

HO CHI MINH CITY SECURITIES CORPORATION – HSC

**REGULATION ON ORGANIZATION AND OPERATION OF
THE BOARD OF DIRECTORS**

*(Promulgated together with the Resolution No. .../NQ-ĐHĐCĐ dated... of the General Meeting
of Shareholders of Ho Chi Minh City Securities Corporation)*

LEGAL BASIS

- The 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;
- The 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 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... dated ...
- The Resolution No... of the General Meeting of Shareholders dated ...
- The Board of Director promulgated the Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation
- Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation shall consist of following provisions:

Chapter I

GENERAL PROVISIONS

Article 1. Governing scope and Subjects of application

1. Governing scope: This Regulation stipulates personnel organization, operational principles, authorities, rights and obligations of the Board of Directors and members of the Board of Directors in order to govern the Company in compliance with the Law on Enterprises, Company Charter and effective regulations of applicable law.
2. Subjects of application: This Regulation is applied for the Board of Directors and members of the Board of Directors.

Article 2. Interpretation of terms

1. In these Regulations, the terms shall be construed as follows:
 - a) **“Company”** means Ho Chi Minh City Securities Corporation;
 - b) **“Company Governance”** means the system of principles which aim at ensuring that the Company’s strategies and operations are managed effectively for interests of shareholders and other stakeholders;
 - c) **“Law on Securities”** means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
 - d) **“Law on Enterprises”** means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020.
 - e) **“Laws”** mean all legal documents as prescribed under the Law on Promulgation of Legal Documents;
 - f) **“Company Charter”** means the Charter regulating the organization and operations of Ho Chi Minh City Securities Corporation;

- g) “**Managers**” means members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors.
 - 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;
 - i) “**Non-executive members of the Board of Directors**” mean members of the Board of Directors who are not the Chief Executive Officer, the Deputy Chief Executive Officer, Chief Accountants and other managerial positions in the Company as appointed by the Board of Directors;
 - j) “**Independent members of the Board of Directors**” mean members of the Board of Directors who are prescribed at Clause 2 Article of the Law on Enterprises;
 - k) “**Affiliated persons**” means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities
 - l) “**Majority shareholder**” means a shareholder owning at least 5% of voting stocks of the Company.
 - m) “**Vietnam**” means the Socialist Republic of Vietnam;
 - n) “**SSC**” means the State Securities Commission;
2. In this Regulation, the references to an article or articles or legal documents shall include amendments, supplements or replacements of the articles or the legal documents.
 3. The titles (Chapter, Article) are included to facilitate monitoring and do not effect the meaning and content of the Regulation.
 4. Words or terms defined in the Law on Enterprises and Law on Securities shall have the same meanings in this Regulation if they do not conflict with the subjects and context.

Article 3. Operating principles of the Board of Directors

1. The Board of Directors works on a collective principle. Members of the Board of Directors shall be responsible for their own assignment and be jointly responsible to the General Meeting of Shareholders and Laws on resolutions and decisions approved by the Board of Directors for the development of the Company.
2. The Board of Directors assigns responsibilities to the Chief Executive Officer to implement and execute the Board of Directors resolutions and decisions.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of the members of the Board of Directors

1. Members of the Board of Directors has full rights under the provisions of the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents about the financial situation, business operation of the Company and of units in the company.
2. Members of the Board of Directors have the following rights and obligations:
 - a) To exercise duties of a member of the Board of Directors in an honest , careful manner for the highest benefit of the Company and shareholders;
 - b) To fully attend meetings of the Board of Directors and clearly provide opinions on discussing issues of the meetings,
 - c) To duly and fully report to the Board of Directors the remunerations that members of the Board of Directors receive from subsidiaries, affiliated companies and other organizations;
 - d) To notify the Board of Directors at the nearest meeting about the transactions between the 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.

- e) To disclose information about transactions of the Company's shares in accordance with applicable laws.
3. Independent members of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors..

Article 5. Rights of members of the Board of Directors to be provided with information

- 1. The members of the BOD has the right to request the Chief Executive Officer, Deputy Chief Executive Officer and other managers in the Company to provide information and documents on financial position and business performance of the Company and its units.
- 2. The Managers are required to be promptly, fully and accurately provide information and documents at the request of a BOD member. The order and procedures for requesting and providing information are provided in the Company Charter.

Article 6. Term of office and numbers of members of the Board of Directors

- 1. The Board of Directors shall have between five (05) to eleven (11) members
- 2. The term of office of the BOD members must not exceed 05 years and may be re-elected for an unlimited number of terms. Each member may only be elected to be an independent member of the Board of Directors for a company for no more than 02 consecutive terms.
- 3. If all members of the Board of Directors terminate their term of office at the same time, they shall continue to act as members of the Board of Directors until new members are elected and take over their work, unless otherwise provided in the Company Charter.

4. The specific number, rights, obligations and method of organization and coordination of activities of independent members of the Board of Directors shall be provided in the Company Charter.

Article 7. Criteria and conditions of members of the Board of Directors

1. Members of the Board of Directors must satisfy the following criteria and conditions:
 - a) Not being persons prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Possessing professional qualifications and experience in business administration or in securities, finance, banking, legal sectors and not necessarily being a shareholder of the company, unless otherwise provided in the Company Charter;
 - c) A member of the Board of Directors of the company may concurrently act as a member of the Board of Directors of maximum five (05) companies;
 - d) Other criteria and conditions as prescribed in the Company Charter.
2. Independent members of the Board of Directors provided at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions:
 - a) Not working for the same company, parent company or a subsidiary of the company; not used to work for the same company, parent company or a subsidiary of the company during at least 03 previous consecutive years;
 - b) Not currently being entitled to salaries and remuneration from the Company, except the allowance enjoyed by members of the Board of Directors under this Regulation;
 - c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child or sibling is a large shareholder of the company; is a manager of the company or of a subsidiary of the company;
 - d) Not being a person directly or indirectly owning at least 1% of the total number of voting shares of the company;

- e) Not being a person who used to be a member of the Board of Directors, Supervisory Board of the company during at least 05 previous consecutive years; except for case of being consecutively appointed for 02 terms.
3. Independent members of the Board of Directors must notify the Board of Directors of the fact that they no longer meet the criteria and conditions provided in Clause 2 of this Article and shall naturally no longer be independent members of the Board of Directors when no longer meeting the criteria and conditions. The Board of Directors shall notify the independent members of the Board of Directors no longer meeting the criteria and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to additionally elect or replace the independent members of the Board of Directors within 06 months after receiving the notice of the concerned independent members of the Board of Directors.

Article 8. Chairman of the Board of Directors

1. The Board of Directors shall elect a member of the Board of Directors to act as Chairman, remove from office or dismiss such Chairman.
2. The Chairman of the Board of Directors shall not be a Chief Executive Officer at the same time.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To prepare working plans and programs of the Board of Directors;
 - b) To prepare agendas, contents and documents for meetings; to convene, preside and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions, decisions of the Board of Directors;
 - d) To monitor the implementation of resolutions, decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) Other rights and obligations provided in this Law and the Company Charter

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement. If the Chairman of the Board of Directors is absent, he/she must authorize in writing to Deputy Chairman of the Board of Directors (if any) or one of BOD member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles provided in the Company Charter. If no one is authorized or the position of the Chairman of the Board of Directors is vacant or the chairperson of the Boards of Directors is dead, missing, put in temporary detention, serving an imprisonment sentence or administrative measure of a compulsory drug rehabilitation center, compulsory education institution, absconds from his/her place of residence, has his/her civil act capacity restricted or lost, having difficulties in cognition and behavior control, banned from conducting business, holding certain posts or performing certain jobs by courts, the remaining members shall elect one of them on the majority principle to hold the position of the chairperson of the Board of Directors until a new decision of the Board of Directors is issued. During the period in which the office of the Chairman of the Board of Directors is vacant, the Deputy Chairman shall perform all the rights and obligations of the Chairman.
5. 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. The person in charge of company governance has rights and obligations as prescribed in the Article 49 of the Company Charter.

Article 9. Relief of duty, removal from office, replacement and addition of the Board of Directors' members

1. A member of the Board of Directors shall be relieved of duty by the General Meeting of Shareholders in the following cases:

- a) Not fully satisfying the criteria and conditions provided in Article 155 of the Law on Enterprises;
 - b) Having not participated in activities of the Board of Directors for 06 consecutive months, except force majeure cases;
 - c) Having submitted a resignation letter which is approved;
 - d) Other cases provided in the Company Charter.
2. A member of the Board of Directors shall be removed from office by resolutions of the General Meeting of Shareholders
 3. If it is necessary, the General Meeting of Shareholders shall decide on replacing a member of the Board of Directors; relieving of duty, removing from office with a member of the Board of Directors except cases as prescribed in Clause 1 and Clause 2 of this Article.
 4. The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors is reduced by more than one-third of the number provided in the Company Charter. In this case, the Board of Directors shall convene the meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b) The number of independent members of the Board of Directors is reduced, not meeting the percentage provided at Clause 4 Article 22 of the Internal Regulation on Corporate Governance of the Company. In this case, the convening of the General Meeting of Shareholders shall be conducted according to Clause 3, Article 7 of this Regulation;
 - c) Except for cases provided at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members of the Board of Directors to replace members of the Board of Directors who have been relieved of duty or removed from office in the latest meeting.

Article 10. Method of election, relief of duty, removal from office of members of the Board of Directors

1. The number of candidates which each group is entitled to nominate depends on the number of candidates, which is determined by the General Meeting of Shareholders, and the ownership ratios of each group, in particular:
 - 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;
 - 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;
 - 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 Board of Directors;
 - 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;
 - 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;
 - 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;
 - 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;

- h) A shareholder or a group of shareholders holding from eighty percent (80%) to less than ninety percent (90%) of the total voting shares shall be entitled to nominate eight (08) candidates to the Board of Directors;
 - 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.
- 2. In case the number of nominated and self-nominated candidates for members of the Board of Directors is smaller than that required, the incumbent Board of Directors may additionally recommend candidates. The Board of Directors' additional recommendation of candidates must be clearly disclosed before the Shareholder s' General Meeting votes to elect members of the Board of Directors according to law regulations.
- 3. Unless otherwise provided in the Company Charter, the voting to elect members of the Board of Directors shall be implemented by the method of cumulative voting, whereby each shareholder has his/her/its total number of the votes equal to the total number of shares he/she/it owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder may accumulate all or part of his/her/its votes for one or more candidates. The elected members of the Board of Directors shall be determined according to the number of votes for from high to low, starting from the candidate with the highest number of votes for until sufficient members as provided in the company charter are elected. If 02 or more candidates gain the same number of votes for the last member of the Board of Directors or Supervisory Board, re-election shall be carried out among the candidates with the same number of votes, or the selection shall be carried out according to the election rules or the company charter.
- 4. The election, relief of duty, removal from office of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the voting principle.

Article 11. Notice of election, relief of duty, removal from office of members of the Board of Directors

1. When candidates for the Board of Directors 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 of the 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:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Working process;
 - d) Other managerial titles (including titles in the Board of Directors other company);
 - e) Interests related to the Company and the Company's relevant parties;
 - f) Other information (if any) according to the Company Charter.
2. The public company shall take responsibilities for disclosing information about companies in which a candidate is holding the title of a member of their Board of Directors, other managerial titles and interests related to the company of the candidate for member of the Board of Directors (if any).
3. The announcement of the results of the election, relief of duty or removal of members of the Board of Directors shall comply with the regulations guiding information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 12. Rights and obligation of the Board of Directors

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, except for issues within the authority of the General Meeting of Shareholders.
2. The Board of Directors has the rights and obligations as stipulated in the applicable laws, Company Charter and General Meeting of Shareholders. Details of the rights and obligations are as below:
 - a) To decide on medium term development strategies and plans and annual business plans of the company;
 - b) To recommend the types of shares and total number of shares of each type which may be offered;
 - c) To decide on offering unsold shares within the number of shares of each type which may be offered for sale; to decide on raising additional funds in other forms;
 - d) To decide on the price of shares and bonds issued by the Company;
 - e) To decide on redemption of shares according to Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f) To decide on investment plans and investment projects within the competence and limits prescribed by law;
 - g) To decide on market development, marketing and technology solutions; through signing, amendment, supplementation, cancellation of contracts for sale, purchase, borrowing, lending and other contracts valued at thirty-five percent (35%) or more of the total value of assets as recorded in the most recent financial

statement of the Company, except for any contract, transaction under the management competence of the General Meeting of Shareholders specified at Point d Clause 2 Article 138 and Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

- h) To appoint, relive of duty, remove from office the Chairman of the Board of Directors, the Person in charge of Corporate Governance; to appoint, relive of duty, remove from office and sign contracts or terminate contracts with the Chief Executive Officer, the Deputy Chief Executive Officers and other key managers of the company, to decide on salaries and other benefits of such managers; to appoint an authorized representatives to exercise the right of ownership of shares or capital contribution portion in another company and decide on the level of remuneration and other benefits of such persons;
- i) To supervise and direct the Chief Executive Officer and other managers in their work of conducting the daily business of the Company;
- j) To decide on the organizational structure and internal management regulations, to decide on establishment of subsidiaries, branches, transaction offices, representative offices, or capital contribution or acquisition of shares in other company as stipulated in the Laws and Charter of the Company;
- k) To approve the agenda and contents of documents for the meeting of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to solicit written opinions for the General Meeting of Shareholders to pass resolutions;
- l) To submit annual financial statements to the General Meeting of Shareholders;
- m) To recommend dividend rates to be paid; to decide on the time limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;
- n) To propose re-organization, dissolution or bankruptcy of the Company;

- Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer, other managers and their affiliated persons;
 - Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the company, and their affiliated persons;
 - Enterprises which are related to parties specified in Clause 2 Article 164 of the Law on Enterprises.
2. The person representing the Company to sign the contract, transaction shall notify the members of the Board of Directors and the members of the Supervisory Board of the persons related to such contract, transaction; the notice shall be enclosed with the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract, transaction within 15 days after receiving the notice, unless another time limit is provided in the Company Charter; members of the Board of Directors with interests related to parties of the contract, transaction shall not have the right to vote.

Article 14. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders.

1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a) The Board of Directors considers it necessary to do so for the company interests;
 - b) The number of the remaining members of the Board of Directors or Supervisory Board is fewer than the number of the minimum members required by law;
 - c) Upon request of a shareholder or a group of shareholders as provided in Point k Clause 1 Article 16 of Company Charter; A request for convening of a General Meeting of Shareholders must be made in writing and clearly state purposes and reasons of the meeting with sufficient signature of relevant shareholders or the request is made in multi copies, each copy must be signed off by at least one (01) relevant shareholder;
 - d) At the request of the Supervisory Board;

- e) Other cases provided by law and the Company Charter.
2. Time limit for convening the extraordinary General Meeting of Shareholders:
- Unless otherwise provided in the Company Charter, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of the remaining members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board is fewer than the number of the minimum members required by the Company Charter; or from the date of the receipt of the request of convening a meeting provided at Points c and d, Clause 1 of this Article.
3. The convener of the General Meeting of Shareholders must perform the following works:
- a) To prepare a list of shareholders entitled to attend and to provide information and settle complaints relating to the list of shareholders;
 - b) To prepare the program and agenda of the meeting; prepare documents of the meeting
 - c) To draft the resolution of the General Meeting of Shareholders; the list and detailed information of candidates in the case of election of members of the Board of Directors, Supervisory Board;
 - d) To determine the time and venue of the meeting;
 - e) To send the meeting invitation to each shareholder entitled to attend the meeting according to the Law on Enterprises;
 - f) Other activities to serve the meeting according to the applicable and the Company Charter.

Article 15. Committees of the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors to be in charge of development strategies, human resources, remuneration, internal audit and risk management. Number of members in each committee shall be decided by the Board of Directors and consists of at least three (03) members, including members of the Board of Directors and external members. Operations of the committees must

comply with the regulations of the Board of Directors. Resolutions of the committees are only effective when the majority of members attends and votes for the resolutions at the committees' meetings.

2. The implementation of resolutions of the Board of Directors or Committees under the Board of Directors must comply with regulations of applicable laws, the Company's Charter and the Internal Regulations of Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within a time-limit of seven (7) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number or the highest percentage of votes. If two or more members gain the same highest number or the same highest percentage of votes, all members shall elect by a majority principle to vote a person amongst them to convene the meeting.
2. Meetings of the Board of Directors may be held at least once a quarter or on an extraordinary basis.
3. 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:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the Chief Executive Officer or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors;
 - d) Other cases provided in the Company Charter.

4. The request specified in Clause 3 of this Article must be made in writing, specify the purpose and issues to be discussed and decided within the competence of the Board of Directors.
5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days after 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 Chairman of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a meeting invitation at least 03 working days prior to the date of meeting, unless otherwise provided by the company charter. The invitation must specify the time and venue of the meeting, the agenda and issues to be discussed and decided. The notice shall be enclosed with documents to be used at the meeting and voting slips for the members.

The invitation notice to the Board of Directors' meeting may be sent by invitation letter, telephone, fax, electronic means or other means as provided in the Company Charter and guarantee that it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation together with attached documents to Members of the Supervisory Board and the Chief Executive Officer in the same manner as to the members of the Board of Directors.

Members of the Supervisory Board and Chief Executive Officer have the right to attend meetings of the Board of Directors and to discuss issues but not to vote.

8. A meeting of the Board of Directors shall be conducted if it is attended by three quarters or more of the total members. If a meeting convened under this Clause does not include sufficient attending members as required, the second meeting shall be convened within 07 days from the date of intending to open the first meeting, unless a

shorter period is provided in the Company Charter. In this case, the meeting shall be conducted if it is attended by more than half of the members of the Board of Directors.

9. The members of the Board of Directors shall be considered attending and voting at a meeting in the following cases:
 - a) They attend and directly vote at the meeting;
 - b) They authorize another person to attend and vote under Clause 11 of this Article;
 - c) Attending and voting by video conferencing, electronic voting or another electronic form;
 - d) They send the vote to the meeting by post, fax or e-mail.
 - e) Sending the vote by other means as provided in the company charter.
10. If sent by post to the meeting, the vote shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour prior to the opening of the meeting. Written votes shall only be opened in the presence of all the people attending the meeting.
11. Members must sufficiently attend all meetings of the Board of Directors. A member may authorize another person to attend meeting and vote according to Article 30 of the Internal Regulation on Corporate Governance of the Company.
12. Unless a higher ratio is provided in the Company Charter, a resolution or decision of the Board of Directors may be adopted only when it is approved by the majority of the attending members; in the case of a tied vote, the final decision shall be made in favor of the vote of the Chairman of the Board of Directors.

Article 17. Meeting minutes of the Board of Directors

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:
 - a) Name, head office address and enterprise identification number;
 - b) Time and venue of the meeting;

- c) Purpose, agenda and contents of the meeting;
 - d) Full name of each member attending the meeting or the person authorized to attend meeting and method of attending; full name of members not attending and reasons for not attending;
 - e) Issues discussed and voted in the meeting;
 - f) Summary of opinions of each member attending the meeting during the process of the meeting;
 - g) Voting results indicating members who agree, who disagree and members who abstain from voting;
 - h) Issues which have been passed and respective percentages of votes;
 - i) Full name and signatures of the Chairman and minutes recorder, except for cases specified in Clause 2 of this Article.
2. If the Chairman, 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 Points a, b, c, d, đ, e, g and h of Clause 1 of this Article, it shall be valid.
 3. The Chairman, the minute's recorder and others signing in the minutes must be jointly liable for the accuracy and trustfulness of the minutes of meetings of the Board of Directors.
 4. Minutes of meetings of the Board of Directors and documents used in the meetings shall be archived at the company's head office.
 5. Minutes in Vietnamese and minutes in a foreign language shall be equal validity. If there are any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall be applied.

Chapter V

REPORTS, PUBLIC DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. End of fiscal year, the Board of Directors must submit the following reports to the Shareholders' General Meeting:
 - a) Report on business results of the company;
 - b) Financial statement;
 - c) Evaluation report on the management and administration of the Company;
 - d) Appraisal report of the Supervisory Board.
2. The reports specified at Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company Charter.
3. Reports specified in Clauses 1, 2 and 3 of this Article, the Supervisory Board's appraisal reports and audit reports must be kept at the company's head office no later than 10 days before the opening date of the annual meeting of the General Meeting of Shareholders, unless a longer time limit is provided in the company charter. A shareholder owning shares of the company for at least 01 consecutive year is entitled to examine the reports provided in this Article by himself/herself or together with a lawyer or an accountant or an auditor possessing a practice certificate.

Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company may pay remuneration, bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for work and bonuses. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors shall be included in the business expenses of the company according to the law on enterprise income tax, recorded as a separate item in annual financial statements of the company, and reported to the annual meeting of the General Meeting of Shareholders.
4. Members of the Board of Directors, who also hold executive roles in the Company or who are executive members of committees under the Board of Directors or who carry out other works besides their Board of Director roles, might be paid additionally in terms of one-off incomes, salaries, commissions, profit sharing or other ways of compensations as approved by the Board of Directors.
5. Members of the Board of Directors will be reimbursed all travel costs, meal costs, accommodation costs and other costs that incurred when the members executed their roles and responsibilities including costs related to attending General Meetings of Shareholders, meetings of Board of Directors or meetings of committees under the Board of Directors.
6. The Company might offer professional liability insurances to members of the Board of Directors upon the approval of the General Meeting of Shareholders. The insurance will not cover any personal liabilities that are related to violations of laws or the Company's Charter by the members.

Article 20. Public disclosure of related interests

Unless more strictly provided in the Company Charter, the public disclosure of related interests and affiliated persons of the Company shall be carried out as follows:

1. Members of the Board of Directors shall declare their related interests to the company, including:
 - a) Name, enterprise identification number, head office address and business lines of the enterprise that they are owners or in which they own capital contributions or shares; ratio and time of being owners or time of ownership of such capital contributions or shares;

- b) Name, enterprise identification number, head office address and business lines of the enterprise that their affiliated persons are owners or in which their affiliated persons jointly or separately own capital contributions or shares of more than 10% of charter capital;
2. The declaration provided in Clause 2 of this Article shall be conducted within 07 working days from the date on which the related interest arises; any amendment, supplementation shall be notified to the Company within 07 working days from the date of amendment, supplementation;
3. Members of the Board of Directors who perform work in all forms on behalf of themselves or others within the scope of business operations of the Company shall explain the nature and content of that work to the Board of Directors and the Supervisory Board, and may only perform this work if it is approved by the majority of the remaining members of the Board of Directors; if they perform the work without reporting to or approval from the Board of Directors, all incomes earned from that work must belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

Relationship between members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about relevant issues in executing works.

Article 22. Relationship with the Board of Management

With the governance role, the Board of Directors approves the resolutions, which will be executed and implemented by the Chief Executive Officer and the Board of Management. At the same time, the Board of Directors supervise and check the implementation of the resolutions.

Article 23. Relationship with the Supervisory Board

The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board follows the principles of equality and independence, closely coordinating and supporting each other in executing tasks.

Chapter VII

PROVISIONS OF IMPLEMENTATION

Article 24. Effectiveness of implementation

Regulation on organization and operation of the Board of Directors of Ho Chi Minh City Securities Corporation is comprises of 07 Chapters, 24 Articles and takes effect from
..._...._....

**For and on behalf of the Board of
Directors
Chairman**

Signature, seal, full name