

PROPOSAL TO EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Amendments and Supplements of the Charter

**Kind Attn to: Extraordinary General Meeting of Shareholders
of Development Investment Construction Corporation**

- Pursuant to the Enterprise Law No.59/2020/QH14 dated 17 Jun 2020;
- Pursuant to the Government's Decree No. 78/2015/NĐ-CP on enterprise registration dated September 14th, 2015;
- Pursuant to the Charter of Development Investment Construction Corporation approved in the first AGM and latest revision.
- Pursuant to Internal Governance Regulations;
- To contents of prospectus dated 15/04/220;
- Demand of business management;
- To ensure compliance with state regulations on enterprise registration.

The Board of Directors (BOD) now presents to Extraordinary General Meeting of Shareholders (EGM) to approve following contents the detailed amendments and supplements to Corporation's Charter as below:

1. Amendment and Supplement to the DIC Corp's Charter as below:

Article	Current contents	Amendment and Supplement	Legal reference
1. Article 1			
- Clause 1, Point b: amendment	"Enterprise Law dated 26/11/2014"	"Enterprise Law No 59/2020/QH14 date 17/6/2020	
- Clause 1, Point c: amendment	"Law on Securities dates 29/06/2006 and Law amending and Supplementing a number of Articles of the Law on Securities dated 24/1/2010"	"Law on Securities No. 54/2019/QH14 dated 26/11/2019"	
- Clause 1, Point g: amendment	"Clause 17, Article 4 of the Law Enterprise, Clause 34 Article 6 of Law on Securities"	"Clause 23, Article 4 of the Law Enterprise, Clause 46 Article 4 of Law on Securities"	
- Clause 1, Point k: amendment	"Clause 2"	"Clause 3"	



2. Article 2: Clause 4: Supplement	“The Corporation can establish branches and representative offices”	“The Corporation can establish branches, representative offices and business locations ”	
3. Điều 3			
- Paragraph 1: amendment	“ The Chairman of the Board of Director and General Director shall be the legal representative of the Corporation”	“ The Chairman of the Board of Director shall be the legal representative of the Corporation”	
- Paragraph 2: Supplement	“on behalf of the Corporation as the plaintiff, defendant ...”	“on behalf of the Corporation as <i>a person requesting the resolution of civil matters</i> , the plaintiff, defendant ...”	Article 12, Law on Enterprise 2020
- Paragraph 3: amendment	“The legal representative of DIC Corp shall be responsible in accordance with Article 14, Law on Enterprise”	“The legal representative of <i>The Corporation</i> shall be responsible in accordance with <i>Article 13</i> , Law on Enterprise”	Law on Enterprise 2020
4. Article 4:			
- Clause 1: Remove lines of business	Lines of business: + 4661 (Wholesale of solid, liquid, gas fuels and other related products. Details: Wholesale of petroleum and related products) + 7911 (Travel agencies) + 7912 (Tour operation) + 7920 (Assistant services related to tour promotion and organization)		
- Clause 1: Remove lines of business	6820 (Consultancy, brokerage, real-estate auction, land use right	6820 (Consultancy, brokerage, real-estate auction, land use right	

	<p>auction.</p> <p>Details: real estate brokerage services)</p>	<p>auction.</p> <p>Details: + real estate brokerage services. + real estate valuation services.</p>	
5. Article 6:			
- Clause 2, Point a: amendment	The Corporation is entitled to repurchase its shares specified in Article 129 and Article 130 of Law on Enterprises.	The Corporation is entitled to repurchase its shares specified in Article 132 and Article 133 of Law on Enterprises.	Law on Enterprise 2020
- Clause 2, Point b: amendment	“Article 112”	“Article 113”	Law on Enterprise 2020
6. Article 7: - Clause: amendment	“Article 120”	“Article 121”	Law on Enterprise 2020
7. Article 10: - Clause 4: amendment	“Article 111”	“Article 112”	Law on Enterprise 2020
8. Article 12: - Clause 2, Point h: Remove	“request the Corporation to repurchase their shares specified in Article 129 of Law on Enterprises”		Law on Enterprise 2020
- Clause 3: Partially remove	“The shareholder or group of shareholders that holds at least 5% of ordinary shares for at least 6 consecutive months shall have the rights to:”	“The shareholder or group of shareholders that holds at least 5% of ordinary shares shall have the rights to:”	Clause 2, Article 115, Law on Enterprise 2020
- Clause 3, Point c: amendment	“specified in Article 115 (Rights of ordinary shareholders) and Article 140 (Convening General Meeting of Shareholders)”	“specified in Article 114 (Rights of ordinary shareholders) and Article 136 (Convening General Meeting of Shareholders) of Law on Enterprises.”	Law on Enterprise 2020
9. Article 13			

- Clause Supplement 7:			Clause 5, Article 119, Law on Enterprise 2020
- Clause Supplement 8:			
10. Article 14: - Clause amendment 1:	“or may be extended, but not beyond 6 months from the end of the financial year in case of the business registration agency approve to extend at the request of the BOD”	“or may be extended by the BOD, but not beyond 6 months from the end of the financial year”	Article 139, Law on Enterprise 2020
11. Article 15: - Clause 2, Point n: amendment	“Clause 1 Article 162”	“Article 167”	Law on Enterprises 2020
12. Article 16: - Clause amendment 2:	<p>“The authorization for a representative to attend the General Meeting of Shareholders shall be made in writing according to the form issued by the Corporation as below:</p> <p>a. In case the mandator is individual shareholder, the authorization letter shall have to be contained signature of the mandatory....</p> <p>Any person authorized to attend a General Meeting of Shareholders shall submit his/her authorization letter when making registration before entering the meeting room.”</p>	<p>“The authorization of participants in the GMS shall be made in writing. The authorization letter shall be made in accordance with civil laws and specify the name of the authorized participant, the quantity of shares authorized. The authorized participant shall present the authorization letter before entering the meeting room.”</p>	Clause 2 Article 144, Law on Enterprises 2020
13. Article 17: replacement		“A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is	Clause 6 Article 148, Law on Enterprises 2020

		voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.”	
14. Article 18: - Clause 2, Point a: Amendment	“no earlier than 5 days prior to the sending of the meeting invitation to the General Meeting of Shareholders”	“ not more than 10 days before date on which the invitations to participate in the GMS are sent”	
- Clause 3: amendment	“at least 15 days”	“at least 21 days”	
- Clause 5, Point b : amendment	“the shareholder or group of shareholders that holds at least 5% of ordinary shares for at least 6 consecutive months specified in clause 3, Article 12 of this Charter”	“the shareholder or group of shareholders that holds at least 5% of ordinary shares specified in clause 3, Article 12 of this Charter”	
15. Article 19: - clause 1: amendment	“at least 51 percent of the total votes”	“more than 50% of the votes”	Article 145, Law on Enterprises 2020
16. Article 20: - clause 7: amendment	“Clause 8 Article 142”	“Clause 8 Article 146”	Article 146, Law on Enterprises 2020
17. Article 21:			
- Clause 1: supplement	“ at least 51 percent of the total votes of all attending shareholders”	“ more than 50% of the votes of all voting shareholders”	Article 147, 148, Law on Enterprises 2020
- Clause 2: amendment	“Article 144”	“Article 148”	Law on Enterprises 2020

- Clause amendment 3:	“ decisions of the GMS on the following issues: Amendment and supplement to the company charter, Types of shares and the total number of shares of each type, Reorganization or dissolution of the company, ... attending shareholders.”	“resolutions of the GMS on the following issues: Change of the company’s business lines, Types of shares and quantity of each type, Change of the company’s organizational structure, Reorganization or dissolution of the company, ... attending shareholders.”	Clause 1,2 Article 147, Law on Enterprises 2020; Point c Clause 1 Article 148 Law on Enterprises 2020.
- Clause Supplement 5:		“In case of questionnaire survey, a resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% (a specific ratio shall be specified in the company's charter) of the votes of all voting shareholders.”	Clause 2 Article 148 Law on Enterprises 2020.
- Clause amendment 6:		“A resolution of the GMS shall be uploaded onto the company’s within 15 days from the day on which it is ratified.”	Clause 5 Article 148 Law on Enterprises 2020.
18. Article 22: - Clause Amendment 9:	“51%”	“more than 51%”	Clause 2 Article 148 Law on Enterprises 2020.
19. Article 25: - Clause Amendment 2:	“the shareholder that holds ordinary shares for at least 6 consecutive months shall have rights”	“the shareholder that holds ordinary shares shall have rights”	Article 115 Law on Enterprises 2020.
20. Article 26.:			
- Clause Amendment 1:	“Article 151”	“Article 155”	Law on Enterprises 2020.

- Clause 1, Point a: Amendment	“Article 18”	“Article 17”	Law on Enterprises 2020.
21. Article 27:			
- Clause 2: Amendment	“The term of office of a member of the Board of Directors shall not exceed 05 years without term limit.”	“The term of office of a member of the Board of Directors shall not exceed 05 years without term limit. An individual may only be elected independent member of the Board of Directors of a company for up to 02 continuous terms”	Clause 2 Article 154 Law on Enterprises 2020.
22. Article 28:			
- Clause 2, Point u:	“in Article 7 of the Decree No. 71/2017/NĐ-CP”	“ of this Charter and other relevant laws”	
- Clause 2, Point v:	“in Article 9 of the Decree No. 71/2017/NĐ-CP”	“ of this Charter and other relevant laws”	
- Clause 3, Point c:	“in Clause 2 Article 149 (Rights and obligations of the BOD) Law on Enterprises and except for the cases specified in Clause 2 Article 135 (Rights and obligations of the GMS) and Clause 1, Clause 3 Article 162 Law on Enterprises”	“in Clause 2 Article 153 (Rights and obligations of the BOD) Law on Enterprises and except for the cases specified in Clause 2 Article 138 (Rights and obligations of the GMS) and Clause 1, Clause 3 Article 167 Law on Enterprises”	Law on Enterprises 2020
- Clause 7: Amendment	“the shareholders that holds ordinary shares for at least 01 consecutive years are entitled to request the court to suspend or invalidate the resolution.”	“the company’s shareholders are entitled to request the court to suspend or invalidate the resolution.”	Clause 4 Article 154 Law on Enterprises 2020
23. Article 32:	“Article 159”	“Article 164”	Law on Enterprises 2020
- Clause 6:			

replacement			
24. Article 38: - Clause 1: amendment	“Article 132”	“Article 135”	Law on Enterprises 2020
25. Article 42: - Clause 1, Point f : amendment		“settlement of business losses a. in case if business losses, General Director shall propose urgent solutions for Chairman of the BOD, the BOD to consider, decide or submit to the GMS. b. Transfer part of the loss to next year prescribed by current law, and decide remedies.”	
26. Replacement all the Charter	“Independent Auditing Board”	“Audit Committee”	Law on Enterprises 2020

2. The General Meeting of Shareholders authorize the BOD to organize the implementation of this Charter’s contents and implement related procedures.
Respectfully submit to the AGM for consideration and approval.

Recipients:

- EGM 2020;
- DIC Corp’s Archives

**ON BEHALF OF THE BOD
CHAIRMAN
(signed)**

Nguyen Thien Tuan

(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)

