirty (30) | |
| | | thirty (30) days after | days after that in | |
| | | that in accordance | accordance with | |
| | | with paragraph 5, | paragraph 3, Article | |
| | | Article 136, Laws | 140, Laws on | |
| | | on Enterprises | Enterprises | |
| | | c. If the Supervisory | c. If the Supervisory | |
| | | Board does not | Board does not | |
| | | summon | summon | |
| | | Shareholder | Shareholder Meeting | |
| | | Meeting as specified | as specified at item | |
| | | at item b, paragraph | b, paragraph 4 of | |
| | | 4 of this Clause, | this Clause, within | |
| | | within the following | the following (30) | |
| | | (30) days the | days the requesting | |
| | | requesting | shareholder or group | |
| | | shareholder or group | of shareholders as | |
| | | of shareholders as | specified at item d, | |
| | | specified at item d, | paragraph 3 of this | |
| | | paragraph 3 of this | Clause has the right | |
| | | Clause has the right | to replace Board of | |
| | | to replace Board of | Directors and | |
| | | Directors and | Supervisory Board | |
| | | Supervisory Board | to convene | |
| | | to convene | Shareholders' | |
| | | Shareholders' | Meeting in | |
| | | Meeting in | accordance with | |
| | | accordance with | paragraph 4, Article | |
| | | paragraph 6, Article | 140, Enterprises | |

| Cla | nuse | Contents of the | Contents of the | Note |
|-------------|-------------|----------------------|-----------------------|----------------|
| | | Old Charter | New Charter | |
| Old Charter | New Charter | | | |
| | | 136, Enterprises | Law. In this case, | |
| | | Law. In this case, | the shareholder or | |
| | | the shareholder or | group of | |
| | | group of | shareholders | |
| | | shareholders | convening | |
| | | convening | Shareholder Meeting | |
| | | Shareholder | may request the | |
| | | Meeting may | business registration | |
| | | request the business | agency to supervise | |
| | | registration agency | the order and | |
| | | to supervise the | procedures for | |
| | | order and | convening, | |
| | | procedures for | <i>O</i> , | |
| | | convening, | and making | |
| | | conducting meetings | decisions at the | |
| | | and making | General Meeting of | |
| | | decisions at the | Shareholders. All | |
| | | General Meeting of | costs of convening | |
| | | Shareholders. All | and conducting | |
| | | costs of convening | Shareholder Meeting | |
| | | and conducting | | |
| | | Shareholder | the company, not | |
| | | Meeting shall be | including travel, | |
| | | refunded by the | accommodation nor | |
| | | company, not | money spent by | |
| | | including travel, | shareholders while | |
| | | accommodation nor | attending the | |
| | | money spent by | meeting | |
| | | shareholders while | meeting | |
| | | attending the | | |
| | | meeting | | |
| | | meeting | | |
| | | 2. Annual and | 2. Annual and | Item 1, |
| | | extraordinary | | paragraph 2, |
| | | Shareholders' | extraordinary | Article 138 of |
| | | | Shareholders' | |
| | | Meeting passes its | Meeting passes its | Law on |
| | | decisions on the | decisions on the | Enterprises |
| | | following issues | | |

| Cla | nuse | Contents of the | Contents of the | Note |
|-------------|-------------|--|--|---|
| | | Old Charter | New Charter | 2,000 |
| Old Charter | New Charter | | | |
| | | | following issues h. Approving internal regulation on corporate governance; operational regulations of the Board of Directors, Supervisory Board; | |
| | | | o. Approve contracts, borrowing transactions, loans, or sale of assets with a value being greater than 10% of the total value of the enterprise's assets recorded in the latest financial statements between the company and its shareholders owning from 51% of the total number of shares with voting rights or more or related persons of such shareholder. | Item b paragraph 3 Article 167, Law on Enterprises 2020 |
| | | n. The Company signs a contract with the entities specified in Paragraph 1, Article 162 of Law on Enterprises with a value equivalent to or greater than 35% | p. The Company signs a contract with the entities specified in Paragraph 1, Article 167 of Law on Enterprises with a value equivalent to or greater than 35% | Paragraph 1, Article 167 of Law on Enterprises 2020 |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|--------------|---------------|--------------------------------|---------------------------------|-------------|
| Old Charten | Name Charatan | Old Charter | New Charter | |
| Old Charter | New Charter | of total value of | of total value of | |
| | | | of total value of assets of the | |
| | | | | |
| | | company as | company as | |
| | | recorded in the | recorded in the latest | |
| | | latest audited | audited financial | |
| | | financial statements; | statements; | |
| | | | | |
| CI 10 | Cl 10 | 2 N C .1 | 2 N (C (1 | A .: 1 142 |
| Clause 18. | Clause 18. | 3. Notice of the | 3. Notice of the | Article 143 |
| Convene for | | General Meeting of | | |
| Shareholders | Shareholders | | Shareholders is sent | 1 |
| Meeting, | Meeting, | to all shareholders | to all shareholders | 2020 |
| meeting | meeting | by a secured method | by a secured method | |
| agenda and | agenda and | and simultaneously | and simultaneously | |
| announceme | announceme | published on the | published on the | |
| nt of | nt of | websites of the | websites of the | |
| convocation | convocation | company and State | company and State | |
| | | Securities | Securities | |
| | | Commission, Stock | , | |
| | | Exchange (for the | | |
| | | _ | companies listed or | |
| | | | registered for | |
| | | trading). The | trading). The | |
| | | convener of | convener of | |
| | | Shareholder | Shareholder Meeting | |
| | | Meeting must send | must send the | |
| | | the meeting | meeting invitation to | |
| | | invitation to all | all shareholders in | |
| | | shareholders in the | the list of those | |
| | | list of those entitled | entitled to attend the | |
| | | to attend the | meeting at least 21 | |
| | | meeting at least 10 | (twenty one) days | |
| | | (ten) days before the | before the opening | |
| | | opening date of the | date of the | |
| | | Shareholder | Shareholder Meeting | |
| | | Meeting (from the | (from the date on | |
| | | date on which the | which the notice is | |
| | | notice is duly sent or | duly sent or | |

| Cla | nuse | Contents of the Old Charter | Contents of the New Charter | Note |
|-------------|-------------|---|--|-------------------------------------|
| Old Charter | New Charter | | | |
| | | dispatched, billed or deposited in the mailbox) | dispatched, billed or deposited in the mailbox) | |
| Paragraph 5 | Paragraph 5 | 5. Convener of Shareholder Meeting has the right to refuse the proposals related to Paragraph 4 of this Clause in one of the following cases a. The proposal is not forwarded in time or with incorrect content b. At the proposed time, shareholder or group of shareholders does not have at least 5% of common shares during at least six (06) consecutive months as prescribed in Paragraph 3, Clause 12 of this Charter c. The proposed issues do not fall inside the jurisdiction of Shareholder Meeting; | 5. Convener of Shareholder Meeting has the right to refuse the proposals related to Paragraph 4 of this Clause, such person has to reply in writting form and explain the reasons clearly at least 2 days before the opening date of Genernal Meeting of Sharehoders Convener of Shareholder Meeting can only refuse the proposals in one of the following cases a. The proposal is not forwarded in time or with incorrect content b. At the proposed time, shareholder or group of shareholders does not have at least 5% of common shares during at least six (06) consecutive | Article 142 Law on Enterprises 2020 |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|-------------------|-------------------|---|---|----------------|
| Old Charter | New Charter | | | |
| Old Charter | New Charter | d Other cases are in line with law and this Charter | months as prescribed in Paragraph 3, Clause 12 of this Charter c. The proposed issues do not fall inside the jurisdiction of Shareholder Meeting; | |
| Clause 19. | Clause 19. | 1. Shareholder | 1. Shareholder | Article 142 |
| Conditions | Conditions | Meeting may be | Meeting may be | Law on |
| to organize | to organize | conducted when | conducted when | Enterprises |
| General | General | there is participation | there is participation | 2020 |
| Meeting of | Meeting of | of a number of | of a number of | |
| Shareholders | Shareholders | shareholders | shareholders | |
| | | _ | representing at least | |
| | | 51% of shares with | 50% of shares with | |
| | | voting rights | voting rights | |
| Clause 20. | Clause 20. | 7. The chairperson | _ | |
| | | | may postpone the | |
| meeting and | _ | | meeting if there is | |
| voting at | voting at | • | * | • |
| Shareholder | Shareholder | of the Assembly with sufficient | the Assembly with sufficient number of | 2020 |
| Meeting | Meeting | with sufficient number of | participants in line | |
| | | participants in line | with paragraph 8, | |
| | | with paragraph 8, | | |
| | | Article 142 of Law | on Enterprises | |
| | | on Enterprises | | |
| | | | | |
| Clause 21. | Clause 21. | 1. Except the cases | 1. A resolution on | Article 148 of |
| Passing a | Passing a | specified at | the following | |
| resolution at | <u>o</u> | paragraphs 2 and 3 | contents is passed if | Enterprises |
| the General | the General | of this Clause, | it is approved by the | 2020 |
| Meeting of | Meeting of | decisions made at | number of | |
| Shareholders | Shareholders | Shareholder | shareholders | |

| Clause | Old Charter | | IN (ATA) |
|---------------------------|----------------------|-----------------------|----------|
| | Old Charter | New Charter | Note |
| Old Charter New Charter | | | |
| | Meeting on the | representing [65%] | |
| | issues mentioned | or more of the total | |
| | below are subject to | number of votes of | |
| | pass when at least | all attending | |
| | 51 % of total votes | shareholders, except | |
| | is for acceptance; | for the case | |
| | such votes must be | specified in | |
| | from the | paragraph 3, 4 and 6 | |
| | shareholders | Article 148 of the | |
| | entitled to vote | Law on Enterprises: | |
| | present in person or | • | |
| | through an | a) Type of shares | |
| | authorized | and total number of | |
| | representative | shares of each | |
| | present at the | category; | |
| | General Meeting of | b) Change of | |
| | Shareholders | business line and | |
| | a. Approval of | function; | |
| | annual financial | c) Change of the | |
| | report | Company's | |
| | b. Short-term and | organizational | |
| | long-term plans for | structure and | |
| | development of the | management | |
| | Company | d) Investment | |
| | c. Dismissing, | projects or asset | |
| | termination, change | sales with a value of | |
| | of members of | 35% or more of the | |
| | Directors Board and | total asset value | |
| | Supervisory Board, | recorded in the most | |
| | and reporting the | | |
| | appointment of | statements of the | |
| | General Director by | Company; | |
| | Board of Directors. | - | |
| | | đ) Reorganization | |
| | 2. Election of | and liquidation of | |
| | members of | the Company | |
| | Directors Board and | 2. Resolutions are | |
| | Supervisory Board | passed when they | |

| Clau | | Contents of the | Contents of the | Note |
|---------------|---------------|-----------------------|------------------------|-------------|
| | | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | meeting | | |
| | | 4. Resolutions of | | |
| | | Shareholder | | |
| | | Meeting passed by | | |
| | | 100% of the total | | |
| | | number of voting | | |
| | | shares are legal and | | |
| | | effective even when | | |
| | | the order and | | |
| | | procedures for | | |
| | | passing such | | |
| | | resolutions are not | | |
| | | implemented as | | |
| | | prescribed | | |
| Clause 22 | Clause 22 | 9. A resolution | 9. A resolution | Article 148 |
| Competence | Competence | passed in form of | passed in form of | Law on |
| and | and | gathering | gathering | Enterprises |
| procedure of | procedure of | shareholders' | shareholders' | 2020 |
| consulting | consulting | written opinions | written opinions | |
| shareholders | shareholders | must be approved | must be approved | |
| in writing to | in writing to | by the number of | by the number of | |
| | _ | shareholders | shareholders | |
| | | representing at least | representing at least | |
| Shareholders | Shareholders | 51% of the total | 50% of the total | |
| ' Meeting | ' Meeting | number of voting | number of voting | |
| | | shares and is also | shares and is also | |
| | | valid as the | valid as the | |
| | | resolution passed at | resolution passed at | |
| | | the General Meeting | the General Meeting | |
| | | of Shareholders. | of Shareholders. | |
| | | | | |

| CI. | | Contents of the | Contents of the | NIA |
|-------------|--------------------|----------------------|-----------------------|--------------|
| Cla | use | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| Clause 25. | Clause 25. | 2. The shareholders | 2. A shareholder or | Paragraph 5 |
| Candidacy, | Candidacy, | holding common | group of | Article 115, |
| nomination | nomination | shares for a | shareholders holding | Law on |
| of Board of | of Board of | consecutive period | 10% or more of the | Enterprises |
| Directors' | Directors' | of at least six (6) | total number of | 2020 |
| members | members | months have the | common shares or | |
| | | right to combine the | more has the right to | |
| | | number of voting | nominate candidates | |
| | | rights to nominate | | |
| | | candidates to the | | |
| | | Board of Directors. | Supervisory Board, | |
| | | A shareholder or | stating as follows: | |
| | | group of | | |
| | | shareholders | than 30% to | |
| | | | nominate up to two | |
| | | less than 10% of the | - | |
| | | total number of | | |
| | | shares with voting | | |
| | | _ | nominate up to three | |
| | | nominate one (01) | (03) candidates; | |
| | | ` ' | | |
| | | · · | than 50% to | |
| | | | nominate up to four | |
| | | to two (02) | • | |
| | | candidates; from | | |
| | | 30% to less than | than 60% to | |
| | | 40% to nominate up | | |
| | | to three (03) | - | |
| | | candidates; from | | |
| | | 40% to less than | than 70% to less | |
| | | 50% to nominate up | | |
| | | | (06) candidates; | |
| | | ` / | | |
| | | , | | |
| | | 50% to less than | nominate up to | |
| | | 60% to nominate up | seven (07) | |
| | | to five (05) | candidates; and from | |
| | | candidates; from | | |
| | | 60% to less than | 90% nominate up to | |

| Cla | N.CO | Contents of the | Contents of the | Note |
|-------------|--------------------|------------------------|----------------------|------|
| Cia | use | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | 70% to nominate up | eight (08) | |
| | | to six (06) | candidates. | |
| | | candidates; from | In case the number | |
| | | 70% to 80% to | of candidates | |
| | | nominate up to | nominated by a | |
| | | seven (07) | shareholder or group | |
| | | candidates; and | of shareholders is | |
| | | from 80% to less | lower than the | |
| | | than 90% nominate | number of | |
| | | up to eight (08) | candidates they are | |
| | | candidates. | entitled to nominate | |
| | | 3. In case the | under a decision of | |
| | | number of | the General Meeting | |
| | | | | |
| | | of Directors through | remaining number | |
| | | nomination and | _ | |
| | | candidacy is still | be determined by the | |
| | | insufficient, the | Board of Directors, | |
| | | incumbent Board of | the Supervisory | |
| | | Directors may | Board and other | |
| | | nominate more | shareholders. | |
| | | candidates or | | |
| | | organize the | | |
| | | nomination under | | |
| | | the mechanism | | |
| | | stipulated by the | | |
| | | company in the | | |
| | | internal regulations | | |
| | | on corporate | | |
| | | governance. | | |
| | | Procedures for the | | |
| | | incumbent Board of | | |
| | | Directors to | | |
| | | introduce candidates | | |
| | | to the Board of | | |
| | | Directors must be | | |
| | | clearly announced | | |
| | | and approved by the | | |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|-------------|-------------|---|------------------------------------|--------------|
| Old Charter | New Charter | | | |
| | | General Meeting of Shareholders before proceeding to nominate as prescribed by law. | | |
| Clause 26. | Clause 26. | 1. The number of | 1. The number of | Article 154, |
| Composition | Composition | members of Board | members of Board | Law on |
| and term of | and term of | of Directors is at | of Directors is at | Enterprises |
| members of | members of | least five (5) and at | least five (5) and at | 2020 |
| Board of | Board of | most eleven (11). | most eleven (11). | |
| Directors | Directors | The term of a | The term of a | |
| | | member shall not | member shall not | |
| | | exceed five (5) | exceed five (5) years | |
| | | years and may be re- | and may be re- | |
| | | elected for a | elected for a | |
| | | limitless terms. | limitless terms. | |
| | | | An individual can | |
| | | | only be elected as an | |
| | | | independent member of the Board of | |
| | | | Directors of a | |
| | | | company for no | |
| | | | more than 2 | |
| | | | consecutive terms | |
| | | | | |
| Paragraph 2 | Paragraph 2 | 2. Member structure | 2. Member structure | Paragraph 4 |
| | | of Board of | of Board of | Article 276 |
| | | Directors is as | Directors is as | |
| | | follows: Total | follows: | 155/2020/NÐ- |
| | | number of | The total number of | СР |
| | | independent non- | independent | |
| | | executive directors | members of the | |
| | | must constitute at | Board of Directors | |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|-------------|-------------|---|--|-------------|
| Old Charter | New Charter | | | |
| Old Charter | New Charter | least one-third (1/3) of total Director Board members. | must abide by the following regulations: a) Having at least 01 independent member in case the Company has 03 to 05 members of the Board of Directors; b) Having at least 02 independent members in case the Company has 06 to 08 members of the Board of Directors; c) Having at least 02 independent members in case the Company has 09 to | |
| | | | 11 members of the | |
| | | | Board of Directors | |
| Clause 27. | Clause 27. | 3. The following | 3. The following | Article 167 |
| Powers and | Powers and | issues must be | issues must be | Law on |
| duties of | duties of | approved by Board | approved by Board | - |
| Board of | Board of | of Directors: | of Directors: | 2020 |
| Directors | Directors | c. Within the scope specified in Paragraph 2, Article 149 of Enterprises Law and except for the case specified in Paragraph 2, Article 135 and Section 1, Paragraph 3, Article 162 of Enterprises Law, and as approved by Shareholders'Assembly, Board of Directors shall | c. Within the scope specified in Paragraph 2, Article 153 of Enterprises Law and except for the case specified in Paragraph 2, Article 138 and Section 1, Paragraph 3, Article 167 of Enterprises Law, and as approved by Shareholders'Assembly, Board of Directors shall | |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|---|---|--|--|---|
| Old Charter | New Charter | | | |
| | | decide on implementation, amendment and cancellation of company contracts | decide on implementation, amendment and cancellation of company contracts | |
| Clause 29. Chairman of Board of Directors | Clause 29. Chairman of Board of Directors | | 1. The Chairman of the Board of Directors is elected, dismissed by the Board of Directors from the members of the Board of Directors. The Chairman of the Board of Directors is not also the General Director. | Article 156 Law on |
| Clause 31. Sub- committees under Board of Directors | Clause 31. Sub- committees under Board of Directors | 1. Based on the organizational structure in the Charter approved by General Meeting of Shareholders, Board of Directors shall decide to establish sub-committees to support the operation of Board of Directors, including: - Subcommittee of strategy; - Subcommittee of personnel, salary and bonus; and | 1. Based on the organizational structure in the Charter approved by General Meeting of Shareholders, Board of Directors shall decide to establish sub-committees to support the operation of Board of Directors, including: - Subcommittee of strategy; - Subcommittee of personnel, salary and bonus; and | Resolution no. 38/NQ-HĐQT-IMP of the Board of Directors dated on 11 August 2020 |

| Cla | use | Contents of the Old Charter | Contents of the New Charter | Note |
|--------------|--------------|-----------------------------------|---|---------|
| Old Charter | New Charter | | | |
| | | - Subcommittee of internal audit. | - Subcommittee of internal audit and risk management. | |
| Clause 35. | Clause 35. | 1. The Board of | 1. Board of | Item c, |
| Appointment | | Directors will | Directors will | , |
| , dismissal, | , dismissal, | | appoint a Board | |
| duties and | duties and | member or another | member or another | |
| power of | power of | person as General | person as General | |
| General | General | Director and will | Director and will | 2020 |
| Director | Director | sign a contract | sign a contract | |
| | | stipulating salary, | stipulating salary, | |
| | | remuneration, and | remuneration, and | |
| | | other benefits. | other benefits. | |
| | | Information on | Information on | |
| | | remuneration, salary | remuneration, salary | |
| | | and other benefits of | and other benefits of | |
| | | General Director | General Director | |
| | | shall be reported at | shall be reported at | |
| | | | the annual General | |
| | | • | Meeting of | |
| | | Shareholders, | Shareholders, | |
| | | presented in a | * | |
| | | separate section in | • | |
| | | the annual financial | the annual financial | |
| | | statement and and | | |
| | | included in annual | included in annual | |
| | | report of the | report of the | |
| | | company (Item c, | company (Item c, | |
| | | Paragraph 2, Clause 158 of Law on | Paragraph 2, Clause 163 of Law on | |
| | | 158 of Law on Enterprises | 163 of Law on Enterprises | |
| | | stipulating that the | stipulating that the | |
| | | remuneration and | remuneration and | |
| | | salary of General | salary of General | |
| | | Director shall be | Director shall be | |
| | | decided by Board of | | |
| | | accided by Board of | accided by Board of | |

| Clause | | Contents of the Old Charter | Contents of the New Charter | Note |
|-------------|-------------|---|---|---------------|
| Old Charter | New Charter | | | |
| | | Directors). | Directors). | |
| Clause 37 | Clause 37 | 1. The number of | 1. The number of | Paraghaph 1, |
| Inspectors | Inspectors | inspectors of the | inspectors of the | Clause 169 of |
| | | company is three | company is three | |
| | | (03). The tenure of | (03). The tenure of | • |
| | | an inspector is not | an inspector is not | 2020 |
| | | more than five (05) | more than five (05) | |
| | | years and he may be | years and he may be | |
| | | re-elected with a | re-elected with a | |
| | | limitless number of | limitless number of | |
| | | terms. | terms. | |
| | | 2. An inspector must satisfy the criteria | 2. An inspector must satisfy the criteria | |
| | | and conditions | and conditions | |
| | | specified in | specified in | |
| | | Paraghaph 1, Clause | Paraghaph 1, Clause | |
| | | 164 of Law on | 169 of Law on | |
| | | Enterprises, the | Enterprises, the | |
| | | Company's Charter | Company's Charter | |
| | | and not fall into the | and not fall into the | |
| | | following cases: | following cases: | |
| | | a) Working in the | a) Working in the | |
| | | Accounting and | Accounting and | |
| | | Finance Department | Finance Department | |
| | | of the Company | of the Company; | |
| | | b) Being a member | _ | |
| | | or employee of the | or employee of the | |
| | | independent audit | independent audit | |
| | | firm that audits the | firm that audits the | |
| | | financial statements | financial statements | |
| | | of the company in | of the company in | |

| Clause | | Contents of the | Contents of the | Note |
|-------------|-------------|-----------------------|-------------------------|----------------|
| | | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | the preceding three | the preceding three | |
| | | (03) years. | (03) years. | |
| | | 3. Inspectors elect | 3. The Supervisors | Article 168 of |
| | | one (01) one of | elect one (01) one of | Law on |
| | | them to act as Chief | them to be the Head | Enterprises |
| | | Inspector based on | of the Committee | 2020 |
| | | the majority rule. | based on the | |
| | | Chief Inspector | majority rule. The | |
| | | must be a | Head of the | |
| | | professional auditor | Supervisory Board | |
| | | or accountant and | must have a | |
| | | work full-time at | university or higher | |
| | | the company. The | degree in one of the | |
| | | Chief Inspector is | majors in | |
| | | entitled to the | economics, finance, | |
| | | following rights and | accounting, | |
| | | responsibilities: | auditing, law, | |
| | | a. Convening a | business | |
| | | meeting of the | administration or a | |
| | | Supervisory Board | major related to the | |
| | | b. Requesting the | business activities | |
| | | Board of Directors, | of the business. The | |
| | | Director (General | Head of the | |
| | | Director) and other | Supervisory Board | |
| | | executives to | has the following | |
| | | provide relevant | rights and | |
| | | information to | responsibilities: | |
| | | report to the | a. Convening a | |
| | | Supervisory Board; | meeting of the | |
| | | c. Preparing and | Supervisory Board | |
| | | signing reports of | b. Requesting the | |
| | | Supervisory Board | Board of Directors, | |
| | | after consulting with | Director (General | |
| | | Board of Directors | Director) and other | |
| | | to submit to General | executives to provide | |
| | | Meeting of | relevant information to | |
| | | Shareholders | report to the | |
| | | | Supervisory Board; | |

| Clause | | Contents of the | Contents of the | Note |
|---------------|--------------------|-----------------------|-----------------------|----------------|
| | | Old Charter | New Charter | Note |
| Old Charter | New Charter | | | |
| | | | c. Preparing and | |
| | | | signing reports of | |
| | | | Supervisory Board | |
| | | | after consulting with | |
| | | | Board of Directors to | |
| | | | submit to General | |
| | | | Meeting of | |
| | | | Shareholders | |
| Clause 38. | Clause 38. | 1. The Supervisory | 1. The Supervisory | Article 170 of |
| Supervisory | Supervisory | Board is entitled to | Board is entitled to | Law on |
| Board | Board | the rights and | the rights and | Enterprises |
| | | obligations | obligations | 2020 |
| | | prescribed in Article | prescribed in Article | |
| | | 165 of Enterprises | 170 of Law on | |
| | | Law and the | Enterprises and the | |
| | | following: | following: | |
| | | | | |
| Article 40. | Article 40. | 1. Directors Board | 1. Directors Board | Article 164 of |
| Responsibilit | Responsibilit | members, | members, | Law on |
| y to be | y to be | inspectors, General | inspectors, General | Enterprises |
| honest and | honest and | Director and other | Director and other | 2020 |
| avoid | avoid | executives must | executives must | |
| conflicts of | conflicts of | publicize their | publicize their | |
| interest | interest | related benefits in | related benefits in | |
| | | line with Article | line with Article 164 | |
| | | 159 of Law on | of Law on | |
| | | Enterprises and | Enterprises and | |
| | | other State | other State | |
| | | regulations | regulations | |
| | | | | |

The above issues are some suggestions to amend and supplement the Charter, submitted to the General Meeting of Shareholders for approval.

ON BEHALF OF THE BOARD OF DIRECTORS CHAIRMAN

Mr. Nguyen Quoc Dinh