

**AMENDMENT CHARTER OF COTECCONS CONSTRUCTION JOINT-STOCK COMPANY**

**(Pursuant to Decree No. 71/2017/ND-CP and Circular 95/2017/TT-BTC guidelines on corporate governance of public companies)**

No.	Current content	Contents suggested for amendments and supplements (italic, bold)	Reason & base
1.	<p><b>Article 1. Definitions</b></p> <p>(f1) “Managers” refers to the Chairman of Board of Directors, Board of Directors members and Senior Executives.</p> <p>(f2) “Senior Executives” means the executives and management officers of the Company, including the General Director, <b>Deputy General Director(s)</b>, Finance Director, Chief Accountant and other key management titles which have the authority to execute transactions on behalf of the Company as stipulated in this Charter.</p>	<p><b>Article 1. Definitions</b></p> <p>(f1) “Managers” refers to the Chairman of Board of Directors, Board of Directors members and Senior Executives.</p> <p>(f2) “Senior Executives” means the executives and management officers of the Company, including the General Director, <b>Deputy General Director(s) (or Executive Director(s))</b>, Finance Director, Chief Accountant and other key management titles which have the authority to execute transactions on behalf of the Company as stipulated in this Charter.</p> <p>(k) "Members of Board of Supervisors" shall be understood and used as "Supervisors" as regulated in Law on Enterprises.</p>	<p>The title of "<b>Deputy General Director</b>" can called by other way as "<b>Executive Director</b>".</p> <p>Defined in accordance with the Law on Enterprise, content is essentially unchanged.</p>
2.	<p><b>Article 5. Chartered Capital, Shares, Founding Shareholders</b></p> <p>8. Foreign ownership percentage in the Company is <b>60%</b> <sup>(1)</sup> maximum.</p> <p>(1) <i>The actual foreign ownership percentage in the Company currently enforced is 49%.</i></p>	<p><b>Article 5. Chartered Capital, Shares, Founding Shareholders</b></p> <p>8. Foreign ownership percentage in the Company is <b>49%</b> maximum.</p>	<p>It is compulsory to adjust the foreign ownership percentage back to original one in previous Company’s Charter (49%), because the Charter amendment content to increase the foreign ownership percentage from 49% to 60% at the 2017 AGM Resolution is not approved by the SSC in correspondence No. 6656 / UBCK-PTTT dated 9/10/2017.</p> <p><i>Note: The adjustment of the foreign ownership percentage back to 49% shall not require the approval of the General Meeting of Shareholders, because the content to adjust the foreign ownership percentage to 60% in Resolution passed by the 2017 AGM has been void and have no effect (violating the laws).</i></p>
3.	<p><b>Article 11. Rights of Shareholders</b></p> <p>2. Owners of ordinary shares have the following rights:</p> <p>a. to participate in the General Meeting of Shareholders and to execute voting rights directly or via proxy;</p> <p>3. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares for six consecutive months or</p>	<p><b>Article 11. Rights of Shareholders</b></p> <p>2. Owners of ordinary shares have the following rights:</p> <p>a. to participate in the General Meeting of Shareholders and to execute voting rights directly or via authorized representative <b>or by long distance voting</b>;</p> <p>3. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares for six consecutive months or longer shall have</p>	<p>Pursuant to Article 12 of Sample Charter in Circular 95/2017/TT-BTC.</p>

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	<p>longer will have additional rights as following:</p> <p>(e) to request the Board of Supervisors to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, permanent address, nationality, number of identity card, passport or other legal personal identification of an individual shareholder; name, permanent address, nationality, number of the decision on establishment or number of business registration of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the subject to be inspected and purposes of the inspection.</p>	<p>additional rights as following:</p> <p>(e) to request the Board of Supervisors to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, permanent address, nationality, <i>citizen identification number</i>, number of identity card, passport or other legal personal identification of an individual shareholder; name, <i>head office address</i>, nationality, number of the decision on establishment or number of business registration of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the subject to be inspected and purposes of the inspection.</p>	
4.	<p><b>Article 12. Obligations of Shareholders</b></p> <p>Shareholders have the following obligations:</p> <p>2. To participate in and to execute voting rights directly or via proxy at General Meeting of Shareholders. A shareholder can give the power to a Board member to act as his/her representative at the General Meeting of Shareholders.</p>	<p><b>Article 12. Obligations of Shareholders</b></p> <p>Shareholders have the following obligations:</p> <p>2. To participate in meetings of the General Meeting of Shareholders and to execute voting right with following methods:</p> <p><i>(a) To attend and to vote directly at the meeting;</i></p> <p><i>(b) To authorize others to attend and vote at the meeting;</i></p> <p><i>(c) To attend and to vote through online meetings, electronic voting or other electronic methods;</i></p> <p><i>(d) To send votes to the meeting via mail, fax or email.</i></p>	Pursuant to Article 13.2 of Sample Charter in Circular 95/2017/TT-BTC.
5.	<p><b>Article 13. General Meetings of Shareholders</b></p> <p>3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>(c) The number of Board of Directors members is lower than the number required by the Law or less than half of the figure stipulated in the Charter;</p>	<p><b>Article 13. General Meetings of Shareholders</b></p> <p>3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p><i>(c) The number of Board of Directors members, independent members of the Board of Directors, Supervisors is lower than the number required by the Law or the number of members of the Board of Directors is reduced by more than one third (1/3) compared with the number of members stipulated in this Charter;</i></p>	Pursuant to Article 14.3.c of Sample Charter in Circular 95/2017/TT-BTC.
6.	<p><b>Article 14. Rights and tasks of the General Meeting of Shareholders</b></p>	<p><b>Article 14. Rights and tasks of the General Meeting of Shareholders</b></p> <p>3. A Shareholder is not allowed to vote on any resolution to ratify:</p>	Pursuant to Article 15.3.b of Sample Charter in Circular 95/2017/TT-BTC.

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	<p>3. A Shareholder is not allowed to vote on any resolution to ratify:</p> <p>(b) the share purchase of that Shareholder or of any Related Persons related to that Shareholder, except the acquisition of shares is made in accordance with the ownership percentage of all shareholders or the acquisition is made through order matching or public offering on the Stock Exchange.</p>	<p>(b) the share purchase of that Shareholder or of any Related Persons related to that Shareholder, except the acquisition of shares is made in accordance with the ownership percentage of all shareholders or the acquisition is made through <i>order matching on the Stock Exchange or public offering in accordance with the law.</i></p>	
7.	<p><b>Article 16. Changes of rights</b></p> <p>3. The procedures of the private meetings are implemented similarly to the regulations in Articles 189 and 20 of this Charter.</p>	<p><b>Article 16. Changes of rights</b></p> <p>3. The procedures of the private meetings are implemented similarly to the regulations in Articles <i>18</i> and 20 of this Charter.</p>	Change due to typos.
8.	<p><b>Article 21. Jurisdiction and formality for Approval of Resolutions via written documents</b></p> <p>6. The minutes of form counting must be announced within 24 hours and sent to the shareholders within 15 days from the date of ending the form counting.</p>	<p><b>Article 21. Jurisdiction and formality for Approval of Resolutions via written documents</b></p> <p>6. The minutes of form counting must be announced within 24 hours <i>or sent</i> to the shareholders within 15 days from the date of ending the form counting.</p>	Pursuant to Article 22.7 of Sample Charter in Circular 95/2017/TT-BTC.
9.	<p><b>Article 22. Minute of General Meeting of Shareholders</b></p> <p>3. ...</p> <p>Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen days from the closing date of the meeting. The votes counting minute can be posted on the Company's website.</p>	<p><b>Article 22. Minute of General Meeting of Shareholders</b></p> <p>3. ...</p> <p>Minutes of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours <i>or</i> send to all shareholders within fifteen (15) days from the closing date of the meeting.</p> <p><i>4. Minutes of the General Meeting of Shareholders shall be considered as evidence of the work executed at the General Meeting of Shareholders unless there are objections to the content of the minutes given in accordance with the procedure, within ten (10) days from the minutes submitting date.</i></p>	Pursuant to Article 23 of Sample Charter in Circular 95/2017/TT-BTC.  Additional Clause: 4
10.	<p><b>Article 24. Composition and term of Board of Directors members</b></p> <p>5. A member of the Board of Directors will not be retained Board membership status in the following cases:</p> <p>...</p>	<p><b>Article 24. Composition and term of Board of Directors members</b></p> <p>5. A member of the Board of Directors will not be retained Board membership status in the following cases:</p> <p><i>(f) Provide false personal information sent to the Company as a candidate for Board of Directors;</i></p> <p><i>(g) Other cases prescribed by Law and this Charter.</i></p>	Pursuant to Article 26.3 of Sample Charter in Circular 95/2017/TT-BTC.  Additional Point: (f) and (g)

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11.	<b>Article 25. Rights and obligations of the Board of Directors</b>	<b>Article 25. Rights and obligations of the Board of Directors</b>	Keep as old version with no amendment
12.	<b>Article 28. Meetings of the Board of Directors</b> 1. The Chairman convenes extraordinary meetings of the Board of Directors if he deems it is necessary for the Company's benefits. The Chairman must convene meetings of the Board of Directors without unreasonable delay if one of the following subjects proposes the meeting in a written document which mentions the purpose and issues which need to be discussed: (a) The General Director or at least five (05) Managers; (b) At least two (02) members of the Board of Directors; (c) The Board of Supervisors.	<b>Article 28. Meetings of the Board of Directors</b> 1. The Chairman convenes extraordinary meetings of the Board of Directors if he deems it is necessary for the Company's benefits. The Chairman must convene meetings of the Board of Directors without unreasonable delay if one of the following subjects proposes the meeting in a written document which mentions the purpose and issues which need to be discussed: (a) The General Director or at least five (05) Managers; (b) At least two (02) members of the Board of Directors; (c) The Board of Supervisors; (d) <i>Independent members of the Board of Directors.</i>	Pursuant to Article 30.3 of Sample Charter in Circular 95/2017/TT-BTC.
13.	<b>VIII. GENERAL DIRECTOR, OTHER SENIOR EXECUTIVES AND SECRETARY OF THE COMPANY</b>	<b>VIII. GENERAL DIRECTOR, OTHER SENIOR EXECUTIVES AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE</b>	Pursuant to Article 32 of Sample Charter in Circular 95/2017/TT-BTC.
14.	<b>Article 29. Management organization</b> The Company must enforce a management system in which the management will take responsibility for and operate transparently under the leadership of the Board of Directors. The Company has a General Director and one or several <i>Deputy General Directors</i> and a Finance Director and Chief Accountant who are appointed by the Board of Directors.	<b>Article 29. Management organization</b> The Company must enforce a management system in which the management will take responsibility for and operate transparently under the leadership of the Board of Directors. The Company has a General Director, <i>Deputy General Director(s) (or Executive Director(s))</i> and a Chief Accountant who are appointed by the Board of Directors.	The title of " <b>Deputy General Director</b> " can called by other way as " <b>Executive Director</b> ".
15.	<b>Article 31. Appointment, dismissal, obligation and authority of the General Director</b> 3. The General Director has the following authority and responsibilities: (b) To make decisions about all issues that are not required approvals of the Board of Directors, including acting on behalf of the Company to sign financial and commercial contracts, and organizing and operating everyday business and production activities of the Company according to the best management practices;	<b>Article 31. Appointment, dismissal, obligation and authority of the General Director</b> 3. The General Director has the following authority and responsibilities: (b) <i>Within the scope of the authorization from the Legal Representative of the Company</i> , decide all matters which do not need a resolution from the Board of Directors, including on behalf of the Company to sign financial contracts and trades, to organize and to run day-to-day business operations of the Company in accordance with the best management practices;	The authority of the General Director must be authorized by the Legal Representative.

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16.	<p><b>Article 32. Company's Secretary</b></p> <p>The Board of Directors will appoint one or more Secretaries with tenure and terms decided by the Board of Directors. The Board of Directors is able to dismiss a Company Secretary at any time but is not allowed to raise any complaint or lawsuit due to a breach of the labor contract between the Secretary and the Company. The Board of Directors can also appoint one or more Assistant Company Secretaries at any given time. The Company Secretary has the following roles and functions:</p> <ol style="list-style-type: none"> <li>a. To organize meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders on the order of the Chairman of the Board of Directors or the Board of Supervisors;</li> <li>b. To provide advice about procedures of meetings;</li> <li>c. To attend meetings;</li> <li>d. To ascertain the Board's resolutions are in line with the Law;</li> <li>e. To provide financial information, copies of meeting minutes and other information to members of the Board of Directors and Board of Supervisors</li> <li>f. To coordinate the communication between the shareholders and the Board of Directors, including to forward any letter sent to the Board of Directors from any shareholder to all members of the Board of Directors within three (3) days of receipt of the relevant letter.</li> </ol> <p>The secretary of the Company shall be responsible to keep information confidential in accordance with the law and this Charter.</p>	<p><b>Article 32. Person in Charge of Corporate Governance</b></p> <ol style="list-style-type: none"> <li>1. The Board of Management must appoint at least one (1) person to act as the <i>person in charge of Corporate Governance</i> in order to assist corporate governance to be executed effectively.</li> <li>2. The <i>person in charge of Corporate Governance</i> must satisfy the following criteria: <ol style="list-style-type: none"> <li>(a) Have knowledge and understanding of the law;</li> <li>(b) Not concurrently work for the independent auditor currently auditing the financial statements of the Company;</li> <li>(c) Other criteria stipulated by Law, this Charter and decisions of the Board of Directors.</li> </ol> </li> <li>3. The Board of Directors may dismiss the person in charge of Corporate Governance but not contrary to the applicable Law on Labour. The Board of Directors may appoint an assistant to the person in charge of Corporate Governance from time to time.</li> <li>4. The person in charge of corporate governance has the following rights and obligations: <ol style="list-style-type: none"> <li>(a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant work as between the Company and shareholders;</li> <li>(b) To prepare meetings of the Board of Directors, of the Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;</li> <li>(c) To advise on meeting procedures;</li> <li>(d) To attend all meetings;</li> <li>(e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the law;</li> <li>(f) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Board of Supervisors;</li> <li>(g) To supervise and report to the Board of Directors on activities being disclosure of information by the Company;</li> <li>(h) To maintain confidentiality of information in accordance with law and this Charter;</li> </ol> </li> </ol>	<p>Pursuant to Article 32.2 of Sample Charter in Circular 95/2017/TT-BTC</p>

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17.	<p><b>Article 34. Board of Supervisors</b></p> <p>2. The Board of Supervisors may establish internal audit who is under the Board of Supervisors. The internal audit shall be solely responsible to the Board of Supervisors. The Members of the Board of Directors, the General Director and other Managers are obliged to provide all the information and documents related to the Company's operations when required by the Board of Supervisors. The Company's secretaries must ensure that copies of all financial records as well as other information are to be provided to the members of the Board of Directors and those copies of the Board's meeting minutes shall be provided to the members of the Board of Supervisors and the Board of Directors at the same time.</p>	<p><b>Article 34. Board of Supervisors</b></p> <p>2. The Board of Supervisors may establish internal audit who is under the Board of Supervisors. The internal audit shall be solely responsible to the Board of Supervisors. The Members of the Board of Directors, the General Director and other Managers are obliged to provide all the information and documents related to the Company's operations when required by the Board of Supervisors. <i><b>The person in charge of Corporate Governance</b></i> must ensure that copies of all financial records as well as other information are to be provided to the Members of the Board of Directors and those copies of the Board's meeting minutes shall be provided to the members of the Board of Supervisors and the Board of Directors at the same time.</p>	
18.	<p><b>Article 55. Effective date</b></p> <p>1. The charter contains 55 articles and XX chapters and was approved by the <b>2018</b> General Meeting of Shareholders of Coteccons, and the effectiveness of the full contents of this Charter has been fully agreed upon.</p>	<p><b>Article 55. Effective date</b></p> <p>1. The charter contains 55 articles and XX chapters and was approved by the <b>2019</b> General Meeting of Shareholders of Coteccons, and the effectiveness of the full contents of this Charter has been fully agreed upon.</p>	