

PROPOSAL

(On amending the Charter and regulations subject to the GMS approval)

To: GENERAL MEETING OF SHAREHOLDERS

In 2023, Saigon - Hanoi Securities Joint Stock Company (SHS) made one (01) modification according to Resolution No. 01-2023/NQ-AGM dated 04/23/2023 of the 2023 Annual General Meeting of Shareholders the following documents:

- The Company's Charter;
- Internal regulations on company governance;
- Regulations on organization and operations of the Board of Directors;
- Regulations on organization and operations of the Supervisory Board;
- Regulations on organization of online Annual General Meetings of Shareholders and electronic voting, remote voting.

The Company's Charter and regulations approved by the Annual General Meeting of Shareholders take effect from 04/28/2023, are sole and replace charters and regulations that were previously issued and fully disclosed in accordance with legal regulations.

According to the Company's operational reality and planned changes to the organizational management, governance and control structure, the headquarters relocation, the capital increase plan in the near future, several provisions of SHS' Charter and regulations within the approval authority of the General Meeting of Shareholders need to be amended and supplemented to ensure the following criteria:

- Demonstrating the positive commitment of the Company to accompany the State Management Agencies in implementing the development policy and market upgrade through proactive action, actively innovating governance and management structure of the Company and standardizing corresponding content in the Charter and related documents.
- Enhancing the protection of rights and ensuring the balanced interests of shareholders, investors and partners; improving governance quality and corporate responsibility; strengthening transparency, legal compliance, financial safety and risk management;
- Completing the Charter and internal regulations system of SHS to be legally compliant, with standardized content suitable for operational reality, creating a legal environment for stable, sustainable, transparent development of the Company, meeting integration and development requirements of SHS within the financial system and securities market.

Respectfully submit to the General Meeting of Shareholders for consideration and approval the following proposals of the Board of Directors:

1. Approving the proposal to amend the Charter of Saigon - Hanoi Securities JSC, along with the regulations subject to the approval authority of the General Meeting of Shareholders, with fundamental and essential adjustments, amendments and supplements as outlined in the

Appendix accompanying this proposal (*already published on the Company's website <https://dhcd.shs.com.vn/> and in the documents of the Annual General Meeting of Shareholders*).

2. Approving and authorizing the Board of Directors on behalf of the Company to undertake the following tasks:

Based on the amended and supplemental contents of Company Charter contents, and the regulations subject to the approval authority of the General Meeting of Shareholders, along with the guidelines, regulations and requirements of laws and competent state management agencies:

- 2.1 Drafting, updating, editing and amending the content of relevant provisions, clarifying necessary contents, adjusting the order of Chapters/Articles/Sections/Points, etc., in the Company's Charter, the regulations subject to the approval authority of the General Meeting of Shareholders and other relevant internal documents;
- 2.2 Issuing the Charter, regulations subject to the approval of the General Meeting of Shareholders and other related documents that reflect the amendments and supplements according to the resolutions/policies approved by the General Meeting of Shareholders;
- 2.3 For the amendments and supplements to Article 3 of the Company's Charter regarding the Legal Representative of the Company (in Section 3 of the Appendix accompanying this proposal), in addition to the authorized tasks stated in 2.1 and 2.2 above, the General Meeting of Shareholders authorizes the Board of Directors to perform the following tasks:
 - (i) Amending and supplementing contents related to the Company's Legal Representative as approved by the General Meeting of Shareholders in the Appendix accompanying this proposal.
 - (ii) Selecting and deciding the effective date for the amended and supplemental contents in the Charter related to the Legal Representative of the Company and the timing of supplemental registration of the Company's Legal Representative.
 - (iii) Implementing administrative and legal procedures; signing and issuing relevant documents as guided by laws and state management agencies.
3. The Board of Directors is responsible for reporting to the General Meeting of Shareholders at the latest annual meeting on implementing the authorized tasks mentioned above.
4. The full text of the Charter and regulations subject to the approval of the General Meeting of Shareholders and other related internal documents will be disclosed and reported to all shareholders, investors and state management agencies in accordance with legal regulations.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincerely!

**O.B.H. THE BOARD OF DIRECTORS
CHAIRMAN
(signed)**

Recipients:

- As above;
- Information disclosure; Stock Exchanges; State Securities Commission;
- Archived by: Document department, the BOD's Office.

DO QUANG VINH

APPENDIX

DETAILS OF AMENDMENTS TO THE CHARTER SAI GON-HA NOI SECURITIES JSC

(Annex attached to Proposal No. 13-2024/TTr-DHDCD dated [date] / [month] / 2024)

TT	Content	Request amendments, Supplements	REASON/BASIS/NOTES
1.	<p>Article 1. Explanation of Terms</p> <p>1.f. "Company Manager" includes Members of the Board of Management, Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Branch Directors, and other titles as determined by the Board of Management.</p>	<p>Article 1. Explanation of Terms</p> <p>1.f. "Company Manager" includes the Chairman of the Board of Management, Members of the Board of Management, Chief Executive Officer, and other individuals appointed by the Board of Management as Management Officers (clearly stated in the appointment decision as "Management Officer") and in compliance with relevant legal regulations.</p>	<p>According to Article 24, Clause 4 of the Enterprise Law.</p>
2.	<p>Article 3. Legal Representative</p> <p>1. The Chief Executive Officer is the legal representative of Saigon - Hanoi Securities Joint Stock Company.</p> <p>2. The legal representative represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as the party requesting resolution of civil matters, plaintiffs, defendants, persons with rights, obligations related to Arbitration, Courts, and other rights, obligations as stipulated in Articles 12 and 13 of the</p>	<p>Article 3. Legal Representatives</p> <p>1. The Chairman and the Chief Executive Officer are the legal representatives of Saigon - Hanoi Securities Joint Stock Company.</p> <p>2. The scope and authority of representation of the Chairman and the Chief Executive Officer are as follows:</p> <p>2.1 SHS Chief Executive Officer performs the functions, powers, and responsibilities of the legal representative of the Company in all activities of the Company (including representing the Company in working with the Securities Commission, providing information, documents,</p>	<p>The content of amendments and supplements related to the issue of the Company's legal representatives will be delegated by the General Meeting of Shareholders to the Board of Management for selection and determination of the effective date of implementation, as well as the timing of registering</p>

	<p>Enterprise Law and other relevant legal provisions.</p> <p>3. Responsibilities of the legal representative of the enterprise:</p> <p>a) Perform delegated rights and obligations honestly, carefully, and to the best of ensuring the legitimate interests of the enterprise;</p> <p>b) Be loyal to the interests of the enterprise; not abuse their position, title, and use information, trade secrets, business opportunities, other assets of the enterprise for personal gain or serve the interests of other organizations, individuals;</p> <p>c) Timely, fully, accurately notify the enterprise of the enterprises in which they or their related persons are shareholders, capital contributors according to the provisions of the Enterprise Law, Securities Law, Company Charter, and related legal regulations.</p> <p>d) The legal representative of the enterprise is personally responsible for damages to the enterprise due to violations of the responsibilities</p>	<p>reports, and disclosure of information) and automatically terminates the status of the legal representative of the Company when the General Director falls into one of the following cases:</p> <p>i. Death or disappearance,</p> <p>ii. Being prosecuted for criminal liability, detained, serving a prison sentence, undergoing administrative penalties at compulsory detoxification facilities or compulsory educational institutions,</p> <p>iii. Being restricted or deprived of civil act capacity, having difficulties in perception, behavior control,</p> <p>iv. Being prohibited by the Court from holding office, practicing a profession, or engaging in securities business activities,</p> <p>v. According to the decision, resolution of the General Meeting of Shareholders or the Board of Management of the Company,</p> <p>vi. Other cases leading to the Chief Executive Officer being unable to continue as the legal representative of the Company as prescribed by law and/or regulations, instructions, requirements of competent authorities.</p> <p>2.2 When the Chief Executive Officer terminates the status of legal representative of the Company in the cases specified in Clause 2.1 of this Article,</p>	<p>additional legal representatives for the Company, according to Proposal No. 13-2024/TTr-DHDCD.</p>
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<p>stipulated in points a, b, c of this Clause.</p> <p>4. The legal representative of the Company must reside in Vietnam</p> <p>5. Before leaving Vietnam, the legal representative must authorize in writing another individual residing in Vietnam and capable of performing the rights and obligations of the legal representative.</p> <p>In this case, the legal representative still bears responsibility for the delegated rights and obligations.</p> <p>6. In case the authorization period according to Clause 5 of this Article expires and the legal representative has not returned to Vietnam and there is no other authorization, the authorized person continues to exercise the rights and obligations of the legal representative within the scope delegated until the legal representative of the Company returns to work at the Company, or until the Board of Management decides to appoint another person as the legal representative of the Company.</p> <p>7. In case of absence from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative of the Company, or in case of death, disappearance, being</p>	<p>the Chairman of the Board of Management automatically performs the functions, powers, and responsibilities of the legal representative of the Company in all activities of the Company (including representing the Company in providing and working with the Securities Commission).</p> <p>3. Each legal representative of the Company is independently responsible for the tasks performed as the legal representative of the Company compared to the other legal representative(s) of the Company.</p> <p>4. In addition to the rights and obligations stipulated in this Charter, the legal representative(s) of the Company have other rights and obligations according to the provisions of the law.</p> <p>5. The Company must ensure that there is always at least one legal representative residing in Vietnam. When there is only one legal representative residing in Vietnam, if this person leaves Vietnam, they must authorize in writing another individual residing in Vietnam to perform the rights and obligations of the legal representative. In this case, the legal representative still bears responsibility for the delegated rights and obligations.</p> <p>6. In case the authorization period specified in Clause 5 of this Article expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person continues to perform the rights</p>	
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	<p>prosecuted for criminal liability, being detained, serving a prison sentence, serving administrative handling measures at compulsory drug detoxification establishments, compulsory educational institutions, being restricted or deprived of civil act capacity, having difficulties in perception, behavior control, being prohibited by the Court from holding office, practicing a profession, or doing certain work, the Board of Management appoints another person as the legal representative of the Company.</p> <p>8. In case SHS Chief Executive Officer is the legal representative or dies, disappears, is prosecuted for criminal liability, is detained, serving a prison sentence, serving administrative handling measures at compulsory drug detoxification establishments, compulsory educational institutions, being restricted or deprived of civil act capacity, having difficulties in perception, behavior control, being prohibited by the Court from holding office, practicing a profession, or doing certain work, or after being relieved from the position of SHS Chief Executive Officer or being dismissed, and the Company has not appointed a new Chief Executive Officer,</p>	<p>and obligations of the legal representative of the Company until the legal representative of the Company returns to work at the Company or until the Board of Management decides to appoint another person as the legal representative of the Company.</p> <p>7. If the Company has only one legal representative and this person is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the legal representative of the Company or falls into one of the other cases resulting in the termination of the status of legal representative as stipulated for the Chief Executive Officer in Clause 2.2, Point 2 of this Article, then the Board of Management appoints another person as the legal representative of the Company.</p> <p>8. In some special cases, the Court, other competent litigation agencies have the right to appoint an individual as the legal representative of the Company during the litigation process at the Court in accordance with legal provisions.</p>	
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	<p>then the Chairman of the Board of Management is the legal representative of the Company until the Board of Management appoints another person to the above position.</p> <p>9. In some special cases, the Court, other competent litigation agencies have the right to appoint an individual as the legal representative of the Company during the litigation process at the Court in accordance with legal provisions.</p>		
3.	<p>Article 28. Convocation of Meetings, Meeting Agenda, and Notice of Shareholders' General Meeting</p> <p>10. Shareholders or shareholder groups as regulated in Article 22 Clause 2 of this Charter have the right to propose issues to be included in the agenda of the Shareholders' General Meeting.</p> <p>Proposals must be in writing and must be sent to the Company no later than 5 working days before the opening date of the meeting.</p>	<p>Article 28. Convocation of Meetings, Meeting Agenda, and Notice of Shareholders' General Meeting</p> <p>10. Shareholders or shareholder groups as regulated in Article 22 Clause 2 of this Charter have the right to propose issues to be included in the agenda of the Shareholders' General Meeting.</p> <p>Proposals must be in writing and must be sent to the Company no later than 3 working days before the opening date of the meeting.</p>	
4.	<p>Article 37. Powers and Duties of the Board of Directors</p> <p>2. The powers and duties of the Board of Directors are determined by laws, the Company's Charter, internal regulations, and</p>	<p>Removing point s) from Article 37, Paragraph 2:</p>	<ul style="list-style-type: none"> - In compliance with the provisions of the Enterprise Law. - In line with the standard charter of the public

	<p>resolutions of the Shareholders' General Meeting.</p> <p>Specifically, the Board of Directors has the following powers and duties:</p> <p>h) Approval of contracts for purchases, sales, loans, lending, and other transactions with a value of 35% or more of the total value of assets as recorded in the most recent financial report of the Company, excluding contracts and transactions under the authority of the Shareholders' General Meeting as stipulated in Article 5 of Article 24 of this Charter;...</p> <p>s) Decision-making on borrowing and the implementation of mortgages, guarantees, sureties, and compensation for the Company;</p>		<p>company.</p> <p>- The current standard charter of the public company has removed the provisions stated in point s) of Article 37, Paragraph 2 of the charter. The authority to approve borrowing and the execution of mortgages, guarantees, warranties, and compensations of the Company is carried out according to the provisions stated in point h) of Article 37, Paragraph 2 of the charter.</p>
5.	<p>Point q Clause 2 Article 37</p> <p>q) With regard to contracts and transactions within the authority approved by the Shareholders' General Meeting as prescribed in Article 1 and Article 3 of Article 167 of the Enterprise Law, the Board of Directors shall decide on the implementation, modification, and cancellation of large contracts and transactions of the Company (including contracts, transactions for purchases, sales, mergers, acquisitions of the Company, and joint</p>	Omit point q Clause 2 Article 37	<p>- Removal for streamlining the charter, as delegating authority to the Board of Directors to implement plans/transactions approved by the General Meeting of Shareholders is typically specified in each specific resolution.</p>

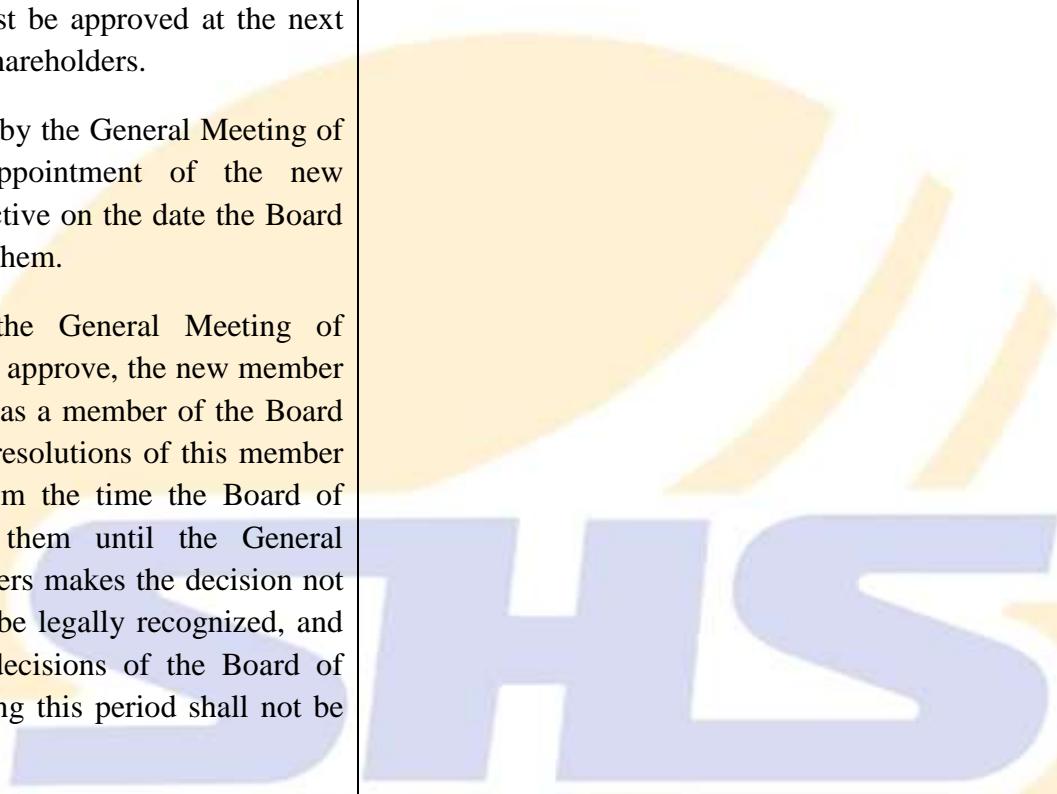
	ventures);		
6.	<p>Article 37. Powers and Duties of the Board of Directors</p> <p>dd) Paragraph 2: Submitting to the Shareholders' General Meeting for consideration matters under this Article 3;</p>	<p>"Submit to the General Meeting of Shareholders for approval <u>those matters falling within the authority of the General Meeting of Shareholders to approve.</u>"</p>	<p>Removal for streamlining the charter, avoiding redundancy between Paragraph 3 of Article 37 and some other provisions of the charter.</p>
7.	<p>Article 37, Paragraph 3</p> <p>3. Submitting to the Shareholders' General Meeting for consideration:</p> <p>a) Development orientation of the Company;</p> <p>b) Annual business development plan and budget;</p> <p>c) Amendments, supplements to the Charter and internal regulations on the Company's governance, the Charter of the Board of Directors' Organization and Operation, documents, regulations, and rules under the authority of the Shareholders' General Meeting;</p> <p>d) Increase or decrease in the charter capital of the Company;</p> <p>e) Types of shares and the total number of shares of each type entitled to be offered for sale; decision on the annual dividend rate for each</p>	<p>Omit the entire Clause 3 of Article 37.</p>	

<p>type of shares;</p> <p>f) Issuance of convertible bonds and warrants allowing shareholders to purchase shares at a predetermined price;</p> <p>g) Annual audited financial report;</p> <p>h) Report on the activities of the Board of Directors submitted to the annual Shareholders' General Meeting as stipulated in point c of Article 139 of the Enterprise Law, the Company's Charter, and ensuring the contents according to Article 280 Decree 155/2020 / ND-CP;</p> <p>i) Distribution plan, use of profits, and establishment of reserves;</p> <p>j) Restructuring, dissolution, or bankruptcy request of the Company;</p> <p>k) Election, dismissal, or removal of members of the Board of Directors, members of the Supervisory Board;</p> <p>l) Decision on investment or sale of assets with a value of 35% (thirty-five percent) or more of the total value of assets as recorded in the most recent financial report of the Company;</p> <p>m) Decision on repurchase of shares within the</p>		
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	<p>authority of the Shareholders' General Meeting;</p> <p>n) Review, handle violations of members of the Board of Directors, members of the Supervisory Board causing damage to the Company and shareholders of the Company;</p> <p>o) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors, the Supervisory Board;</p> <p>p) Other issues under the authority of the Shareholders' General Meeting as stipulated in Article 25 of this Charter and according to the provisions of the law.</p>		
8.	<p>Article 37, Paragraph 10</p> <p>10. Unless otherwise provided by law and the Charter, the Board of Directors may delegate in writing to lower-level employees and managerial officers to represent the Company in handling tasks on behalf of the Company</p>	Omit the entire Clause 10 of Article 37.	Omit for conciseness of the Articles of Association. If the Articles of Association do not prohibit delegation, delegation shall be carried out in accordance with the provisions of the law and the internal documents of each period.
9.	<p>Clause 12 of Article 37</p> <p>12. Other rights and responsibilities as prescribed by law.</p>	Omit the entire Clause 12 of Article 37	Omit to avoid redundancy between Clause 12 of Article 37 and point ee of Clause 2 of Article 37. (<i>ee. Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other</i>

			<i>provisions of the law, and the Company's Articles of Association.)</i>
10.	<p>Point b of Article 12, Clause 42 states:</p> <p>A member of the Board of Directors shall not be counted in the minimum number of representatives required to be present in order to convene a Board of Directors meeting regarding decisions in which that member does not have the right to vote.</p>	Omit the entire provision in point b of Article 12, Clause 42.	<ul style="list-style-type: none"> - There are no specific legal provisions regarding this case. - The current legal regulations and Articles of Association are as follows: The Board of Directors' meeting is held when at least three-fourths of the total number of Board members are present. Board members shall not have voting rights on issues in which they have a related interest.
11.	<p>Clause 5, Article 44</p> <p>5. A member of the Board of Directors shall no longer have the status of a Board member in the following cases:</p> <p>a) The member no longer meets the requirements to be a Board member as stipulated by the Enterprise Law, Securities Law, this Charter, or is prohibited by law from being a Board</p>	<p>Proposed amendment to the content of Clause 5, Article 44 as follows:</p> <p>"A member of the Board of Directors shall cease to hold the position of a member of the Board of Directors if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Clauses 1, 2, and 3 of Article 44 of the Articles of Association."</p>	<ul style="list-style-type: none"> - Avoid duplication of content with Clauses 1, 2, and 3 of Article 44 of the Articles of Association. - No longer compliant with current legal regulations: Article 160 of the 2020 Enterprise Law, Decree 155/2020/ND-CP, Model Charter of Public

	<p>member;</p> <p>b) The member submits a written resignation to the company's headquarters;</p> <p>c) The member is mentally impaired, and other Board members have professional evidence proving that the individual is no longer competent to act;</p> <p>d) The member is absent from Board meetings continuously for six months, during which the Board does not authorize the absence and has ruled that the position of that member is vacant;</p> <p>e) The member is dismissed from the Board of Directors according to a resolution of the General Meeting of Shareholders.</p> <p>In cases specified in points a, b, c, and d above, the Board member will lose their status immediately after the Board confirms that the member no longer has the status of a member without the need for approval from the General Meeting of Shareholders.</p>		Companies.
12.	<p>Clause 7, Article 44</p> <p>"In case a member of the Board of Directors no longer has the status of a Board member, the Board of Directors may appoint a new member of the Board of Directors to fill the vacancy, and</p>	The proposal suggests eliminating this content.	No longer compliant with current legal regulations: Article 160 of the 2020 Enterprise Law, Decree 155/2020/ND-CP, and the standard charter of public

	<p>this new member must be approved at the next General Meeting of Shareholders.</p> <p>After being approved by the General Meeting of Shareholders, the appointment of the new member shall be effective on the date the Board of Directors appoints them.</p> <p>In the event that the General Meeting of Shareholders does not approve, the new member shall lose their status as a member of the Board of Directors, but the resolutions of this member during the period from the time the Board of Directors appointed them until the General Meeting of Shareholders makes the decision not to approve shall still be legally recognized, and the resolutions and decisions of the Board of Directors passed during this period shall not be void.</p>		<p>companies.</p>
<p>13.</p>	<p>Article 75. Annual, Semi-annual, and Quarterly Financial Reports</p> <p>The company must prepare periodic financial reports monthly, quarterly, and annually in accordance with the provisions of the law as well as regulations of the Ministry of Finance, the State Securities Commission, and state management agencies with authority, and these reports must be audited in accordance with the provisions of Article 175 of the Enterprise Law,</p>	<p>Article 67. Financial Reporting</p> <p>The company's financial statements are prepared, presented, issued, and circulated, audited, and disclosed in accordance with SHS internal regulations, laws, and guidelines of relevant authorities.</p>	<p>Trim down to streamline the Articles, minimizing the impact of legal changes on the Articles.</p>

Article 29 of Circular 121/2020/TT-BTC, Article 75 of this Charter, and relevant legal documents.

Before March 31 of the following year, the company must submit the audited annual financial report and the financial safety ratio report as of December 31 to the State Securities Commission, audited by an approved auditing company.

The company's financial reports sent to the State Securities Commission must adhere to all legal accounting requirements for securities companies.

If there are audit exceptions not detailed in the report, the company must provide an explanation and obtain confirmation from the auditor, submitted to the State Securities Commission as required by law.

2. The annual financial report must include a profit and loss statement and a balance sheet accurately reflecting the company's financial performance and status. It should also contain cash flow statements and explanatory notes.

3. Audited financial reports, quarterly reports, and six-month reports of the company shall be published on the electronic portal: www.shs.com.vn as per legal regulations.

	4. Interested parties have the right to inspect or obtain copies of the audited annual financial report, six-month report, and quarterly report during the company's working hours at its head office, subject to a reasonable copying fee.		
14.		Modify the order of the table of contents and references (Chapter, Article, Section, Point) of the Charter to align with the revised and supplemented contents approved by the Shareholders' General Meeting.	

REVISIONS RELATED TO CHANGING THE ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND OPERATIONS.

These revisions apply in the case where the official General Meeting of Shareholders approves the proposal to change the organizational structure, management, and operations of the Company (according to the Proposal No. 12-2024/TTr-DHDCD).

TT	Content	Request amendments, Supplements
1.	<p>Article 20. Structure of Governance and Oversight</p> <p>1. The management bodies of the Company include:</p> <ul style="list-style-type: none"> a. General Meeting of Shareholders b. Board of Directors c. Board of Supervisors d. Chief Executive Officer 	<p>Article 20. Organizational Structure of Governance and Oversight</p> <p>The organizational structure of management, governance, and oversight of the Company includes:</p> <ul style="list-style-type: none"> a) General Meeting of Shareholders b) Board of Directors, Audit Committee under the Board of Directors; c) Chief Executive Officer.

2.	<p>2. The headquarters of the Company comprise:</p> <ul style="list-style-type: none"> a. Board of Directors b. Board of Supervisors c. Chief Executive Officer d. Internal Audit 	Omit
3.	<p>Article 28. Section 2. Calling Extraordinary Shareholders' Meeting:</p> <p>a) The Board of Directors must convene an Extraordinary Shareholders' Meeting within 30 days from the date the number of Board members, independent Board members, or remaining Internal Audit Committee members reaches the requirements specified in point b of Section 3, Article 24 of this Charter, or upon receipt of requests as stipulated in points c and d of Section 3, Article 24 of this Charter;</p> <p>b) If the Board of Directors fails to convene the Extraordinary Shareholders' Meeting as stipulated in point a of this section, within the following 30 days, the Internal Audit Committee shall replace the Board of Directors in convening the Extraordinary Shareholders' Meeting in accordance with Section 3, Article 140 of the Enterprise Law;</p> <p>c) If the Internal Audit Committee fails to convene the Extraordinary Shareholders' Meeting as stipulated in point b of this section,</p>	<p>Article 28. Clause 2. Convening an Extraordinary Shareholders' Meeting:</p> <p>a) The Board of Directors must convene an extraordinary shareholders' meeting within 30 days from the date the remaining members of the Board of Directors, independent Board members, as stipulated in point b, Clause 3, Article 24, or upon receiving a request as specified in point c, Clause 3, Article 24 of this Charter.</p> <p>b) In case the Board of Directors fails to convene the extraordinary shareholders' meeting as prescribed in point a of this clause, the shareholders or shareholder groups specified in Article 25, Clause 7 of this Charter have the right to request the Company's representative to convene the extraordinary shareholders' meeting as prescribed by the Enterprise Law.</p>

	shareholders or shareholder groups specified in Section 7, Article 25 of this Charter have the right to request the company's representative to convene the Extraordinary Shareholders' Meeting in accordance with the Enterprise Law;	
4.	<p>Article 30. Conducting Meetings and Voting at Shareholders' Meetings</p> <p>2. The procedures for electing the Chairman, Secretary, and the Scrutiny Committee are specified as follows:</p> <p>a. In case the Chairman cannot be elected, the Head of the Scrutiny Committee shall conduct the meeting for the Shareholders' Meeting to elect the meeting chairman, and the person with the highest number of votes shall act as the meeting chairperson.</p>	Omit
5.		Remove all other provisions of the Charter related to the Supervisory Board, (organizational structure, conditions for membership in the Supervisory Board, powers, and responsibilities)
6.		<p>Article 46. Audit Committee</p> <p>1. The Audit Committee is a specialized body under the Board of Directors.</p> <p>2. Composition of the Audit Committee:</p> <p>a) The Audit Committee consists of at least 02 members. Chairman of the Audit Committee must be an Independent Member of the Board of Directors. Other members of the Audit Committee must be non-executive Members of the Board of Directors.</p>

b) Members of the Audit Committee must have knowledge of accounting, auditing, general understanding of the law and the company's operations, and must not fall into the following cases:

b1) Working in the accounting or finance department of the company;

b2) Being a member or employee of an auditing organization approved to audit the financial statements of the company in the last 03 consecutive years.

c) Chairman of the Audit Committee must have a bachelor's degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration.

d) The specific organizational structure, number of members of the Audit Committee; appointment, dismissal, removal of the Chairman of the Audit Committee and other members of the Audit Committee; and the Regulations on the organization and operation of the Audit Committee shall be decided and adopted by the Board of Directors.

3. Rights and obligations of the Audit Committee:

a) Supervising the accuracy of the company's financial reports and officially disclosing the financial results of the company;

b) Reviewing the internal Audit system and risk management;

c) Reviewing transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and making recommendations on transactions requiring approval of the Board of Directors or the General Meeting of Shareholders;

d) Supervising the internal audit department of the company;

e) Recommending to the Board of Directors the appointment of an independent auditor, remuneration, and related terms in the contract with the external auditor for approval before submitting to the Annual General Meeting of Shareholders for approval;

- f) Monitoring and evaluating the independence, objectivity of the external auditor, and the effectiveness of the audit process, especially in cases where the company uses non-audit services of the auditor;
 - g) Supervising to ensure compliance with legal regulations, requirements of regulatory authorities, and other internal regulations of the company.
 - h) Having the right to access documents related to the company's operations, exchange information with other members of the Board of Directors, the CEO, the Chief Accountant, and other management staff to gather information for the Audit Committee's activities.
 - i) Have the right to request the representative of the auditing organization to be approved to attend and answer issues related to the audit financial reports at the meetings of the Audit Committee.
 - j) Use legal, accounting, or other advisory services when necessary.
 - k) Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions to address risks arising in the company's operations.
 - l) Prepare written reports to the Board of Directors when discovering that members of the Board of Directors, the CEO, and other managers fail to fulfill their responsibilities as prescribed by the Enterprise Law and the company's Charter.
 - m) Develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.
 - n) Other rights and obligations as stipulated in the Charter, Operating Regulations of the Audit Committee, and legal regulations.
- 4. Nomination and Appointment of Audit Committee Members**
- a) Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and must not be the Company's executives.

b) The appointment of Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the Board of Directors' meeting.

5. Meetings of the Audit Committee

a) The Audit Committee must meet at least 02 times a year. The meeting minutes must be detailed, clear, and fully documented. The person recording the minutes and the Audit Committee members attending the meeting must sign the meeting minutes.

b) The Audit Committee adopts decisions by voting at the meeting, soliciting opinions in writing or by other means as stipulated in the Operating Regulations of the Audit Committee. Each Audit Committee member has one vote. The decision of the Audit Committee is approved if the majority of the attending members agree; in case of a tie, the final decision belongs to the opinion of the Chairperson of the Audit Committee.

6. Reporting of Independent Board Members' Activities in the Audit Committee at the Annual General Meeting of Shareholders

a) Independent Board members in the Audit Committee are responsible for reporting activities at the Annual General Meeting of Shareholders.

b) The report of activities of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders must ensure compliance with legal regulations and internal regulations, the Company's Charter, including:

- Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee as prescribed by the Enterprise Law, the Charter, and internal regulations of the company;

- Summary of Audit Committee meetings and conclusions, recommendations of the Audit Committee;

- Monitoring results regarding financial reports, operational status, financial

		<p>situation of the Company;</p> <ul style="list-style-type: none">- Evaluation report on transactions between the Company, subsidiaries, other companies in which the Company holds controlling stakes of over 50% of charter capital with members of the Board of Directors, CEO, other executives of the enterprise and related parties of the subject; transactions between the Company and companies where members of the Board of Directors, CEO, other executives of the Company are founders or managers of the enterprise within the last 03 years prior to the transaction.- Evaluation results on the internal Audit system and risk management of the Company;- Monitoring results regarding the Board of Directors, CEO, and other executives of the Company;- Evaluation results on the coordination of activities between the Audit Committee and the Board of Directors, CEO, and shareholders.
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