

PROPOSAL FOR THE AMENDMENT OF INTERNAL REGULATION ON CORPORATE GOVERNANCE

Subject: Amendment and improvement the Internal Regulation on Corporate Governance the Ho Chi Minh City Securities Corporation

(Documents submitted to the General Meeting of Shareholders on April 22, 2021)

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
1.	Legal basis	<p>Legal basis</p> <ul style="list-style-type: none"> - Law on Enterprises No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014 and any amendments or supplements thereto, and its implementing regulations; - Law on Securities No. 70/2006/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006, Law amending and supplementing a number of articles of the Law on Securities adopted by the National Assembly on 24 November 2010 and other implementing regulations; - Decree No. 71/2017/ND-CP dated 6 June 2017 of the Government guiding corporate governance of public companies; 	<p>Legal basis</p> <ul style="list-style-type: none"> - Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 approved by the National Assembly of the Socialist Republic of Vietnam and any amendments or supplements thereto, and its implementing regulations; - Law on Securities No. 54/2019/QH14 dated 26 November 2019 approved by the National Assembly of the Socialist Republic of Vietnam - Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities; - Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of corporate governance applying to public companies 	Updated according to applicable Laws and guidance of the Regulation Template

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<ul style="list-style-type: none"> - Circular No. 95/2017/TT-BTC dated 22 September 2017 of the Ministry of Finance guiding a number of articles of Decree No. 71/2017/ND-CP dated 6 June 2017 on corporate governance of public companies; - Circular No. 210/2012/TT-BTC dated 30 November 2012 of the Ministry of Finance guiding the establishment and operation of securities companies; - Circular No. 07/2016/TT-BTC amending and supplementing a number of articles of Circular No. 210/2012/TT-BTC dated 30 November 2012 guiding the establishment and operation of securities companies; - The Charter of Ho Chi Minh City Securities Corporation, as amended for the 11th time according to Resolution No. 01/2017/NQ-DHDCD dated 24 April 2017. 	<ul style="list-style-type: none"> in Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities; - Circular No. 121/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance regulating the operation of securities companies - Charter of the Ho Chi Minh City Securities Corporation amended the ... time according to the resolution No... date ... - The General Meeting of the Shareholders resolution No.... - The Board of Director issued the Internal Regulation on Corporate Governance of the Ho Chi Minh City Securities Corporation - The Internal Regulation on Corporate Governance of the Ho Chi Minh City Securities Corporation includes these below contents: 	
2.	Article 1	<p>Article 1. Purposes and governing scope</p> <p>The Internal Regulations on Corporate Governance of Ho Chi Minh City</p>	<p>Article 1. Purposes, governing scope and subjects to application</p> <p>Purpose and scope of the regulation</p>	Amended according to Article 1 of the Regulation Template

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		<p>Securities Corporation is developed in accordance with the law and the Charter regulating the organizational structure and operations of the Company to provide basic principles on internal corporate governance to protect the legitimate rights and interests of the shareholders, set out standards for the conducts and professional ethics of, and the relationship between the members of the Board of Directors, the Supervisory Board, the Executive Management Board and the managers of the Company. These Regulations also provide the decision-making procedures and processes in the Company to reduce and minimize unnecessary risks and losses for the Company. These Regulations ensure efficient management of the Company and overt and transparent control of the internal governance of the Company.</p> <p>The Internal Regulations on Corporate Governance of Ho Chi Minh City Securities Corporation apply to the entire Company and all shareholders of Ho Chi Minh City Securities Corporation.</p>	<p>1. Purpose and scope of the regulation: Internal Regulations on Corporate Governance of Ho Chi Minh City Securities Corporation is prepared in accordance with the law and the Charter regulating the organizational structure and operations of the Company. This Regulation stipulates basic principles on internal corporate governance, the roles, rights and obligations of the General Meeting of Shareholders, Board of Directors and Chief Executive Officer; process and procedures for the General Meeting of Shareholders; nomination, self-nomination, election, relief of duty and removal of members of the Board of Directors, Supervisory Board and Chief Executive Officer as well as other activities stipulated in the Company Charter and other applicable laws, in order to protect the legitimate rights and interests of the shareholders, set out standards for the conducts and professional ethics of, and the relationship between the members of the Board of Directors, the Supervisory Board, the Executive Management Board and the managers of the Company. The Regulation also stipulates the Company's processes and</p>	

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			<p>procedures for decision making to minimize unnecessary risks and losses. The Regulation ensures the efficiency of the Company's management and the transparency of its internal governance.</p> <p>2. Subjects of application: Internal regulations on corporate governance of Ho Chi Minh City Securities Corporation apply to the entire Company and all shareholders, members of the Board of Directors and Supervisory Board, the Chief Executive Officer and related persons.</p>	
3.	Point c,d, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>c) “Law on Securities” means the Law on Securities adopted by the National Assembly of the Socialist Republic of Vietnam on 29 June 2006 and Law amending and supplementing a number of articles of the Law on Securities adopted by the National Assembly on 24 November 2010;</p> <p>d) “Law on Enterprises” means the Law on Enterprises adopted by the National</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>c)) "Law on Securities" means the Law on Securities approved by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019.</p> <p>d) “Law on Enterprises” means the Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020.</p>	Updated according to applicable laws

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		<p>Assembly of the Socialist Republic of Vietnam on 26 November 2014 and any amendments and supplements thereto;</p>		
4.	Point g, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>g) “Managers of the Company” means the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other individuals holding any managerial positions in the Company who are entitled to enter into any transactions on behalf of the Company according to the Company Charter;</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>g) “Managers” means Chariman, members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors.</p>	<p>Amended according to relevant content in Clause h Article 1 of the Company Charter.</p>
5.	Point h, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>h) “Executives” means the Chief Executive Officer, the Deputy Chief Executive Officers, the Managing Directors, the Chief Financial Officer and other executives;</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>h) “Executives” means the Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Accountant and other managerial positions in the Company as appointed by the Board of Directors;</p>	<p>Amended according to Clause 1 Article 1 of the Company Charter.</p>

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6.	Point i, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>i) “Non-executive Member of the Board of Directors” means a member of the Board of Directors who is not the Chief Executive Officer, the Deputy Chief Executive Officer, the Managing Director and the Chief Financial Officer;</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>i) “Non-executive member of the Board of Directors” means a member of the Board of Directors who is not the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and other managerial positions in the Company as appointed by the Board of Directors;</p>	Amended according to Clause 56 Article 3 of the Decree 155/2020/NĐ-CP.
7.	Point i, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>j) “Independent Member of the Board of Directors” means a member as defined in Article 151.2 of the Law on Enterprises;</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>j) “Independent member of the Board of Directors” is a member defined in Clause 2, Article 155 of the Law on Enterprises.</p>	Updated according to the number of applicable laws.
8.	Point 1, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>l) “Related Persons” means any person or entity defined in Article 4.17 of the Law on Enterprises and Article 6.34 of the Law on Securities;</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>l) “Affiliated persons” means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities</p>	Updated according to the number of applicable laws.

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9.	To amend Point m and supplement Point p, Clause 1, Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In these Regulations, the following terms are construed as follows:</p> <p>m) “Major Shareholder” means a shareholder who directly or indirectly holds at least five percent (5%) of the voting shares of the Company;</p>	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>m) “Majority shareholder” means a shareholder owning at least 5% of voting stocks of the Company.</p> <p>...</p> <p>p) “Board of Management” includes Chief Executive Officer, Deputy Chief Executive Officers, Managing Directors, Chief Financial Officer and Chief Accountant .</p>	<p>Amended according to Clause 18 Article 4 of the Law on Securities 2019.</p> <p>Point p is supplemented as the Regulation contains many concepts “The Board of Management” without clear definition that caused difficulties in identifying who belong to the Board of Management.</p>
10.	Point s and Point c, Clause 1, Article 5	<p>Article 5. Request for information by shareholders</p> <p>1. A shareholder or group of shareholders has the right to:</p> <p>a) review, sight and extract information from the list of shareholders having voting rights;</p> <p>...</p> <p>c) Request a correction of inaccurate information of the shareholders.</p>	<p>Article 5. Request for information by shareholders</p> <p>1. A shareholder or group of shareholders has the right to:</p> <p>a) To examine, look up and extract information about name and address in the list of shareholders with voting rights; to request modification of their incorrect information;</p>	<p>Amended according to the Point đ, Clause 1, Article 115 of the Law on Enterprises 2020</p>
11.	Clause 2, Article 5	<p>Article 5. Request for information by shareholders</p> <p>2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares of the Company shall</p>	<p>Article 5. Information request by shareholders</p> <p>2. A shareholder or a group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to</p>	<p>Amended according to the Point a, Clause 2, Article 115 of the Law on Enterprises 2020</p>

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		<p>have the right to review and extract information from the register of minutes of meetings and resolutions of the Board of Directors and the interim and annual financial statements of the Company.</p>	<p>examine, look up and extract the book of minutes and resolutions, decisions of the Board of Directors; mid-year and annual financial statements, contracts and transaction required approval of the Board of Directors and other documents, except for documents related to commercial secret and the company's business secret</p>	
12.	<p>Clause 1, Article 6</p>	<p>Article 6. Request for convening meetings of the General Meeting of Shareholders by shareholders</p> <p>A shareholder or group of shareholders as prescribed under Article 16.1(k) of the Company Charter will have the right to request the convening of a General Meeting of Shareholders pursuant to the following procedures:</p> <p>1. A shareholder or group of shareholders shall prepare a written request for the convening of a General Meeting of Shareholders and send such request to the Chairman of the Board of Directors by courier or directly submit such request at the Company's head office. The request must specify the information of the shareholder(s), number of shares held by the shareholder(s), duration of holding shares, reason for request of the convening of a</p>	<p>Article 6. Request for convening General Meeting of Shareholders by shareholders</p> <p>A shareholder or groups of shareholders prescribed in Point k, Clause 1, Article 16 of the Company's Charter have the right to request for convening General Meeting of Shareholders. The procedures are as follows:</p> <p>1. A shareholder or groups of shareholders submit a request in writing to convene a General Meeting of Shareholders to the Chairman by mail or directly submit at the Company's Head Office. Such request must include following contents: full name, contract address, nationality, serial number of legal document for an individual shareholder; name, identification number of an enterprise or legal document of an organization, address of the head office for an institutional 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; reason for requesting General</p>	<p>Amended according to Clause 4, Article 115 of the Law on Enterprises 2020</p>

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		General Meeting of Shareholders, the issues to be discussed at the meeting and the signature of each requesting shareholder.	Meeting of Shareholders, proposed issues for discussion at the meeting, and signatures of such shareholder or all shareholders in the group. The request shall be accompanied by documents and evidence on the violation of the Board of Directors and its seriousness, or on the decision which falls outside its competence.	
13.	Clause 1, Article 7	<p>Article 7. Shareholder(s) request to make additions to the agenda for a General Meeting of Shareholders</p> <p>1. A shareholder or group of shareholders has the right to recommend issues to be included in the agenda for a General Meeting of Shareholders as stipulated in Article 27.3 of the Company Charter. Such recommendation must be made in writing and sent to the Chairman of the Board of Directors no later than three (03) working days before the opening of the meeting either directly by email or by courier to the Company's head office.</p>	<p>Article 7. Request for adding additional information to agenda of General Meeting of Shareholders by shareholders</p> <p>1. A shareholder or groups of shareholders have the right to propose issues to be included in the agenda of General Meeting of Shareholders as stipulated in Clause 4, Article 20 of the Company Charter. The recommendation shall be made in writing and sent to the Chariman of the Board of Directors no later than ten (10) working days prior to the date of opening either directly by email or by courier to the Company's head office.</p>	Amended according to Clause 2, Article 142 of the Law on Enterprises 2020
14.	Clause 4, Article 7	<p>Article 7. Shareholder(s) request to make additions to the agenda for a General Meeting of Shareholders</p> <p>4. If the Board of Directors rejects the recommendation, the Board of Directors</p>	<p>Article 7. Request for adding additional information to agenda of General Meeting of Shareholders by shareholders</p> <p>4. In the case that the Board of Directors does not approve the proposal, the Board of Directors must reply in writing to inform the</p>	Amended according to Clause 3, Article 142 of the Law on Enterprises 2020

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		must send a written response to the shareholder or group of shareholders before the date on which the General Meeting of Shareholders is intended to take place	shareholder or groups of shareholders about the reason(s) for not accepting the proposal two (02) working days at the latest before the opening date of the meeting of the General Meeting of Shareholders.	
15.	To supplement Article 9	<p>Article 9. Annual and extraordinary meetings of the General Meeting of Shareholders and procedures for collecting written opinions from shareholders</p> <p>The Company shall implement the procedures and process for convening, conducting and voting at the General Meeting of Shareholders in accordance with these Regulations and the Company Charter.</p>	<p>Article 9. Annual General Meeting of Shareholders, extraordinary General Meeting of Shareholders and collection of written shareholder opinion</p> <p>Duties, rights and obligations of the General Meeting of Shareholders are according to Article 23 of the Company Charter. Order and procedures for convening meetings, conducting meetings, and voting at the General Meeting of Shareholders are conducted in accordance with this Regulation and the Company Charter.</p>	Amended according to the Regulation Template (Clause 1 Article 2 of the Regulation Template requires to clearly define duties, rights and obligations of the General Meeting of the Shareholders).
16.	To supplement Article 10	<p>Article 10. Decision on conducting and preparation of materials for the General Meeting of Shareholders</p> <p>The Board of Directors shall meet to decide the time, venue, draft agenda and main contents of a General Meeting of Shareholders.</p>	<p>Article 10. Authority on convening the General Meeting of Shareholders, decision on conducting and preparation of documents for the General Meeting of Shareholders</p> <p>Authority on convening the General Meeting of Shareholders is stipulated at Clause 26 of the Company Charter. The Board of Directors organizes a meeting to approve the time, venue, draft agenda and</p>	Amended according to the Regulation Template (Point a Clause 1 Article 2 of the Regulation Template requires to clearly define duties, rights and obligations of the General Meeting of the Shareholders).

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			content of the General Meeting of Shareholders.	
17.	To supplement Article 11	<p>Article 11. Notice of closing of lists of shareholders entitled to attend a General Meeting of Shareholders</p> <p>The Board of Directors shall announce the closing of the list of shareholders entitled to attend a General Meeting of Shareholders no later than twenty (20) days before the last registration day. This notice shall be announced to the competent authorities and published on the Company's website. The list of shareholders entitled to attend a General Meeting of Shareholders must be prepared in accordance with Article 27.2(a) of the Company Charter.</p>	<p>Article 11. Preparation a list of shareholders entitled to attend the General Meeting of Shareholders, Announcement of closing shareholder list to determine eligible shareholders to attend the General Meeting of Shareholders</p> <p>The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the meeting invitation to the General Meeting of Shareholders. The Board of Directors must disclose information about the list of shareholders who are entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date. This announcement must be sent to the relevant authorities and published on the Company's website. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared according to Point a, Clause 2, Article 27 of the Company Charter.</p>	Amended according to the Regulation Template (Clause 2 Article 2 of the Regulation Template requires to clearly define duties, rights and obligations of the General Meeting of the Shareholders) and according to Clause 1 Article 141 of the Law on Enterprises 2020.
18.	Clause 1, Clause 2 Article 12	<p>Article 12. Notice of convening of a General Meeting of Shareholders and agenda and notice of conducting a General Meeting of Shareholders</p>	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to the General Meeting of Shareholders</p>	Amended according to Clause 1 Article 143 of the Law on Enterprises 2020.

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		<p>1. Notice of invitation to a General Meeting of Shareholders shall be made in accordance with Article 27 of the Company Charter. The notice of invitation to attend a General Meeting of Shareholders shall include the following main contents:</p> <ul style="list-style-type: none"> - Time and venue of the General Meeting of Shareholders; - Agenda for the General Meeting of Shareholders; - Conditions for attending the General Meeting of Shareholders; - Procedures for attending the General Meeting of Shareholders; - Specific time and link of the website where the materials for the General Meeting of Shareholders are uploaded; - Time and method for registration of attendance at the General Meeting of Shareholders. <p>2. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders on the list of shareholders entitled to attend the General Meeting of Shareholders and announced to the</p>	<p>1. Notice of invitation to General Meeting of Shareholders complies with Article 20 of the Company Charter. Notice of invitation to the General Meeting of Shareholders includes following main contents:</p> <ul style="list-style-type: none"> - Name, head office address, enterprise identification number; - Name, contact address of shareholder - Time and venue of the General Meeting of Shareholders; - Agenda for the General Meeting of Shareholders; - Conditions for attending the General Meeting of Shareholders; - Procedures for attending the General Meeting of Shareholders; - Specific time and link of the website where the materials for the General Meeting of Shareholders are uploaded; - Time and method for registration of attendance at the General Meeting of Shareholders. <p>- Other requirements for participants</p>	

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		<p>competent authorities and published on the Company's website. The notice of invitation to the General Meeting of Shareholders must be sent at least fifteen (15) days prior to the date of the General Meeting of Shareholders.</p>	<p>2. The meeting invitation must be sent all shareholders on the list of shareholders entitled to attend the meeting, published to authorities and posted on the Company's website. Invitations to a General Meeting of Shareholders must be sent to all shareholders at least twenty-one (21) days prior to the meeting date</p>	
19.	<p>Clause 3 Article 12</p>	<p>Article 12. Notice of convening of a General Meeting of Shareholders and agenda and notice of conducting a General Meeting of Shareholders</p> <p>3. The agenda for the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting of Shareholders must be sent to the shareholders on the list of shareholders entitled to attend the General Meeting of Shareholders and/or published on the Company's website. In case the related documents are not attached to the invitation to the General Meeting of Shareholders, such notice must provide the link to the Company's website for access by the shareholders.</p>	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to the General Meeting of Shareholders</p> <p>3. The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the General Meeting of Shareholders must be sent to the shareholders on the list of shareholders entitled to attend the General Meeting of Shareholders and/or posted to the Company's website. In case documents are not attached to the notice of invitation to the General Meeting of Shareholders, such notice must specify link for downloading documents related to the General Meeting of Shareholders. The right of shareholders to recommend the contents to be included in the agenda of the General Meeting of Shareholders shall comply with the Clause 3, Article 27 of the Company Charter.</p>	<p>Amended according to the Regulation Template (Point d Clause 2 Article 2 of the Regulation Template requires an inclusion of shareholder proposals in the agenda of the General Meeting of Shareholders)</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
20.	2 nd section of the Article 13	<p>Article 13. Confirmation of, authorization for, and registration of attendance at a General Meeting of Shareholders</p> <p>- In case of appointing an authorized representative to attend the General Meeting of Shareholders, the shareholder shall send a written power of attorney to appoint the authorized representative to attend the General Meeting of Shareholders (in the form provided by the Company) to the Company's head office by courier, facsimile, email or other instruments as provided for by the Company.</p>	<p>Article 13. Confirmation of, authorization for, and registration of attendance at a General Meeting of Shareholders</p> <p>In case of appointing an authorized representative to attend the General Meeting of Shareholders, the shareholder shall send an authorization letter to the Head office of the Company by courier, fax, e-mail or by other means as stipulated by the Company.</p>	<p>Amended in accordance with the Clause 2 Article 144 of the Law on Enterprises 2020, which does not require the use of the Company's template for authorization letters.</p>
21.	Point f, Clause 5 Article 14	<p>Article 14. Procedures for voting to approve a meeting agenda</p> <p>5. Formulation and announcement of the vote counting minutes:</p> <p>f) Number and ratio of affirmative votes, negative votes and abstentions for each issue voted on at the meeting and/or number of election ballots for each candidate to the Board of Directors/Supervisory Board.</p> <p>- The vote counting minutes must be signed by the members of the vote counting</p>	<p>Article 14. Procedures for conducting, voting and method of approving issues of the General Meeting of Shareholders</p> <p>5. Prepare and announce minutes of vote counting:</p> <p>f) Number and proportion of affirmative, negative and absent votes for each issue in the meeting and/or number of votes for each candidate elected to the Board of Directors/Supervisory Board.</p> <p>- Minutes of vote counting must have signatures from all members of the vote counting committee as well as the shareholders' representative.</p>	<p>- Title of the Article: Amended according to Point h, m Clause 2 Article 2 of the Regulation Template</p> <p>- Clause 5: Amended according to Point n Claus 2 Article 2 of the Regulation Template</p>

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		committee and acknowledged by the shareholders' representatives.	- The minutes of vote counting results shall be announced by the Chairman before the close fo the meeting	
22.	To supplement Clause 6, Clause 7 to Article 14	Article 14. Procedures for voting to approve a meeting agenda	<p>Article 14. Procedures for conducting, voting and method of approving issues of the General Meeting of Shareholders</p> <p>6. Conditions for conducting a General Meeting of Shareholders and conditions for approving resolutions of a General Meeting of Shareholders are complied with the Articles 28,30 and 31 of the Company Charter.</p> <p>7. Processes and procedures for conducting a General Meeting of Shareholders as a fully virtual general meeting or a partially virtual general meeting are implemented in accordance with the Regulations on conducting virtual general meeting and online voting of the Company.</p>	Amended according to Clause 4, 5 Article 2 of the Regulation Template and the Regulation of conducting virtual general meeting
23.	Article 15	<p>Article 15. Opposition to decisions of the General Meeting of Shareholders</p> <p>Within ninety (90) days from the date of receipt of the minutes of a General Meeting of Shareholders or the minutes of the results of vote-counting in case of collection of written opinions from the General Meeting of Shareholders, a</p>	<p>Article 15. Method of rejection of decisions of the General meeting of shareholders</p> <p>A shareholder who has voted not to pass the resolution on reorganization of the company or a change in the rights and obligations of shareholders provided in the company</p>	Amended according to Point 0 Clause 2 Article 2 of the Regulation Template Clause 1 Article 132 of the Law on Enterprises.

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		<p>shareholder or a group of shareholders holding 10% or more of the total ordinary shares of the Company for a period of six consecutive months or more has the right to request a court or an arbitrator to consider and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:</p> <ul style="list-style-type: none"> - The sequence and procedures for convening the meeting and issuing the decision of the General Meeting of Shareholders did not comply with the Company Charter, except in the case stipulated in Article 31.5 of the Company Charter; and/or - The content of the resolution breaches the law or the Company Charter. 	<p>charter may request the company to redeem its/his/her shares according to the Point g, Clause 1, Article 16 of the Company's Charter</p> <p>Within ninety (90) days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results regarding the solicitation of opinions from the General Meeting of Shareholders, a shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases:</p> <ul style="list-style-type: none"> - The order, procedures for convening and issuing resolutions of the General Meeting of Shareholders seriously violates regulations of the company charter; - The order, procedures for issuing resolution and the resolution content violates the laws or the Company's Charter, except for cases stipulated at Clause 5, Article 31 of the Company's Charter. 	
24.	Point i, Clause 1, Article 15	Article 16. Preparation of minutes of the General Meeting of Shareholders	Article 16. Preparation of minutes of the General Meeting of Shareholders	Amended according to Clause 1 Article 150 of the Law on Enterprises

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		<p>1. Minutes shall be prepared for each General Meeting of Shareholders and the meetings may be sound recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must contain the following main details:</p> <p>i) Signatures of the Chairman and the secretary</p>	<p>1. The meeting of the General Meeting of Shareholders shall be recorded in minutes and may be sound-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may be in an additional foreign language, and contain the following principal details:</p> <p>i) Full names of the chairperson and secretary. In case the chairman, secretary refuses to sign in the meeting minutes, such minutes shall be valid if it is signed by all other attending members of the Board of Directors and fully contains contents as prescribed in this Clause. The meeting minutes must clearly specify such refusal.</p>	
25.	Clause 3, Article 16	<p>Article 16. Preparation of minutes of the General Meeting of Shareholders</p> <p>3. The Chairman and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.</p> <p>The minutes of the General Meeting of Shareholders must be announced to the competent authorities and published on the Company's website within twenty-four (24) hours, or sent to all shareholders within fifteen (15) days from the date of the closing of the meeting. The minutes of vote-</p>	<p>Article 16. Preparation of minutes of the General Meeting of Shareholders</p> <p>3. The chairman and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.</p> <p>The minutes of the meeting of the General Meeting of Shareholders must be sent to relevant authorities and published on the website of the Company within twenty-four (24) hours or sent to all shareholders within 15 days from the date of the closing of the meeting. The sending of minutes of vote</p>	Amended according to Clause 4 Article 23 of the Charter Template

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		<p>counting may be published on the website (if any) of the Company instead.</p> <p>The minutes of a General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting, the resolutions passed, and any related documents sent together with the notice of invitation to attend the meeting must be archived at the head office of the Company.</p>	<p>counting results may be replaced by posting them on the Company's website.</p> <p>The meeting minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting, adopted resolutions and other relevant documents sent together with the meeting invitation shall be archived at the company's head office.</p>	
26.	Article 18	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions</p> <p>Cases in which resolutions of the General Meeting of Shareholders were passed by collecting shareholders' written opinions are stipulated at Point c, Clause 2, Article 23 of the Company Charter. Competence and procedures for collecting shareholders' written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:</p>	Supplemented according to Clause 3 Article 2 of the Regulation Template.
27.	Clause 2, Article 18	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>2. The Board of Directors shall prepare</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>The Board of Directors shall prepare the</p>	Amended according to Clause 2 Article 149 of the Law on Enterprises 2020

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>written opinion forms, a draft of the resolutions of the General Meeting of Shareholders, and other documents explaining the draft resolutions. The written opinion forms, the draft of the resolutions of the General Meeting of Shareholders, and other explanatory documents must be sent to all shareholders by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable notice period for the shareholders' consideration and voting, and must be sent at least 15 days prior to the expiry of the time limit for receipt of the written opinion forms. The preparation of a list of shareholders for sending written opinion forms shall be implemented in accordance with Article 11 of these Regulations</p>	<p>written opinion form, a draft of the resolution of the General Meeting of Shareholders, documents explaining the draft resolution. The written opinion form, a draft of the resolution and explaining documents must be sent by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable period of time for shareholders' consideration and voting and must be sent at least ten (10) days before the deadline for receiving shareholders' voting papers. The preparation of the list of shareholders to whom written opinion forms shall be sent must comply with Article 11 of this Regulation.</p>	
28.	Point d, Clause 3, Article 18	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>3. The written opinion form must contain the following basic details:</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>3. The written opinion form must contain the following principal details:</p>	Amended according to Point c Clause 3 Article 149 of the Law on Enterprises 2020

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>c) Full name, permanent residential address, nationality, and the number of citizen's identity card, people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; name, enterprise code or number of establishment decision, head office address of a shareholder being an organization or full name, permanent residential address, nationality, number of citizen's identity card, people's identity card or passport or other lawful personal identification of the authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;</p>	<p>c) Full name, contact address, nationality, serial number of legal documents for an individual shareholder; name, enterprise identification number or serial number of legal documents, head office address for an institutional shareholder or full name, contact address, nationality, serial number of personal legal documents for the institutional shareholder's representative; the number of shares of each type and number of voting of each shareholder;</p>	
29.	<p>Clause 4, Point a of Clause 5, Article 18</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>4. The completed written opinion form must bear the signature of: the shareholder being an individual; and the authorized representative or of the legal representative of the shareholder being an organization.</p> <p>5. A shareholder may send a completed</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of written opinions</p> <p>4. The completed written opinion form must bear the signature of: the shareholder being an individual; and the authorized representative or of the legal representative of the shareholder being an organization.</p>	<p>Amended according to Clause 4 Article 149 of the Law on Enterprises 2020</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>written opinion form to the Company by any of the following means:</p> <p>a) By mail: The completed written opinion form must bear the signature of the shareholder in the case of the shareholder being an individual and of the authorized representative or of the legal representative of the shareholder in the case of the shareholder being an organization. The written opinion form which is returned to the Company must be enclosed in a sealed envelope and must not be opened by any person prior to vote-counting;</p>	<p>5. Shareholders may send their completed written opinion form to the company by any of the following means:</p> <p>a) If sending by post, the completed written opinion form must bear the signature of the individual shareholder, or of the authorized representative or the at-law representative of the institutional shareholder. The written opinion form returned to the company must be in a sealed envelope and nobody is permitted to open the envelope prior the counting of the votes;</p>	
30.	Point a of Clause 1, Article 19	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>1. Report on the activities of the Board of Directors</p> <p>a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors according to Article 35.10(a) of the Company Charter;</p>	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>1. Report on the activities of the Board of Directors</p> <p>a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors according to Point a Clause 9 Article 35 of the Company Charter;</p>	Updated the number according to HSC's Charter.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
31.	Point b, Clause 1, Article 19	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>1. Report on the activities of the Board of Directors</p> <p>b) Summary of the meetings of the Board of Directors and decisions of the Board of Directors;</p>	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>1. Report on the activities of the Board of Directors</p> <p>b) Summary of the meetings of the Board of Directors and decisions of the Board of Directors. Report on the transactions between companies, subsidiaries and companies with over 50% or more of charter capital controlled by the Company and members of the Board of Directors or their related parties; transactions between the Company and companies in which members of the Board of Directors are founding members or enterprise managers within the latest 03 years prior to the transaction time.</p>	Amended according to Clause 3 Article 280 of the Decree 155/2020/NĐ-CP
32.	Point c, Clause 1, Article 19	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>1. Report on the activities of the Board of Directors</p> <p>c) Results of assessment by independent members of the Board of Directors of activities of the Board of Directors;</p>	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>1. Report on the activities of the Board of Directors</p> <p>c) Activities of independent members of the Board of Directors and independent members' evaluation of activities of the Board of Directors</p>	Amended according to Clause 4 Article 280 of the Decree 155/2020/NĐ-CP

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
33.	Clause 2, Article 19	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>2. Report on the activities of the Supervisory Board</p> <p>A report on the activities of the Supervisory Board submitted to the annual General Meeting of Shareholders is a report on the business results of the Company and the results of operations of the Board of Directors and the Chief Executive Officer, which must have the following contents:</p>	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>2. Report on activities of the Supervisory Board</p> <p>Report on activities of the Supervisory Board submitted to the General Meeting of Shareholders is a report on the business results of the Company and the results of operations of the Board of Directors and the Chief Executive Officer, performance self-assessment report of the Supervisory Board and Supervisors, which must contain the following contents:</p>	Amended according to Article 290 of the Decree 155/2020/NĐ-CP
34.	Point c, Clause 2, Article 19	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>2. Report on the activities of the Supervisory Board</p> <p>c) Results of supervision of the business and operation of the Company;</p>	<p>Article 19. Report of the Board of Directors and the Supervisory Board at the General Meeting of Shareholders</p> <p>2. Report on the activities of the Supervisory Board</p> <p>c) Results of monitoring the company's finance and operation. Report on evaluation of the transactions between companies, subsidiaries and companies with over 50% or more of charter capital controlled by the Company and members of the Board of Directors, Chief Executive Officer, other executives of the company and their related parties; transactions between the Company and companies in which members of the</p>	Amended according to Clause 4 Article 290 of the Decree 155/2020/NĐ-CP

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
			Board of Directors, Chief Executive Officer, other executives of the company are founding members or enterprise managers within the latest 03 years prior to the transaction time.	
35.	Clause 1, Article 22	<p>Article 22. Composition of the Board of Directors</p> <p>1. The Board of Directors of the Company shall consist of at least three (03) and a maximum of eleven (11) members. The structure of the Board of Directors must ensure a balance between members having knowledge and experience in law, finance and the operational and business sectors of the Company, and consideration must also be given to gender factors.</p>	<p>Article 22. Composition of the Board of Directors; duties, rights and obligations of the Board of Directors, members of the Board of Directors</p> <p>1. The Board of Directors is the body managing the company and has full competence to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company which do not fall within the competence of the General Meeting of Shareholders. The Board of Directors of the Company shall consist of at least five (05) and a maximum of eleven (11) members.</p>	Amended according to Clause 1 Article 36 of the Regulation Template and Clause 1 Article 36 of the Company Charter.
36.	Clause 4, Article 22	<p>Article 22. Composition of the Board of Directors</p> <p>The structure of Board of Directors of the Company must ensure that at least one third (1/3) of the total number of members of the Board of Directors are independent members.</p>	<p>Article 22. Composition of the Board of Directors; duties, rights and obligations of the Board of Directors, members of the Board of Directors</p> <p>4. The structure of the Board of Directors must ensure that:</p>	Amended according to Clause 4 Article 276 of the Decree 155/2020/NĐ-CP

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
			a) At least 01 independent member if the Board of Directors has between 03 and 05 members; b) At least 02 independent members if the Board of Directors has between 06 and 08 members; c) At least 03 independent members if the Board of Directors has between 09 and 11 members.	
37.	To supplement Clause 5, Article 22		Article 22. Composition of the Board of Directors; duties, rights and obligations of the Board of Directors, members of the Board of Directors 5. Duties and authorities of the Board of Directors, members of the Board of Directors are stipulated in Article 35 of the Company Charter.	Supplemented according to Clause 1 Article 3 of the Template of Internal Regulation.
38.	Clause 2 and Clause 5, Article 23	Article 23. Criteria for members of the Board of Directors 2. Must have professional expertise and experience in business management of the Company, and but does not necessarily need to be a shareholder of the Company; 5. A member of the Board of Directors must not be the spouse, natural father,	Article 23. Criteria of members of the Board of Directors 2. Possessing professional qualifications and experience in business administration or in one of fields as securities, finance, banking, legal and not necessarily being a shareholder of the company. 5. A member of the Board of Directors must not be the spouse, biological father,	Amended according to Clause 2 Article 37 of the Company Charter and Point b Clause 1 Article 155 of the Law on Enterprises 2020. Removed Clause 5 according to Article 37 of the Charter

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>adoptive parent, natural mother, adoptive mother, natural child, adopted child, sibling, brother-in-law and sister-in-law of the Chief Executive Officer and other managers of the Company.</p>	<p>adoptive parent, biological mother, adoptive mother, biological child, adopted child, sibling, brother-in-law and sister-in-law of the Chief Executive Officer and other managers of the Company.</p>	
39.	<p>Point a,c,d,e,f,g,h,I,j Clause 2, Article 24</p>	<p>Article 24. Shareholders and groups of shareholders entitled to nominate candidates to the Board of Directors</p> <p>2. Candidates shall be nominated or stand for election to be members of the Board of Directors in accordance with the following provisions:</p> <p>a) A shareholder or group of shareholders holding at least five per cent (05%) of the total voting shares for a period of six (06) consecutive months may accumulate the voting right of each shareholder to nominate candidates to the Board of Directors;</p> <p>c) A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares for a period of six (6) consecutive months shall be entitled to nominate one (01) candidate to the Board of Directors;</p>	<p>Article 25. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors</p> <p>2. The nomination and election of members of the Board of Directors shall comply with following provisions:</p> <p>a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate to the Board of Directors</p> <p>b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate two (02) candidates to the Board of Directors</p> <p>c) A shareholder or a group of shareholders holding from thirty percent (30%) to less</p>	<p>Amended according to Clause 2 Article 30 of the Company Charter</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>d) A shareholder or group of shareholders holding ten percent (10%) to less than thirty percent (30%) of the total voting shares for a period of six (6) consecutive months shall be entitled to nominate two (02) candidates to the Board of Directors;</p> <p>e) A shareholder or group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total voting shares for at least six (06) consecutive months shall be entitled to nominate three (03) candidates to the Board of Directors;</p> <p>f) A shareholder or group of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total voting shares for at least six (06) consecutive months shall be entitled to nominate four (04) candidates to the Board of Directors;</p> <p>g) A shareholder or group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) of the total voting shares for at least six (06) consecutive months shall be entitled to nominate five (05) candidates to the Board of Directors;</p> <p>h) A shareholder or group of shareholders holding from sixty percent (60%) to less</p>	<p>than forty percent (40%) of the total voting shares shall be entitled to nominate three (03) candidates to the Board of Directors</p> <p>d) A shareholder or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total voting shares shall be entitled to nominate four (04) candidates to the Board of Directors</p> <p>e) A shareholder or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) of the total voting shares shall be entitled to nominate five (05) candidates to the Board of Directors</p> <p>f) A shareholder or a group of shareholders holding from sixty percent (60%) to less than seventy percent (70%) of the total voting shares shall be entitled to nominate six (06) candidates to the Board of Directors</p> <p>g) A shareholder or a group of shareholders holding from seventy percent (70%) to less than eighty percent (80%) of the total voting shares shall be entitled to nominate seven (07) candidates to the Board of Directors</p> <p>h) A shareholder or a group of shareholders holding from eighty percent (80%) to less</p>	

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>than seventy percent (70%) of the total voting shares for at least six (06) consecutive months shall be entitled to nominate six (06) candidates to the Board of Directors;</p> <p>i) A shareholder or group of shareholders holding from seventy percent (70%) to less than eighty percent (80%) of the total voting shares for at least six (06) consecutive months shall be entitled to nominate seven (07) candidates to the Board of Directors;</p> <p>j) A shareholder or group of shareholders holding from eighty percent (80%) to less than ninety percent (90%) of the total voting shares for at least six (06) consecutive months shall be entitled to nominate eight (08) candidates to the Board of Directors.</p>	<p>than ninety percent (90%) of the total voting shares shall be entitled to nominate eight (08) candidates to the Board of Directors</p> <p>i) A shareholder or a group of shareholders holding from ninety percent (90%) of the total voting shares shall be entitled to nominate full number of candidates to the Board of Directors.</p>	
40.	Clause 5, Article 24	<p>Article 24. Shareholders and groups of shareholders entitled to nominate candidates to the Board of Directors</p> <p>5. Information related to the candidates of the Board of Directors is published on the Company's website at least ten (10) days before the opening of the General Meeting of Shareholders so that shareholders may learn about these candidates before voting. Information of an announced candidate must</p>	<p>Article 25. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors</p> <p>5. Information of the candidates for a Board of Directors related to them must be published at least 10 days before the opening day of the meeting of the Shareholders' General Meeting on the website of the company so that shareholders can find out information about the candidates before</p>	Amended according to Clause 1 Article 274 of the Decree 155/2020/NĐ-CP and Clause 4 Article 36 of the Charter.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>at least include:</p> <ul style="list-style-type: none"> - Full name and date of birth; - Professional qualification; - Working history; - Report on the contributions of the candidate to the Company as a member of the Board of Directors in case the candidate is renominated; - Name of the companies where the candidate is a member of boards of management or hold other managerial positions; and - Interests related to the Company. 	<p>voting. The candidates of Board of Directors must have written commitments to the truthfulness and accuracy of their disclosed personal information and must commit to perform the tasks honestly, carefully and in the best interests of the company if they are elected as members of the Board of Directors. Information related to the candidates for members of the Board of Directors to be disclosed includes:</p> <ul style="list-style-type: none"> - Full name, date of birth; - Professional qualifications; - Working process; - Other managerial titles (including titles in the Board of Directors of other company); and - Interests related to the Company and the Company's relevant parties; 	
41.	Clause 2, Article 25	<p>Article 25. Election of members of the Board of Directors</p> <p>2. Ballots for election of members of the Board of Directors shall be printed by the organization board with the list of candidates arranged in Vietnamese alphabetical order and affixed with the Company's stamp. Each election ballot shall include name of shareholder, registration number of shareholders, shareholder code, and number of shares owned by shareholder, number of</p>	<p>Article 25. Election of members of the Board of Directors</p> <p>2. Ballot papers are printed in advance by Organizational Committee with the list of candidates arranged in alphabetical order (Vietnamese) and stamped by the Company. The ballot paper must contain full name of the shareholder/proxy, registration number, shareholder code, number of shares owned, number of shares represented by proxy, number of shares with voting rights, and</p>	Amended according to Point a Clause 20 of the Charter Template

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>shares represented by authorized representative, total number of voting shares, and number of the total votes equal to the number of voting shares multiplied by the number of members of the Board of Directors to be elected.</p>	<p>number of votes equivalent to such number of shares owned/represented multiplied by the number of members elected to the Board of Directors.</p>	
42.	<p>Clause 6, Article 25</p>	<p>Article 25. Election of members of the Board of Directors</p> <p>6. Where two or more candidates have the same number of votes, the General Meeting of Shareholders shall carry out the selection in accordance with the criteria approved by the General Meeting of Shareholders.</p>	<p>Article 25. Election of members of the Board of Directors</p> <p>6. If two or more candidates have the same number of votes, the General Meeting of Shareholders shall carry out to re-elect among candidates with the same number of votes or select candidate based on election criteria approved by the General Meeting of Shareholders.</p>	<p>Amended according to Clause 4 Article 30 of the Charter Template</p>
43.	<p>Point a, Clause 1, Article 26</p>	<p>Article 26. Discharge, dismissal and additional election of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be removed in the following cases:</p> <p>a) Failure to satisfy the criteria and conditions prescribed in Article 23.1 of these Regulations;</p>	<p>Article 26. Relief of duty, removal from office and addition of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be relieved of duty in the following cases:</p> <p>a) Not fully satisfying the criteria and conditions provided in Article 23 of this Regulation;</p>	<p>Article 23 of the current Regulation has 5 Clauses, and all are providing criteria of the members of the Board of Directors.</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
44.	Point c, Clause 1, Article 26	<p>Article 26. Discharge, dismissal and additional election of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be removed in the following cases:</p> <p>c) Submission of a letter of resignation;</p>	<p>Article 26. Relief of duty, removal from office and addition of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be relieved of duty in the following cases:</p> <p>...c) Having submitted a resignation letter which is approved</p>	Amended according to Point b Clause 1 Article 160 of the Law on Enterprises 2020.
45.	Article 27	<p>Article 27. Notice of election, removal or discharge of members of the Board of Directors</p> <p>1. Notice of election, removal or discharge of members of the Board of Directors must be announced to the competent authorities and published on the Company's website within twenty-four (24) hours from the date of such notice of election, removal or discharge of members of the Board of Directors.</p> <p>2. Within 03 working days from the date of announcement of information on the replacement, appointment, reappointment or removal of members of the Board of Directors, the Company shall send the competent authorities the information of the new member of the Board of Directors (if any).</p>	<p>Article 27. Notice of election, relief of duty, removal from office of members of the Board of Directors</p> <p>1. Notice of replacement, appointment, re-appointment, election, relief of duty, removal from office, submission of resignation letter of members of the Board of Directors must be disclosed to competent authorities and posted on the Company's website within twenty-four (24) hours from the date of the notice of election, relief of duty, removal from office, submission of resignation letter of members of the Board of Directors.</p> <p>2. When disclosing information in terms of replacement, appointment, re-appointment, relief of duty, submission of resignation letter of members of the Board of Directors, the Company shall send the curriculum vitae of new members of the Board of Directors (if any) to competent authorities.</p>	Amended according to Point 1 Clause 1 Article 11 of the Circular 96/2020/TT-BTC.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
46.	Clause 2, Article 28	<p>Article 28. Notice of invitation to meetings of the Board of Directors</p> <p>2. The Chairman of the Board of Directors or the convener must send the notice of invitation to the meeting together with the enclosed documents to all Supervisors in the same manner as to the members of the Board of Directors</p>	<p>Article 28. Notice of meetings of the Board of Directors</p> <p>2. The Chairman or the convener shall send the meeting invitation together with attached documents to all members of the Supervisory Board, Chief Executive in the same manner as to the members of the Board of Directors.</p>	Amended according to Clause 6 Article 38 of the Company Charter.
47.	Point c, Clause 4, Article 29	<p>Article 29. Conditions for conducting meetings of the Board of Directors</p> <p>4. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors without delay if there is not a proper reason, when one of the following persons sends a written request presenting the purpose of the meeting and matters that need to be discussed:</p> <p>c) at least 02 Executive Members of the Board of Directors; and</p>	<p>Article 29. Conditions for conducting meetings of the Board of Directors</p> <p>4. The Chairman of the Board of Directors must, without delays in the absence of proper reasons, convene a meeting of the Board of Directors when one of the following parties submits a written request presenting purposes of the meeting and matters that need to be discussed:</p> <p>c) At the request of at least 02 members of the Board of Directors;</p>	Amended according to Point c Clause 3 Article 30 of the Charter Template and Point c Clause 3 Article 157 of the Law on Enterprises 2020.
48.	Clause 5, Article 29	<p>Article 29. Conditions for conducting meetings of the Board of Directors</p> <p>5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days of</p>	<p>Article 29. Conditions for conducting meetings of the Board of Directors</p> <p>5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days after</p>	Amended according to Clause 3 Article 38 of the Company Charter.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>receipt of a request stipulated in Clause 4 of this Article. If the Chairman fails to convene the meeting pursuant to a request, the Chairman shall be liable for loss caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors in place of the Board of Directors.</p> <p>Supervisors have the right to attend meetings of the Board of Directors and to discuss issues but not to vote.</p>	<p>receiving a request provided in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be liable for any damages caused to the company; the person making the request has the right to convene a meeting of the Board of Directors on behalf of the Board of Directors.</p> <p>Supervisors and Chief Executive Officer have the right to attend meetings of the Board of Directors and to discuss issues but not to vote.</p>	
49.	Clause 4, Article 31	<p>Article 31. Voting at meetings of the Board of Directors</p> <p>4. A member of the Board of Directors who benefits from a contract as stipulated in Articles 56.5(a) and (b) of the Company Charter shall be deemed to have significant interests in such contract.</p>	<p>Article 31. Voting at meetings of the Board of Directors</p> <p>4. A member of the Board of Directors who benefits from a contract as stipulated in Point a and Point b Clause 4 Article Articles 56 of the Company Charter shall be deemed to have significant interests in such contract.</p>	Updated the number of Article according to the Company Charter.
50.	Point c, Clause 6, Article 31	<p>Article 31. Voting at meetings of the Board of Directors</p> <p>6. A member of the Board of Directors is considered to attend and vote at a meeting in the following cases:</p>	<p>Article 31. Voting at meetings of the Board of Directors</p> <p>6. A member of the Board of Directors is considered attending and voting at meetings of the Board of Directors in following cases:</p> <p>c) Attending and voting via video conference, electronic voting, or another electronic forms.</p>	Amended according to Point c Clause 9 Article 157 of the Law on Enterprises 2020.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		c) Such member participates in and votes via an online conference call or other similar methods; and/or		
51.	Clause 2, Article 32	<p>Article 32. Adoption of resolutions by the Board of Directors</p> <p>2. If the Board of Directors passes a resolution which is contrary to law or contrary to the provisions of the Company Charter, thereby causing loss to the Company, the members who agreed to pass such resolution shall be personally jointly liable for such resolution and they must compensate the Company for any loss incurred. Any member who opposed the passing of such resolution shall be relieved from liability. In such case, a shareholder owning shares in the Company for a consecutive period of at least one year has the right to request the Board of Directors to suspend implementation of a resolution as mentioned above.</p>	<p>Article 32. Approval of resolutions of the Board of Directors</p> <p>If the Board of Directors passes a resolution or decision which is contrary to the law, General Meeting of Shareholders' resolutions, Company Charter, causing damage to the Company, the members who agreed to pass such resolution, decision must be jointly liable for that resolution, decision and shall compensate the company for the damage; any member who opposed the passage of such resolution, decision shall be exempted from liability. In such case, the Company's shareholders may request a court to suspend the implementation or cancel such resolution, decision.</p>	Amended according to Clause 9 Article 35 of the Company Charter and Clause 4 Article 153 of the Law on Enterprises 2020.
52.	Point h, Clause 1, Article 33	<p>Article 33. Minutes of meetings of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be minuted and may be sound recorded, recorded and stored in other</p>	<p>Article 33. Meeting minutes of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be recorded in minutes and may be sound-recorded, recorded and stored in other electronic forms. The minutes must be made</p>	Amended according to Point h Clause 1 Article 158 of the Law on Enterprises 2020.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must include the following main contents:</p> <p>....</p> <p>h) Approved matters;</p>	<p>in Vietnamese and may be made in foreign languages with main following contents:</p> <p>.....</p> <p>h) Issues which have been passed and respective percentages of votes;</p>	
53.	Point i, Clause 1, Article 33	<p>Article 33. Minutes of meetings of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be minuted and may be sound recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must include the following main contents:</p> <p>i) Full names and signatures of the Chairman of the meeting and the person writing the minutes.</p>	<p>Article 33. Meeting minutes of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be recorded in minutes and may be sound-recorded, recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may be made in foreign languages with main following contents:</p> <p>.....</p> <p>i) Full names and signatures of the chairperson and minutes recorder. If the Chairman of the meeting, minutes recorder refuses to sign in the meeting minutes, but such minutes is signed by the remaining members of the Board of Directors and contains sufficient contents according to the Laws, it shall be valid.</p>	Amended according to Clause 2 Article 158 of the Law on Enterprises 2020.
54.	Clause 2, Article 33	<p>Article 33. Minutes of meetings of the Board of Directors</p> <p>2. The Chairman of the Board of Directors is responsible for delivering the minutes of meetings of the Board of Directors to the</p>	<p>Article 33. Meeting minutes of the Board of Directors</p> <p>2. The Chairman of the Board of Directors is responsible for circulating the minute of a meeting of the Board to other members, and</p>	Amended according to Clause 6 Article 38 of the Company Charter.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>members and such minutes are authentic evidence of the work conducted at the meetings, unless there is an opposition to the contents of the minutes within ten (10) days from the day of delivery. Minutes of meetings of the Board of Directors must be signed by all attending members of the Board of Directors, or such minutes may be made into several copies and each copy must be signed by at least one (01) of the attending members.</p>	<p>such minute shall be the authentic evidence of the work carried out at that meeting. Minute of a meeting of the Board of Directors must be signed off by all members of the Board of Directors attending the meeting. The minute is made in multiple copies, each copy must be signed off by least one (1) member of the Board of Directors attending the meeting.</p>	
55.	<p>Clause 3, Article 36</p>	<p>Article 36. Duties, powers and obligations of the Deputy Chairmen of the Board of Directors</p> <p>3. In case the Chairman is absent without any authorization to another person, the Deputy Chairmen shall implement the rights and duties of the Chairman of the Board of Directors.</p>	<p>Article 36. Duties, rights and obligations of the Deputy Chairmen of the Board of Directors</p> <p>3. If the Chairman of the Board of Directors is absent, he/she must authorize in writing to Deputy Chairman of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles provided in this Regulation.</p> <p>If no one is authorized or the Chairman of the Board of Directors is unable to perform his/her duties or the position of the Chairman of the Board of Directors is vacant, the remaining members shall elect one of them</p>	<p>Amended in accordance with the Article 41.5 of the Company Charter</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
			<p>on the majority principle to hold the position of the Chairman of the Board of Directors. When the election of a person temporarily holding the position of Chairman of the Board of Directors is pending, the Vice Chairman is responsible for exercising the rights and obligations of the Chairman of the Board of Directors.</p>	
56.	<p>Clause 1, Article 39</p>	<p>Article 39. Risk Management Committee 1. Members</p> <p>The Risk Management Committee shall be comprised of three (03) members who shall be members of the Board of Directors and as appointed by the Board of Directors. The Board of Directors shall appoint a member of the Risk Management Committee to be the head of the committee.</p>	<p>Article 39. Risk Management Committee 1. Members The Risk Management Committee consists of three (03) members who are members of the Board of Directors and are appointed, relief of duty or removed from office by the Board of Directors. The Board of Directors will appoint a member of the Risk Management Committee to be the Head of the committee. The term of office of the Risk Management Committee shall be decided by the Board of Directors</p>	<p>Amended according to Point b Clause 6 Article 3 of the Regulation Template and in line with normal practice.</p>
57.	<p>Clause 1, Article 40</p>	<p>Article 40. Internal Audit Committee 1. Members</p> <p>Members of the Internal Audit Committee shall be appointed for a maximum term of three (03) years.</p>	<p>Article 40. Internal Audit Committee 1. Members</p> <p>The term of office of the Internal Audit Committee shall be decided by the Board of Directors</p>	<p>Amended according to Point b Clause 6 Article 3 of the Regulation Template and in line with normal practice.</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
58.	Clause 1, Article 41	<p>Article 41. Remuneration Committee</p> <p>1. Members</p> <p>The Remuneration committee shall be comprised of at least three members of the Board of Directors, and a member of the Supervisory Board shall supervise its operations.</p>	<p>Article 41. Remuneration Committee</p> <p>1. Members</p> <p>The Remuneration Committee consists of at least three (03) members of the Board of Director and one (01) member of the Supervisory Board to supervise the activities of the Committee. Members of the Remuneration Committee shall be appointed, relief of duty or removed from office by the Board of Director. The term of office of the Remuneration Committee shall be decided by the Board of Director</p>	Amended according to Point b Clause 6 Article 3 of the Regulation Template
59.	Clause 1, Article 42	<p>Article 42. Person responsible for corporate governance</p> <p>The Board of Directors shall appoint at least one (01) person to act as the person in charge of corporate governance so that the corporate governance activities of the Company are carried out effectively. The term of office of such person shall be decided by the Board of Directors but shall not exceed five (5) years.</p>	<p>Article 42. Person in charge of corporate governance</p> <p>The Board of Directors must nominate at least one (01) person in charge of company governance to support company governance effectively. The person in charge of company governance can concurrently take over the position as the company secretary as specified in Clause 5, Article 156 of the Law on Enterprises.</p>	Amended according to Clause 1 Article 281 of the Decree 155/2020/NĐ-CP
60.	To amend the title, Clause 1, Clause 2 and supplement Clause 5 Article 43	<p>Article 43. Criteria for Supervisors</p> <p>1. Must have full capacity for civil acts, and not fall within the scope of entities not permitted to establish and manage enterprises in accordance with the Law on Enterprises.</p>	<p>Article 43. Criteria for Supervisors, Composition, Term of office and numbers of members of the Supervisory Board</p> <p>1. Being at least 21 years old, having full civil act capacity and not being person who is</p>	Amended according to Clause 1, Clause 2 Article 169 of the Law on Enterprises and Point a, Clause 1 Article 4 of the Regulation Template and Clause 1, Clause 3 Article 53 of the Charter Template

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
			<p>prohibited from establishing and managing an enterprise according to the Law on Enterprises.</p> <p>2. Not being persons in family relationship with managers of the Company and parent company; person representing the capital of enterprise, person representing the State capital in the parent company and the Company.</p> <p>....</p> <p>5. Composition, Term of office and numbers of members of the Supervisory Board shall be stipulated in Article 51 of th Company Charter</p>	
61.	Clause 2, Article 44	<p>Article 44. Shareholders and group of shareholders standing for election and nominating candidates to the Supervisory Board</p> <p>2. Candidates to the Supervisory Board shall stand for election or be nominated in accordance with the following provisions:</p> <p>a) A shareholder or group of shareholders holding at least five per cent (05%) of the total voting shares for a period of six (06) consecutive months may accumulate the</p>	<p>Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board</p> <p>2. The nomination and election of members of the Supervisory Board shall comply with the following provisions:</p> <p>a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate to the Supervisory Board</p>	Updated according to Clause 1 and Clause 2 Article 30 of the Company Charter.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>voting right of each shareholder to appoint candidates to the Supervisory Board;</p> <p>b) An individual shareholder who holds five (05%) percent or more of the total voting shares for a period of at least six (06) consecutive months shall have the right to nominate himself/herself to the Supervisory Board;</p> <p>c) A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares for a period of six (6) consecutive months shall be entitled to nominate one (01) candidate to the Supervisory Board;</p> <p>d) A shareholder or group of shareholders holding ten percent (10%) to less than thirty percent (30%) of the total voting shares for a period of six (6) consecutive months shall be entitled to nominate two (02) candidates to the Supervisory Board;</p> <p>e) A shareholder or group of shareholders holding thirty percent (30%) to less than forty percent (40%) of the total voting shares for a period of six (6) consecutive months shall be entitled to nominate three (03)</p>	<p>b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate two (02) candidates to the Supervisory Board</p> <p>c) A shareholder or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total voting shares shall be entitled to nominate three (03) candidates to the Supervisory Board</p> <p>d) A shareholder or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) of the total voting shares shall be entitled to nominate four (04) candidates to the Supervisory Board</p> <p>e) A shareholder or a group of shareholders holding more than fifty percent (50%) of the total voting shares shall be entitled to nominate five (05) candidates to the Supervisory Board.</p>	

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		candidates to the Supervisory Board.		
62.	To supplement Clause 3, Article 44		<p>Article 44. Shareholders and groups of shareholders who self-nominating or nominating for election of members of the Supervisory Board</p> <p>2. When the candidates for members of the Supervisory Board have been identified, the information related to them must be published at least 10 days before the opening day of the meeting of the Shareholders' General Meeting on the website of the company so that shareholders can find out information about the candidates before voting. The candidates for members of the Supervisory Board must have written commitments to the truthfulness and accuracy of their disclosed personal information and must commit to perform the tasks honestly, carefully and in the best interests of the company if they are elected as members of the Supervisory Board. Information related to the candidates for members of the Supervisory Board to be disclosed includes:</p> <ul style="list-style-type: none"> a) Full name, date of birth; b) Professional qualifications; c) Working process; d) Other managerial titles (including titles in the Board of Directors of other company); e) Interests related to the Company and the Company's relevant parties; 	Updated according to Article 285 of the Decree 155/2020/NĐ-CP.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
			<p>f) Other information (if any) according to the Company Charter.</p> <p>3. The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, member of the Supervisory Board, other management positions and benefits related to such company (if any).</p> <p>4. In case the number of nominated and self-nominated candidates for the Supervisory Board is smaller than that required, the incumbent Supervisory Board may additionally recommend candidates to meet the sufficient number of candidates. The additional recommendation of candidates by the incumbent Supervisory Board must be fully disclosed and approved by the General Meeting of Shareholders before the election.</p>	

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
63.	Clause 6, Article 45	<p>Article 45. Election of Supervisors</p> <p>6. Where two or more candidates have the same number of votes, the General Meeting of Shareholders shall carry out the selection in accordance with the criteria approved by the General Meeting of Shareholders.</p>	<p>Article 45. Election of Supervisors</p> <p>6. If there are two or more candidates who have the same number of votes for the election of the final position of the Supervisory Board, the General Meeting of Shareholders shall appoint a candidate based on election criteria approved by the General Meeting of Shareholders or shall carry out re-election among the candidates who have the same number of votes.</p>	Updated according to Clause 4 Article 30 of the Company Charter.
64.	Clause 1 and Clause 2, Article 46	<p>Article 46. Removal and discharge of Supervisors</p> <p>1. A Supervisor shall be removed in the following cases:</p> <p>.....</p> <p>b) Such Supervisor has not exercised his or her rights and obligations in six consecutive months, except in a force majeure event;</p> <p>2. A Supervisor shall be dismissed in the following cases:</p> <p>.....</p>	<p>Article 46. Cases of relief of duty and removal from office of Supervisors; duties, rights and obligations of members of the Supervisory Board.</p> <p>1. A supervisor shall be relieved of duty in the following cases:</p> <p>.....</p> <p>2. A supervisor shall be removed from office in the following cases:</p> <p>.....</p> <p>b) Not exercising his/her rights and performing his/her obligations for 06 consecutive months, except in force majeure cases;</p>	Updated according to Article 45 of the Company Charter.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
65.	To supplement Clause 3 and Clause 4, Article 46	<p>Article 46. Removal and discharge of Supervisors</p>	<p>Article 46. Cases of relief of duty or removal from office of Supervisors; duties, rights and obligations of members of the Supervisory Board.</p> <p>3. The Supervisory Board has rights and obligations according to Clause 1 and Clause 2 Article 50 of the Company Charter and relevant laws.</p> <p>4. Members of the Supervisory Board have rights and obligations according to Clause 3 Article 50 of the Company Charter and relevant laws.</p>	<p>Supplemented necessary content according to Clause 1 Article 4 of the Regulation Template.</p>
66.	Clause 1, Article 47	<p>Article 47. Notices of election, dismissal and removal of Supervisors</p> <p>1. Notices of election, dismissal and removal of a Supervisor must be announced to the competent authorities and published on the Company's website within twenty-four (24) hours from the date of such notices.</p> <p>2. Within 3 days from the date of announcement of any replacement, appointment, re-appointment or dismissal of any Supervisor, the Company shall provide the competent authorities with an</p>	<p>Article 47. Notice of election, relief of duty or removal from office of Supervisors</p> <p>1. Notice of replacement, appointment, re-appointment, election, relief of duty, removal from office, submission of resignation letter of a Supervisor must be disclosed to competent authorities and posted on the Company's website within twenty-four (24) hours from the date of the notice of election, relief of duty, removal from office, submission of resignation letter of members of the Supervisor.</p> <p>2. When disclosing information in terms of replacement, appointment, re-appointment, relief of duty, submission of resignation letter of members of a Supervisor, the</p>	<p>Amended according to Point 1, Clause 1 Article 11 of the Circular 96/2020/TT-BTC.</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		information sheet on the new Supervisor (if applicable).	Company shall send the curriculum vitae of new members of the new Supervisor (if any) to competent authorities.	
67.	Clause 1 and Clause 2, Article 49	<p>Article 49. Remuneration of Supervisors</p> <p>1. Remuneration of the Supervisors shall be approved by the General Meeting of Shareholders in its annual meeting and be fully presented in the Notes to the annual financial statements of the Company.</p> <p>2. Supervisors shall be reimbursed for expenses for meals, accommodation, and travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Inspection Committee as approved by the General Meeting of Shareholders.</p>	<p>Article 49. Wages, remuneration, and benefits of Supervisors</p> <p>1. Total remuneration and annual operating budget of the Supervisory Board shall be approved by the General Meeting of Shareholders and be fully recorded in notes of the annual audited financial statements of the Company.</p> <p>2. Supervisors shall be paid expenses for meals, accommodation, travel and use of independent consultancy services at reasonable rates. The total amount of such expenses must not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;</p>	Amended according to Article 172 of the Law on Enterprises 2020.
68.	Clause 3, Article 49	<p>Article 49. Remuneration of Supervisors</p> <p>3. Remuneration, other benefits and costs paid to the Supervisors by the Company shall be published in the annual management report and the annual report of the Company.</p>	<p>Article 49. Wages, remuneration, and benefits of Supervisors</p> <p>3. Remuneration and other benefits as well as expenses paid by the Company to the Supervisory Board and each Supervisor are presented in the Company's Corporate Governance Report, Annual Report, and Supervision Report of the Supervisory</p>	Amended according to Article 290 of the Decree 155/2020/NĐ-CP.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
			Board at the Annual General Meeting of Shareholders.	
69.	Point b, Clause 1, Article 50	Article 50. Criteria for the managers of the Company 1. Criteria and conditions for appointment of the Chief Executive Officer b) Must own at least five percent (5%) of the number of ordinary shares of the Company or have professional expertise and experience in business administration and experience in finance, securities and banking sectors;	Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer 1. Criteria and conditions for appointment of the Chief Executive Officer b) Possessing professional qualifications, practical working experience in business administration, working experience finance, securities, banking.	Amended according to Clause 1 Article 5 of the Charter Template and Point b Clause 5 Article 74 of the Law on Securities 2019.
70.	Point c, Clause 1, Article 50	Article 50. Criteria for the managers of the Company 1. Criteria and conditions for appointment of the Chief Executive Officer c) Must not be concurrently working for other enterprises;	Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer 1. Criteria and conditions for appointment of the Chief Executive Officer c) May not be concurrently working for another enterprises; not be concurrently acting as member of the Board of Directors and the Member's Council of another securities company.	Amended according to Clause 3 Article 46 of the Company Charter and Clause 2 Article 10 of the Circular 121/2020/TT-BTC.
71.	Point e, Clause 1, Article 50	Article 50. Criteria for the managers of the Company	Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer	Amended according Point b Clause 5 Article 162 of the Law on Enterprises 2020.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>1. Criteria and conditions for appointment of the Chief Executive Officer</p> <p>e) If the securities company is a subsidiary of a company in which the State holds a capital contribution portion or a number of shares accounting for 50% of its charter capital: The General Director must not be the spouse, parent, adoptive parent, child, adopted child, sibling of the managers of the parent company and persons representing the State's capital portion in the Company.</p>	<p>1. Criteria and conditions for appointment of the Chief Executive Officer</p> <p>e) The Chief Executive Officer must not be spouse, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological children, adopted children, son-in-law, daughter-in-law, siblings, brothers-in-law, sisters-in-law of Managers of the Company, Supervisors of the Company and parent company; a person representing State capital, person representing enterprise's capital in the company and parent company.</p>	
72.	Supplement Clause 4, Article 50		<p>Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer</p> <p>4. The Chief Executive Officer has rights and obligations as provided in Clause 4 Article 45 of the Company's Charter and relevant laws.</p>	Supplemented according to Clause 1 Article 5 of the Regulation Template
73.	Article 52	<p>Article 52: Execution of labor contracts with Executives</p> <p>Remuneration, salary, benefits and others terms in the labor contract with the Chief Executive Officer shall be decided by the Board of Directors and the same shall apply to labor contracts between the Company and</p>	<p>Article 52. Signing labor contracts with Executives, remuneration and other benefits of the Chief Executive Officer</p> <p>Remuneration, salary, benefits, and other terms of the labor contract for the Chief Executive Officer are decided by the Board of Directors; labor contracts for other executives are decided by the Board of Directors after consulting with the Chief Executive Officer.</p>	Amended according to Point e Clause 2 Article 5 of the Regulation Template

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		other Executives which shall be decided by the Board of Directors after consulting the Chief Executive Officer.		
74.	Change the Article's title and Point a, Clause 2, Article 53	<p>Article 53. Cases of discharge of Executives</p> <p>2. An Executive shall be dismissed in the following cases:</p> <p>a) Such Executive commits a breach of the obligations of the managers of the Company stipulated in Article 160 of the Law on Enterprises;</p>	<p>Article 53. Cases of relief of duty, removal from office and terminating contracts with Executives of the Company</p> <p>2. An Executives shall be relieved of duty in the following cases:</p> <p>a) The executive commits a breach of the obligations of managers of the Company as stipulated in Article 165 of the Law on Enterprises;</p>	Amended according to Point c and Point d Clause 2 Article 5 of the Regulation Template and Updated according to the Law on Enterprises 2020.
75.	Supplement Clause 3, Article 53		<p>Article 53. Cases of relief of duty, removal from office or terminating contracts with Executives of the Company</p> <p>3. The termination of labor contract with an executive of the Company must comply with applicable laws.</p>	Amended according to Point c and Point d Clause 2 Article 5 of the Regulation Template
76.	Article 54	<p>Article 54. Notices of election and dismissal of Executives</p> <p>1. Notices of election, dismissal and removal of an Executive must be announced to the competent authorities and published on the Company's website within twenty-four (24)</p>	<p>Article 54. Notice of appointment, relief of duty, contract signing, and contract termination of Executives</p> <p>1. Notice of replacement, appointment, re-appointment, election, relief of duty, removal from office, submission of resignation letter of an Executive must be disclosed to competent authorities and</p>	Amended according to Point d Clause 2 Article 5 of the Regulation Template and Point l Clause 1 Article 11 of the Circular 96/2020/TT-BTC.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>hours from the date of such notices.</p> <p>2. Within 3 days from the date of announcement of any replacement, appointment, re-appointment or dismissal of any Executive, the Company shall provide the competent authorities with an information sheet on the new Executive (if any).</p>	<p>posted on the Company’s website within twenty-four (24) hours from the date of the notice of election, relief of duty, removal from office, submission of resignation letter of members of the Executive.</p> <p>2. When disclosing information in terms of replacement, appointment, re-appointment, relief of duty, submission of resignation letter of members of a Supervisor, the Company shall send the curriculum vitae of new members of the new Executive (if any) to competent authorities.</p>	
77.	Clause 4, Article 56	<p>Article 56. Sequence and procedures for convening, notifying invitation to attend, recording meeting minutes of and notifying the results of meetings between the Board of Directors, the Supervisory Board and the Chief Executive Officer</p> <p>4. Notices of invitation to a meeting of the Board of Directors, the Supervisory Board and the Executive Board must contain the proposed time, location, and agenda of the meeting and must be sent with all relevant meeting materials at least three (3) days prior to the date of the meeting.</p>	<p>Article 56. Processes and procedures for convening meetings, notice of meetings, recording of minutes, and notification of meeting results between the Board of Directors, the Supervisory Board and the Chief Executive Officer; cases that the Chief Executive Officer or the Supervisory Board request to convene the meeting of the Board of Directors and matters that the Board of Directors needs to have opinions on.</p> <p>4. The invitation notice to a meeting of the Board of Directors and the Supervisory Board must specify the time and venue of the meeting, the agenda together with attached documents must be sent at least 03 working days prior to the date of meeting</p>	Amended according to Point d Clause 1 Article 6 of the Regulation Charter and in line with normal practice.

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
78.	Supplement Clause 6, Article 56		<p>Article 56. Processes and procedures for convening meetings, notice of meetings, recording of minutes, and notification of meeting results between the Board of Directors, the Supervisory Board and the Chief Executive Officer; cases that the Chief Executive Officer or the Supervisory Board request to convene the meeting of the Board of Directors and matters that the Board of Directors needs to have opinions on.</p> <p>6. The Chief Executive Officer or the Supervisory Board has the right to convene a meeting of the Board of Directors when necessary or when there are matters that seriously affect the Company's operations and other cases as stipulated in the Company Charter and applicable laws.</p> <p>7. The Chief Executive Officer or the Supervisory should consult the Board the Board of Directors when necessary or when there are matters that seriously affect the Company's operations and other cases as stipulated in the Company Charter and applicable laws</p>	Supplemented according to the Regulation Template
79.	Article 57	Article 57. Notification of resolutions of the Board of the Directors to the Supervisory Board	Article 57. Notice of resolutions of the Board of Directors to the Supervisory Board, the Chief Executive Officer	Supplemented according to Point c Clause 1 Article 6 the Regulation Template

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		<p>All resolutions and decisions of the Board of Directors and general management documents issued by the Board of Directors shall be sent to the Supervisory Board within five (5) days from the date of issue of such documents.</p>	<p>All resolutions and decisions of the Board of Directors as well as general corporate governance documents issued by the Board of Directors are sent to the Supervisory Board within five (05) days from the issuance date of the resolutions, decisions and related documents.</p>	
80.	<p>Clause 2 and Clause 3 of Article 63</p>	<p>Article 63. Dealing with breaches and disciplinary matters</p> <p>2. Major breaches of discipline include:</p> <ul style="list-style-type: none"> - Material breaches of duties and obligations; - Misuse of power and making of decisions beyond assigned authority, which cause loss to the Company; and - Breaches of information disclosure obligations under the current regulations on disclosure of information on the securities market. <p>3. Forms of disciplinary measures include:</p> <ul style="list-style-type: none"> - Discharge, removal and dismissal; and - Other forms as stipulated by the labor laws, the Company Charter, the internal rules of 	<p>Article 63. Handling of violations and discipline</p> <p>2) Some major disciplinary violations</p> <ul style="list-style-type: none"> - Seriously violating obligations and responsibilities. - Abuse of power; making decision beyond authority and causing damage to the Company - Violating obligations to disclose information, according to current regulations regarding information disclosure on the securities market. - Other cases as prescribed <p>3. Types of discipline:</p> <ul style="list-style-type: none"> - Relief of duty, removal from office or termination - Other forms in accordance with labor laws, the Company's Charter, the Company's regulations, and labor contracts. 	<p>Adjusted numbering to clearly present content</p>

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
		the Company, and the agreements in relevant labor contracts.		
81.	Clause 3, Article 64	<p>Article 64. Responsibility of members of the Board of Directors, the Supervisory Board, the Executive Management Board and other managers to be honest and avoid conflicts of interest</p> <p>3. Members of the Board of Directors, Supervisors, members of the Executive Management Board and other managers are obliged to notify the Board of Directors and the Supervisory Board of any transaction between the Company, a subsidiary company or a company in which the Company has the controlling right of above 50% charter capital and such member or any related person of such member as prescribed by law. In case a transaction of any of the above-mentioned entities is approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about such resolutions in accordance with the law on securities on disclosure of information.</p>	<p>Article 64. Responsibility to be righteous and avoid conflicts of interests of members of the Board of Directors, members of the Supervisory Board, members of the Board of Management and other Executives</p> <p>3. Members of the Board of Directors, the Supervisory Board, the Board of Management and other Executives are obliged to notify the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries and companies that are controlled by the Company with over 50% or more of charter capital with that member or related people of that member, in accordance with current laws. Transactions related to the above subjects must be approved by the General Meeting of Shareholders or the Board of Directors; the Company must disclose information on these resolutions in accordance with provisions of Law on Securities.</p>	Updated according to Clause 3 Article 56 of the Company Charter

No	Article	Current Regulations	Proposed amendment	Reasons for amendment
82.	Clause 1, Article 69	<p>Article 69. Disclosure of information about the organizational and managerial structure of the Company</p> <p>1. The Company must notify the State Securities Commission and the Stock Exchange and also disclose information about the organization and the managerial and operational structure of the Company as prescribed in Article 134 of the Law on Enterprises.</p>	<p>Article 69. Information disclosure on organization and management structure of the Company</p> <p>1. The Company must report to the State Securities Commission and the Stock Exchanges and disclose information on the organization, management structure and operation of the Company in accordance with Article 137 of Law on Enterprises.</p>	Updated number of Article according the Law on Enterprises 2020.