

## PROPOSAL ON BMP CHARTER AMENDMENT 2021 SUMMARY (DRARFT)

## Legend

"LOE 2020"	<i>Law on Enterprises No. 59/2020/QH14, dated June 17, 2020</i>
"LOS 2019"	<i>Law on Securities No. 54/2019/QH14, dated November 26, 2019</i>
"Decree 155"	<i>Decree No. 155/2020/ND-CP, dated December 31, 2020</i>
"Circular 116"	<i>Circular No. 116/2020/TT-BTC, dated December 31, 2020</i>
"Circular 96"	<i>Circular 96/2020/TT-BTC, dated November 16, 2020</i>

No	Article	Current	Amended	Reference
1	1.1.b	"Enterprise Law": means the Enterprise Law No. 68/2014/QH13 adopted by the National Assembly on November 26th, 2014;	"Enterprise Law": means the Enterprise Law No. 59/2020/QH14 adopted by the National Assembly on <b>June 17th, 2020</b> ;	
2	1.1.c	"Securities Law" means the Securities Law No. 54/2019/QH14 issued on June 29th, 2006 November 26th, 2019 and the Law on Amending and Supplementing a number of articles of the Securities Law issued on November 24th, 2010;	"Securities Law" means the Securities Law No. 54/2019/QH14 issued on <b>November 26th, 2019</b>	
3	1.1.g	"Major shareholder" means the shareholder stipulated in Clause 9, Article 6 of the Securities Law;	"Major shareholder" means the shareholder stipulated in Clause <b>18</b> , Article <b>4</b> of the Securities Law;	4.18   LOS 2019
4	1.2.c	A person or a group of persons who can influence the decision making and operation of the Company;	<b>Any individual, organization or group of individuals or organizations that can influence the enterprise's operation through ownership, acquisition of shares/stakes or making corporal decisions;</b>	4.23.c   LOE 2020
5	1.2.d	Company Managers, Company Executives;	Company managers, Company executives; <b>legal representative, controllers;</b>	4.23.d   LOE 2020
6	1.2.e	Spouses, biological fathers, foster fathers, biological mothers, foster mothers, biological children, foster children, siblings, brothers-in-law, sisters-in-law of the Company Managers, Company Executives, members or shareholders who own controlling capital contribution or controlling shares of the Company;	Spouses, biological parents, adoptive parents, <b>parents-in-laws</b> biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of spouses of the executive officer, <b>legal representative, controllers</b> , members/partners <b>and</b> shareholders holding the controlling stakes/shares;	4.23.d   LOE 2020
7	1.2.g	e. Enterprises in which the persons and companies stipulated in Points a, b, c, d, e, f and h of this Clause have enough holdings to influence the decision making of the Company;	e. Enterprises in which the persons and companies stipulated in Points a, b, c, d, e, f of this Clause have enough holdings to influence the decision making of the Company;	4.23.g   LOE 2020
8	1.2.h	Group of persons who have an agreement to coordinate to acquire capital contribution, shares or interests of the Company or to influence the decision making of the Company.	"Not stipulated"	4   LOE 2020
9	1.3	"Not stipulated"	<b>"Relatives" of a person include: the spouse, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of the spouse.</b>	4.22   LOE 2020

No	Article	Current	Amended	Reference
10	6.5	New ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to the number of ordinary shares of each shareholder in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The number of remaining shares which are not completely subscribed to be purchased by such shareholders shall be decided by the Board of Directors. The Board of Directors can allocate such shares to subjects in reasonable conditions and manner deemed appropriate by the Board of Directors, provided that the conditions are not more favorable than the conditions offered to existing shareholders, unless the shares are sold via the Stock Exchange by auction method	New ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to the number of ordinary shares of each shareholder in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The number of remaining shares which are not completely subscribed to be purchased by such shareholders shall be decided by the Board of Directors. The Board of Directors can allocate such shares to subjects in reasonable conditions and manner deemed appropriate by the Board of Directors, provided that the conditions are not more favorable than the conditions offered to existing shareholders, unless <b>otherwise approved by the GMS.</b>	124.3   LOE 2020, 6.5   Circular 116
11	10.1	In case a shareholder fails to fully and timely pay the amount payable for the subscription of shares, the Board of Directors shall send a notice to such shareholder to request for payment of such amount together with any interest on that amount and expenses arising from any failure to fully pay such amount to the Company.	In case a shareholder fails to fully and punctually pay for the subscription of shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount together with <b>financial obligations caused by</b> any failure to fully pay such amount to the Company.	10.1   Circular 116
12	10.5	Shareholders owning reclaimed shares shall have to waive their shareholder status with respect to those shares, however, they still have to pay all related amounts with an additional interest under the applicable regulations from the date of reclamation to the date of payment under the decision of the Board of Directors. The Board of Directors shall have full power to force payment of the whole value of shares at the time of reclamation or waive partial or full payment of the amount.	Shareholders owning reclaimed shares shall have to waive their shareholder status with respect to those shares, however, they still have to pay all related amounts with <del>an additional interest</del> <b>financial obligations</b> under the applicable regulations from the date of reclamation to the date of payment under the decision of the Board of Directors. The Board of Directors shall have full power to force payment of the whole value of shares at the time of reclamation or waive partial or full payment of the amount.	10.5   Circular 116
13	12.2.a	Attend and express opinions at the General Meeting of Shareholders and exercise their right to vote directly at the General Meeting of Shareholders or through an authorized representative or via remote voting.	Attend and express opinions at the General Meeting of Shareholders and exercise their right to vote directly at the General Meeting of Shareholders or <b>another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;</b>	12.1.a   Circular 116
14	12.2.g	Receive a proportion of the remaining assets corresponding to the capital contributed to the Company in case of dissolution or bankruptcy of the Company after the Company pays to the creditors (including debt to the State, taxes and fees) and shareholders holding other classes of shares of the Company in accordance with the provisions of laws;	Receive a proportion of the remaining assets <b>in proportion</b> to the capital contributed to the Company in case of dissolution or bankruptcy of the Company <b>as prescribed by law and this Charter</b>	12.1.g   Circular 116
15	12.2.h	Request the Company to redeem its shares in the cases as stipulated in the Enterprise Law;	Request the Company to redeem its shares in the cases as stipulated <b>in Article 132</b> of the Enterprise Law;	12.1.h   Circular 116

No	Article	Current	Amended	Reference
16	12.2.i	"Not stipulated"	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;	12.1.i   Circular 116
17	12.2.j	"Not stipulated"	Access to periodic and extraordinary information disclosed by the Company as prescribed by law;	12.1.k   Circular 116
18	12.2.k	"Not stipulated"	Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;	12.1.l   Circular 116
19	12.3	Any shareholder or a group of shareholders holding 5% or more of the total ordinary shares for six (06) consecutive months or more shall have the following rights:	Any shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:	115.2   LOE 2020
20	12.3.a	Nominate candidates to the Board of Directors and the Control Board as stipulated in this Charter;	"Not stipulated"	115.2 and 115.5   LOE 2020
21	12.3.a	The term of office of the current Board of Directors has exceeded six (06) months and the new Board of Directors has not been elected.	The office term of the member of current Board of Directors has exceeded six (06) months and the new Board of Directors has not been elected.	
22	12.3.b	Inspect and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;	Inspect and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders; examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Controllers, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;	115.2.a   LOE 2020
23	12.4	"Not stipulated"	The shareholder or group of shareholders that holds at least 10% of the ordinary shares (or a smaller ratio specified in the company's charter) is entitled to nominate candidates for the Board of Directors and the Board of Controllers as stipulated in this Charter.	115.5   LOE 2020
24	13.2	"Not stipulated"	Not withdraw the capital that has been contributed in the form of ordinary shares in any method, 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.	119.2   LOE 2020

No	Article	Current	Amended	Reference
25	13.8	"Not stipulated"	Protect the confidentiality of information provided by the company in accordance with the company's charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the company to any other organization or individual.	119.5   LOE 2020
26	14.1	The General Meeting of Shareholders shall be the highest competent authority of the Company. The Annual General Meeting of Shareholders is held once every year within four (04) months from the end of a fiscal year.	The General Meeting of Shareholders shall be the highest competent authority of the Company. The Annual General Meeting of Shareholders is held once every year within four (04) months from the end of a fiscal year. Unless otherwise prescribed by the Company's Charter, the Board of Directors 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 addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.	139.2   LOE 2020
27	14.2	The Board of Directors convenes the Annual General Meeting of Shareholders and selects suitable venues in the territory of Vietnam. In case of simultaneous organization at many different venues, the venue of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the meeting. The Annual General Meeting of Shareholders makes decisions in accordance with the provisions of laws and the Company Charter, especially approving annual financial statements and estimates for the next fiscal year. In case the audit report on the Company's annual financial statements contains significant exceptions, the Company invite representatives of the independent auditing companies to attend the Annual General Meeting of Shareholders to explain the relevant contents.	The Board of Directors convenes the Annual General Meeting of Shareholders and selects suitable venues in the territory of Vietnam. In case of simultaneous organization at many different venues, the venue of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the meeting. The Annual General Meeting of Shareholders makes decisions in accordance with the provisions of laws and the Company Charter, especially approving annual financial statements and estimates for the next fiscal year. In case the audit report on the Company's annual financial statements contains significant exceptions, adverse opinions, or refusal, the Company must invite representatives of the independent auditing companies to attend the Annual General Meeting of Shareholders to explain the relevant contents.	273.4   Decree 155
28	14.3.c	The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in the Charter;	The number of members of the Board of Directors, or members of the Control Board falls below the minimum number mentioned in the laws;	140.1.b   LOE 2020
29	14.3.d	A shareholder or a group of shareholders owning 5% or more of the total number of ordinary shares for at least six (06) consecutive months or more requests the convening of the General Meeting of Shareholders by a written proposal which clearly states the reasons and purposes of the meeting and shall be signed by all related shareholders or by a written proposal made in multiple copies that are signed by all related shareholders;	A shareholder or a group of shareholders owning 5% or more of the total number of ordinary shares requests the convening of the General Meeting of Shareholders by a written proposal which clearly states the reasons and purposes of the meeting and shall be signed by all related shareholders or by a written proposal made in multiple copies that are signed by all related shareholders;	115.2   LOE 2020

No	Article	Current	Amended	Reference
30	14.4.a	The Board of Directors shall convene the General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in the Charter or from the date of receipt of a request stipulated at Points d and e, Clause 3 of this Article;	The Board of Directors shall convene the General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors, <b>or members of the Control Board falls below the minimum</b> number of members stipulated in the <b>law</b> or from the date of receipt of a request stipulated at Points d and e, Clause 3 of this Article;	140.2   LOE 2020
31	15.1.d	Short-term and long-term development plans of the Company.	<b>Orientation for development and annual business plan of the Company</b>	138.2.a   LOE 2020 139.3.a   LOE 2020
32	15.2.b	The annual dividend payment for each class of shares in accordance with the Enterprise Law and the rights attached to that class of shares. Such dividend shall not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;	The annual dividend payment for each class of shares in accordance with the Enterprise Law and the rights attached to that class of shares.	138.2.b   LOE 2020
33	15.2.c	The number of members of the Board of Directors;	The number of members of the Board of Directors prescribed <b>in the Charter;</b>	
34	15.2.d	Selection of the list of auditing companies;	<b>Approve the list of independent audit companies, choose independent audit companies carry out audit of the company, dismiss independent audits where necessary;</b>	138.2.m   LOE 2020
35	15.2.o	"Not stipulated"	<b>Approve the rules and regulations of the company, the Board of Directors and the Control Board;</b>	138.2.1   LOE 2020
36	16.2	The file for authorizing a proxy shall be made in writing in the standard form of the Company and signed in accordance with the following provisions.	The authorization of participants in the GMS shall be made in writing. <b>The authorization letter shall be made in accordance with civil laws and specify signatures as below:</b>	144.2   LOE 2020

No	Article	Current	Amended	Reference
37	17.1	<p>The change or cancellation of any special right attached to a class of preference shares shall take affect when such change or cancellation is approved by shareholders holding at least 65% of the total ordinary shares who are attending the meeting and concurrently approved by shareholders holding at least 65% of voting rights of the above class of preference shares. The organization of the meeting of shareholders holding a class of preference shares to approve the above change of rights shall be valid only when there are at least two (02) shareholders (or their proxies) present and hold at least one-third (1/3) of the par value of these classes of issued shares. In case the number of shareholders above is insufficient, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (regardless of the number of attendees and the number of shares) present in person or by proxy are all considered sufficient for the number of requested shareholders. At the meetings of the shareh đại diện có thể yêu cầu bỏ phiếu kín. Mỗi cổ phần cùng loại có quyền biểu quyết ngang bằng nhau tại các cuộc họp nêu trên.</p>	<p>The change or cancellation of any special right attached to a class of preference shares shall take affect when such change or cancellation is approved by shareholders holding at least 75% of the total ordinary shares who are attending the meeting and concurrently approved by shareholders holding at least 75% of voting rights of the above class of preference shares. The organization of the meeting of shareholders holding a class of preference shares to approve the above change of rights shall be valid only when there are at least two (02) shareholders (or their proxies) present and hold at least one-third (1/3) of the par value of these classes of issued shares. In case the number of shareholders above is insufficient, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (regardless of the number of attendees and the number of shares) present in person or by proxy are all considered sufficient for the number of requested shareholders. At the meetings of the shareh đại diện có thể yêu cầu bỏ phiếu kín. Mỗi cổ phần cùng loại có quyền biểu quyết ngang bằng nhau tại các cuộc họp nêu trên.</p>	148.6   LOE 2020
38	18.2.a	<p>Prepare a list of shareholders entitled to attend and vote at the General Meeting not earlier than five (05) days prior to the date of sending the notice of the General Meeting of Shareholders;</p>	<p>Prepare a list of shareholders entitled to attend and vote at the General Meeting of Shareholders <b>not more than 10 days</b> prior to the date of sending the notice;</p>	141.1   LOE 2020
39	18.3	<p>Notice of the General Meeting of Shareholders shall be sent to all shareholders via certified mail and, at the same time, published on the websites of the Company, the State Securities Commission and the Stock Exchange. Notice of the General Meeting of Shareholders shall be sent at least ten (10) days before the starting date of the General Meeting of Shareholders (counted from the date when the notice is duly sent or transferred). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting shall be sent to the shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of meeting invitation shall clearly indicate the links to the entire meeting documents for shareholders to access, including:</p>	<p>Notice of the General Meeting of Shareholders shall be sent to all shareholders via certified mail and, at the same time, published on the websites of the Company, the State Securities Commission and the Stock Exchange. Notice of the General Meeting of Shareholders shall be sent at least <b>twenty one (21)</b> days before the opening date of the General Meeting of Shareholders (counted from the date when the notice is duly sent or transferred). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting shall be sent to the shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of meeting invitation shall clearly indicate the links to the entire meeting documents for shareholders to access, including:</p>	143.1   LOE 2020
40	18.3.c	<p>Confirmation/authorization to attend the General Meeting;</p>	<p>"Not stipulated"</p>	144.2   LOE 2020

No	Article	Current	Amended	Reference
41	18.4	A shareholder or a group of shareholders owning 5% or more of the total number of ordinary shares for six (06) consecutive months or more can propose issues to be included in the General Meeting's agenda. The proposal shall be made in writing and sent to the convening level at least three (03) working days prior to the starting day of the General Meeting of Shareholders. The proposal shall include the full name, permanent address, nationality, personal identification certificate of individual shareholder; business name, business identification number or establishment decision number, head office address of institutional shareholders; the number and class of shares held by them and the content proposed to be included in the General Meeting's Agenda.	A shareholder or a group of shareholders owning 5% or more of the total number of ordinary shares can propose issues to be included in the General Meeting's agenda. The proposal shall be made in writing and sent to the convening level at least three (03) working days prior to the starting day of the General Meeting of Shareholders. The proposal shall include the full name, permanent address, nationality, personal identification certificate of individual shareholder; business name, business identification number or establishment decision number, head office address of institutional shareholders; the number and class of shares held by them and the content proposed to be included in the General Meeting's Agenda.	142.2   LOE 2020
42	18.5	The convener of the General Meeting of Shareholders shall be entitled to reject any proposal stipulated in Clause 4 of this Article in the following cases	In case the proposal mentioned in Clause 4 of this Article is rejected by the person who convenes the GMS, a written response and explanation must be provided at least 02 days before the opening day:	142.3   LOE 2020
43	18.5.b	At the time of the proposal, the shareholder or the group of shareholders owns less than 5% of the total ordinary shares for at least six (06) consecutive months;	At the time of the proposal, the shareholder or the group of shareholders owns less than 5% of the total ordinary shares;	115.2   LOE 2020
44	19.1	The General Meeting of Shareholders shall be conducted when the number of shareholders or their proxies attending the meeting holds at least 65% of the total number of voting shares.	The General Meeting of Shareholders shall be conducted when the number of shareholders or their proxies attending the meeting holds more than 50% of the total number of voting shares.	145.1   LOE 2020
45	19.2	In case the number of required representatives are not sufficiently present within thirty (30) minutes from the time scheduled for the start of the General Meeting, the General Meeting shall be re-convened within thirty (30) days from the date scheduled to convene the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall be conducted only when the attendance number of shareholders or their proxies hold at least 51% of the total number of voting shares.	In case the number of required representatives are not sufficiently present within thirty (30) minutes from the time scheduled for the start of the General Meeting, the General Meeting shall be re-convened within thirty (30) days from the date scheduled to convene the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall be conducted only when the attendance number of shareholders or their proxies hold at least 33% of the total number of voting shares.	145.2   LOE 2020
46	19.3	If the second General Meeting is not conducted due to the insufficient number of required representatives within thirty (30) minutes from the scheduled starting time of the General Meeting, the third General Meeting shall be convened within twenty (20) days from the scheduled date of the second General Meeting of Shareholders. This General Meeting is conducted regardless of the attendance number of shareholders or their proxies, considered valid and has the right to decide all issues expected to be approved at the first General Meeting of Shareholders.	If the second General Meeting is not conducted due to the insufficient number of required representatives within thirty (30) minutes from the scheduled starting time of the General Meeting, the third General Meeting shall be convened within twenty (20) days from the scheduled date of the second General Meeting of Shareholders. The third GMS shall be opened regardless of the number of participating shareholders.	145.3   LOE 2020

No	Article	Current	Amended	Reference
47	20.11	In this Charter (unless otherwise required by circumstances), all shareholders are considered to attend the General Meeting at the official venue of the General Meeting.	Shareholders attend the meeting at the venue arranged by convener. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically or other prescribed-by-law methods.	20.10   Circular 116
48	21.1	Except for the cases as stipulated in Clauses 2 and 3 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be approved when there are 65% or more of the total number of votes of shareholders who have the right to vote have voted in person or by proxy at the General Meeting of Shareholders	Except for the cases as stipulated in Clauses 2 and 3 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be approved when there are 50% or more of the total number of votes of shareholders who have the right to vote have voted in person or by proxy at the General Meeting of Shareholders	148.2   LOE 2020
49	21.1.b	Short-term and long-term development plans of the Company.	Orientation for development and annual business plan of the Company	138.2.a   LOE 2020 139.3.a   LOE 2020
50	21.1.d	"Not stipulated"	Others prescribed by the law and this Charter.	Appropriate with actual situation
51	21.3	Resolutions on the following matters shall be approved if shareholders representing at least 75% of the total number of votes of all shareholders attending approve:	Resolutions on the following matters shall be approved if shareholders representing at least 65% of the total number of votes of all shareholders attending approve:	148.1   LOE 2020
52	21.3.e	"Not stipulated"	Contracts and transactions that involve borrowing, lending, selling assets that are worth more than 10% of the company's total assets according to the latest financial statement between the company and shareholders that hold at least 51% of the total voting shares or their related persons.	167.3.b   LOE 2020
53	22.3.g	Full name and signatures of the Chairman of the Board of Directors and the Legal Representative of the Company.	Full name and signatures of the Chairman of the Board of Directors	149.3.g   LOE 2020
54	22.7	Vote counting minutes shall be disclosed on the Company's website within twenty four (24) hours from the end of vote counting.	Vote counting minutes and resolution shall be disclosed on the Company's website within twenty four (24) hours from the end of vote counting.	10,11   Circular 96
55	22.9	In case the resolution is adopted in the form of collecting written opinions, the resolutions of the General Meeting of Shareholders shall be adopted if approved by shareholders representing at least 75% of the total number of votes. Such resolution shall have the same legal validity as resolutions adopted at the General Meeting of Shareholders.	In case the resolution is adopted in the form of collecting written opinions, the resolutions of the General Meeting of Shareholders shall be adopted if it is voted for by a number of shareholders that hold more than 50% of the votes of all voting shareholders. Such resolution shall have the same legal validity as resolutions adopted at the General Meeting of Shareholders.	148.4   LOE 2020
56	23.1	"Not stipulated"	In case the chair and the secretary refuse to sign the minutes, they will be effective if they are signed by the other members of the Board of Directors and contain all information prescribed in this Clause. The minutes shall clearly state the reasons why the chair and the secretary refuse to sign them.	150.1   LOE 2020
57	23.3	The minutes of the General Meeting of Shareholders shall be posted on the Company's website within twenty four (24) hours after the end of the meeting.	Resolution, the minutes of the General Meeting of Shareholders and documents enclosed to the minutes (if any) shall be posted on the Company's website within twenty four (24) hours after the end of the meeting.	10,11   Circular 96 23.4   Circular 116

No	Article	Current	Amended	Reference
58	23.4	"Not stipulated"	The minutes of the GMS shall be sent to all shareholders within 15 days from the ending date of the meeting; the vote counting record shall be uploaded on the company's website instead of sending to shareholders.	150.5   LOE 2020
59	25.1	If the candidate has been determined, information related to candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and published at least ten (10) days before the starting date of the General Meeting of Shareholders on the Company's website so that shareholders can be informed of these candidates before voting. Candidates for the Board of Directors shall have a written commitment of truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform their duties honestly if elected as the member of the Board of Directors. Information regarding the candidates for the Board of Directors shall be disclosed with the following minimum contents.	If the candidate has been determined, information related to candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and published at least ten (10) days before the starting date of the General Meeting of Shareholders on the Company's website so that shareholders can be informed of these candidates before voting. Candidates for the Board of Directors shall have a written commitment of truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform their duties in an honest and prudent manner for the best interests of the Company if elected as the member of the Board of Directors. Information regarding the candidates for the Board of Directors shall be disclosed with the following minimum contents.	165.1.b   LOE 2020
60	25.1.f	Assessment report on the contribution of the candidate to the Company, in case the candidate is currently a member of the Board of Directors of the Company;	"Not stipulated"	155.1   LOE 2020
61	25.3	Shareholders holding voting shares for at least six (06) consecutive months have the right to aggregate the number of their voting rights together to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (01) candidate; 10% to less than 30% shall be entitled to nominate up to two (02) candidates; 30% to less than 40% shall be entitled to nominate up to three (03) candidates; 40% to less than 50% shall be entitled to nominate up to four (04) candidates; 50% to less than 60% shall be entitled to nominate up to five (05) candidates; 60% to less than 70% shall be entitled to nominate up to six (06) candidates; 70% to less than 80% shall be entitled to nominate up to seven (07) candidates; 80% to less than 90% shall be entitled to nominate up to eight (08) candidates.	Shareholders holding voting shares have the right to aggregate the number of their voting rights together to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding 10% to less than 20% of the total number of voting shares shall be entitled to nominate one (01) candidate; 20% to less than 30% shall be entitled to nominate up to two (02) candidates; 30% to less than 40% shall be entitled to nominate up to three (03) candidates; 40% to less than 50% shall be entitled to nominate up to four (04) candidates; 50% to less than 60% shall be entitled to nominate up to five (05) candidates; 60% to less than 70% shall be entitled to nominate up to six (06) candidates; 70% to less than 80% shall be entitled to nominate up to seven (07) candidates; 80% to less than 90% shall be entitled to nominate up to eight (08) candidates.	115.5   LOE 2020 and actual situation
62	26.1	The Board of Directors shall have at least 5 members and no more than 11 members. The term of office of the Board of Directors is five (05) years. The members of the Board of Directors can be re-elected for an unlimited number of terms.	The Board of Directors shall have five (05) members. The office term of the member of current Board of Directors is maximum five (05) years. The members of the Board of Directors can be re-elected for an unlimited number of terms.	Appropriate with actual situation

No	Article	Current	Amended	Reference
63	26.2	The total number of independent members of the Board of Directors shall account for at least one-third (1/3) of the total members of the Board of Directors in accordance with the rounding down method.	The total number of independent members of the Board of Directors shall account for at least <b>01</b> of the total members of the Board of Directors. <b>An individual may only be elected independent member of the Board of Directors of a company for up to 02 continuous terms.</b>	137.1.b and 154.2   LOE 2020 276.4.a   Decree 155
64	26.3.b	Application for resignation;	Application for resignation <b>and is accepted;</b>	160.1.b   LOE 2020
65	27.2.h	Decide the Internal Regulation on Corporate governance after receiving approval from the General Meeting of Shareholders to protect shareholders;	"Not stipulated"	Already prescribed in Article 15.2.o (BMP Charter).
66	27.2.n	Submit audited annual financial statements, Corporate governance report to the General Meeting of Shareholders;	Submit audited annual financial statements, <b>validation report of the Control Board</b> , Corporate governance report to the General Meeting of Shareholders;	175.1.d   LOE 2020
67	27.3.c	Within the scope stipulated in Article 149 of the Enterprise Law and except for the case stipulated in Article 162 of the Enterprise Law in which the approval of the General Meeting of Shareholders is required, the Board of Directors shall, at any time, decide to execute, amend or cancel major contracts of the Company (including purchase, sale, merger, acquisitions and joint ventures contracts);	<b>Except for the cases under the authority of the General Meeting of Shareholders according to the provisions of law and the Charter of the Company, the Board of Directors, from time to time, decides on the implementation, amendment and cancellation of major contracts of the Company. Company (including contracts of purchase, sale, merger, acquisition and joint venture) in accordance with the authority specified in the Law on Enterprises, the Company Charter and/or other relevant legal documents.</b>	Amend the content and delete the referred specific laws.
68	27.6	"Not stipulated"	<b>In case a resolution or decision ratified by the Board of Directors is against regulations of law, the resolution of the General Meeting of Shareholders or the company's charter causes damage to the company, the members agreed to ratify the resolution, decision must be jointly responsible for such resolutions and decisions, and must compensate the company for any damage; members who opposed to the above resolutions or decisions are exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend or cancel the above resolutions or decisions.</b>	153.4   LOE 2020

No	Article	Current	Amended	Reference
69	29.2	The chairman of the Board of Directors is obliged to prepare the agenda and documents, convene and preside over the meeting of the Board of Directors and the General Meeting of Shareholders; at the same time, there are other rights and obligations stipulated in the Enterprise Law and this Charter. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors will exercise the rights and duties of the Chairman. In case both the Chairman and the Vice Chairman are absent or unable to perform their duties for any reason, the remaining members shall select among one of them to temporarily carry out the duties of the Chairman under the absolute majority rule.	The chairman of the Board of Directors is obliged to prepare the agenda and documents, convene and preside over the meeting of the Board of Directors and the General Meeting of Shareholders; at the same time, there are other rights and obligations stipulated in the Enterprise Law and this Charter. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors will exercise the rights and duties of the Chairman. In case both the Chairman and the Vice Chairman are absent or unable to perform their duties for any reason, the remaining members shall select among one of them to temporarily carry out the duties of the Chairman under the majority rule.	Delete "Absolute"
70	30.7	The meeting notice shall be sent to the members of the Board of Directors at least five (05) working days prior to the meeting date. The member of the Board of Directors can reject the notice of meeting invitation in writing and this rejection can be changed or cancelled in writing by that member of the Board of Directors. The meeting notice shall be written in Vietnamese and state the meeting agenda, the time and venue of the meeting, the contents of the discussed issues, necessary documents on issues discussed and voted on at the meeting and votes of members. Notice of meeting invitation shall be sent by post, fax, email or other means as long as it ensures that the notice of meeting invitation will be sent to the registered contact details of each member of the Board of Directors.	The meeting notice shall be sent to the members of the Board of Directors at least <b>three (03)</b> working days prior to the meeting date. The member of the Board of Directors can reject the notice of meeting invitation in writing and this rejection can be changed or cancelled in writing by that member of the Board of Directors. The meeting notice shall be written in Vietnamese and state the meeting agenda, the time and venue of the meeting, the contents of the discussed issues, necessary documents on issues discussed and voted on at the meeting and votes of members. Notice of meeting invitation shall be sent by post, fax, email or other means as long as it ensures that the notice of meeting invitation will be sent to the registered contact details of each member of the Board of Directors.	157.6   LOE 2020
71	30.11.c	Under the provisions of Point d, Clause 11 of this Article, in case issues arise at the meetings related to the interests or voting rights of the members Board of Directors who do not voluntarily waive their voting rights, the decision of the chairman is the final decision, except where the nature or scope of the interests of the related member of the Board of Directors has not been fully disclosed.	Under the provisions of Point d, Clause 11 of this Article, in case issues arise at the meetings related to the interests or voting rights of the members Board of Directors who do not voluntarily waive their voting rights, <b>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 Chairman of the Board of Directors shall have the casting vote.</b>	157.12   LOE 2020
72	30.16	"Not stipulated"	<b>In case the chair, the secretary refuse to sign the minutes, they will be effective if they are signed by the other members of the Board of Directors and contain all information prescribed in the law.</b>	158.2   LOE 2020
73	35.2	"Not stipulated"	<b>Has professional qualifications and experience of business administration, is not a relative of the executives, controllers of the company and the parent company, of the representative of enterprise's investment or the parent company.</b>	162.5   LOE 2020

No	Article	Current	Amended	Reference
74	36.1	Shareholders have the right to aggregate the number of their votes together to nominate candidates to the Control Board. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (01) candidate; 10% to less than 30% shall be entitled to nominate up to two (02) candidates; 30% to less than 40% shall be entitled to nominate up to three (03) candidates; 40% to less than 50% shall be entitled to nominate up to four (04) candidates; 50% or more shall be entitled to nominate up to five (05) candidates.	Shareholders have the right to aggregate the number of their votes together to nominate candidates to the Control Board. A shareholder or a group of shareholders holding 10% to less than 20% of the total number of voting shares shall be entitled to nominate one (01) candidate; 20% to less than 30% shall be entitled to nominate up to two (02) candidates; 30% to less than 40% shall be entitled to nominate up to three (03) candidates; 40% to less than 50% shall be entitled to nominate up to four (04) candidates; 50% or more shall be entitled to nominate up to five (05) candidates.	115.5   LOE 2020 and actual situation
75	37.1	The number of members of the Control Board of the Company is from three (03) to five (05) persons. The term of office of the Members of the Control Board shall not exceed five (05) years and can be re-elected for an unlimited number of terms.	The number of members of the Control Board of the Company is three (03) persons. The term of office of the Members of the Control Board shall not exceed five (05) years and can be re-elected for an unlimited number of terms.	Appropriate with actual situation
76	37.2	The Members of the Control Board shall meet the criteria and requirements stipulated in the Enterprise Law and the Company Charter without falling into the following cases:	The Members of the Control Board shall have the major in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation; meet the criteria and requirements stipulated by the Enterprise Law and the Company Charter without falling into the following cases:	169.1.b   LOE 2020
77	37.2.a	Working in the accounting and finance department of the Company;	The company's executive, working in the accounting and finance department of the Company;	169.1.d   LOE 2020 286.2.a   Decree 155
78	37.2.c	"Not stipulated"	A relative of any of the members of the Board of Directors, Director/General Director, other executives, or mother company; of the representative of enterprise's investment in the company and the parent company.	169.2   LOE 2020
79	37.3	The Members of the Control Board shall elect one (01) of them to be the Head of the Board under the majority principle. The Head of the Control Board shall be an auditor or a professional accountant and shall work full-time at the Company. The Head of the Control Board shall have the following rights and responsibilities:	The Members of the Control Board shall elect one (01) of them to be the Head of the Board under the majority principle. The Head of the Control Board shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation. The Head of the Control Board shall have the following rights and responsibilities:	38.1   Circular 116
80	37.4.a	No longer meeting the criteria and requirements for members of the Control Board under the provisions of the Enterprise Law;	No longer qualified for the criteria and requirements for members of the Control Board under the provisions of the Enterprise Law and prescribed by Clause 2 this Article;	174.1   LOE 2020

No	Article	Current	Amended	Reference
81	38.1.c	Control the financial situation of the Company, the legal validity of the operations of members of the Board of Directors, the General Director, senior executives and the coordination of operations between the Control Board and the Board of Directors, the General Director and shareholders;	Control the financial situation of the Company, the legal validity of the operations of members of the Board of Directors, the General Director, senior executives and the coordination of operations between the Control Board and the Board of Directors, the General Director and shareholders; <a href="#">review contracts and transactions with related persons subject to approval by the Board of Directors or the GMS and offer recommendations.</a>	170.3   LOE 2020
82	38.1.e	Report at the General Meeting of Shareholders in accordance with the provisions of the Enterprise Law;	Report at the General Meeting of Shareholders in accordance with the provisions of the Enterprise Law, <a href="#">information disclosure, and relevant Securities Law;</a>	Appropriate with actual situation
83	38.3	The Control Board can issue regulations on the meetings of the Control Board and the operation method of the Control Board. The Control Board shall hold a meeting at least two (02) times a year and the number of members attending the meetings shall be at least two-thirds (2/3) of the members of the Control Board.	The Control Board can issue regulations on the meetings of the Control Board and the operation method of the Control Board. The Control Board shall hold a meeting at least two (02) times a year and the number of members attending the meetings shall be at least two-thirds (2/3) of the members of the Control Board. <a href="#">Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Control Board must be retained in order to attribute responsibility of each member.</a>	40.1   Circular 116
84	38.4	"Not stipulated"	<a href="#">The Control Board is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.</a>	40.2   Circular 116
85	40.3	Members of the Board of Directors and the Control Board, the General Director and senior executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company which can be obtained through economic legal entities, transactions or other individuals.	<a href="#">Members of the Board of Directors, members of the Control Board, the General Director and other managers shall send written notices to the Board of Directors and the the Control Board 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. 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.</a>	47.3   Circular 116

No	Article	Current	Amended	Reference
86	40.5.a	\For contracts valued at less than 20% of the total assets recorded in the latest audited financial statements of the Company and important contents of such contracts or transactions as well as relationships and interests of the members of the Board of Directors, members of the Control Board, the General Director and senior executives have been reported to the Board of Directors. At the same time, the Board of Directors has authorized the execution of such contract or transaction in an honest manner by the majority of votes in favor of the members of the Board of Directors who have no related interests;	For contracts valued at less than <b>35%</b> of the total assets recorded in the latest audited financial statements of the Company and important contents of such contracts or transactions as well as relationships and interests of the members of the Board of Directors, members of the Control Board, the General Director and senior executives have been reported to the Board of Directors. At the same time, the Board of Directors has authorized the execution of such contract or transaction in an honest manner by the majority of votes in favor of the members of the Board of Directors who have no related interests;	167.2   LOE 2020
87	40.5.b	For contracts valued at equal to or greater than 20% of the total assets recorded in the latest audited financial statements of the Company, important contents of such contracts or transactions as well as the relationship and interests of the members of the Board of Directors, members of the Control Board, the General Director and senior executives have been announced to shareholders who have no related interests but have voting rights for that issue and those shareholders have voted in favor of such contracts or transactions;	For contracts valued at equal to or greater than <b>35%</b> of the total assets recorded in the latest audited financial statements of the Company, important contents of such contracts or transactions as well as the relationship and interests of the members of the Board of Directors, members of the Control Board, the General Director and senior executives have been announced to shareholders who have no related interests but have voting rights for that issue and those shareholders have voted in favor of such contracts or transactions;	167.2   LOE 2020
88	42.1	Shareholder or group of shareholders owning 5% or more of the total number of voting shares within six (06) consecutive months or more shall have the right to send the written request to investigate the list of shareholders, the minutes of the General Meeting of Shareholders, to copy or to extract these documents directly or through authorized representatives during working hours and at the head office of the Company. Inspection requests by the authorized representatives of the shareholder shall be accompanied by the power of attorney of the shareholder represented by such person or a notarized copy of such power of attorney.	Shareholder or group of shareholders owning 5% or more of the total number of voting shares shall have the right to send the written request to investigate the list of shareholders, the minutes of the General Meeting of Shareholders, to copy or to extract these documents directly or through authorized representatives during working hours and at the head office of the Company. Inspection requests by the authorized representatives of the shareholder shall be accompanied by the power of attorney of the shareholder represented by such person or a notarized copy of such power of attorney.	115.2   LOE 2020
89	50.1	The Annual General Meeting of Shareholders approves the list of independent auditing companies permitted to legally operate in Vietnam and authorizes the Board of Directors to select one of these companies to perform the Company audit for the next fiscal year based on the terms and conditions of the agreement with the Board of Directors. The Company shall prepare and send the annual accounting reports to the selected auditing company after the end of the fiscal year.	The Annual General Meeting of Shareholders approves the list of independent auditing companies permitted to legally operate in Vietnam and select one of these companies to perform the Company audit for the next fiscal year based on the terms and conditions of the agreement with the Board of Directors. The Company shall prepare and send the annual accounting reports to the selected auditing company after the end of the fiscal year.	138.2.m   LOE 2020 Align with 15.2.d   BMP amended charter
90	51.1	The Company has an official seal that has been registered in accordance with the provisions of laws.	The Company has an official seal <b>including physical seals and digital signatures prescribed by regulations of law on electronic transactions.</b>	58   Circular 116

No	Article	Current	Amended	Reference
91	51.2	The Chairman of the Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of applicable law.	The Board of Directors shall decide the type, quantity, form and content of the seals of the Company, its branches and representative offices (if any). The Chairman of the Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of applicable law.	58   Circular 116
92	53	Not applicable.	Not applicable.	
93	53.1		The Board of Directors shall convene the GMS at least (7) months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors.	59   Circular 116
94	53.2		The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.	59   Circular 116
95	57.2	This Charter is made in ten (10) copies of equal validity, in which: - One (01) copy shall be submitted to the Ho Chi Minh City Public Notary Office; - Five (05) copies shall be submitted to the Department of Planning and Investment of Ho Chi Minh City and other government agencies in accordance with the regulations of the People's Committee of Ho Chi Minh City; - The remaining four (04) copies shall be archived at the Company head office.	This Charter is made in four (4) copies of equal validity and shall be archived at the Company's head office	64.2   Circular 116

**BOARD OF DIRECTORS**