

HO CHI MINH CITY SECURITIES CORPORATION

Table of Detailed Changes to Internal Regulations on Corporate Governance 2022

NO.	PROVISION	CURRENT REGULATIONS	PROPOSED AMENDMENT	REASONS
1	Title	INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	INTERNAL REGULATIONS ON CORPORATE GOVERNANACE	Amend wording Vietnamese to follow Circular 116/2020
2	Legal basis	<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; - Charter of the Ho Chi Minh City Securities Corporation amended the 15th time according to the resolution No. 02/2021/NQ – ĐHĐCĐ date 22/04/2021; - 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: 	<p>LEGAL BASIS</p> <ul style="list-style-type: none"> - Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and amended, supplemented on 11 January 2022; - Charter of Ho Chi Minh City Securities Corporation (hereafter referred to as “Company”); - The Board of Directors of the Company issues the Internal Regulations on Corporate Governance (hereafter referred to as “this Regulation”), including the following contents: 	Amend to reflect new amendment and make it clearer
3	Clause 1 Article 1	<p>Article 1. Purposes, governing scope and subjects to application</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;</p>	<p>Article 1. Governing scope</p> <p>1. This Regulation provides the fundamental principles of internal governance of the Company. Matters that are not provided in this Regulation shall be subject to the provisions of the Company Charter. Terms that are capitalized in this Regulation shall have the same meaning as provided in the Company Charter.</p> <p>2. This Regulation sets out the following contents:</p> <ul style="list-style-type: none"> a. Principles of Corporate Governance; b. Role, rights and obligations of the General Assembly of Shareholders, power to convene meetings, meeting 	Rewrite to make it clearer and add referencing content in order not to stipulate about Interpretation of terms

		<p>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 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>procedures, program, agenda, authorization for attendance at meetings, conditions, procedures for conducting meetings of the General Assembly of Shareholders, as well as methods for voting, passing resolutions of the General Assembly of Shareholders, meeting via online conference and collecting written opinions of the General Assembly of Shareholders;</p> <p>c. Role, rights and duties of the Board of Directors, composition, term of office, standards, conditions, procedures for nomination, candidacy, election, removal, dismissal of members of the Board of Directors, conditions for meetings, procedures for voting, issuing resolutions, decisions of the Board of Directors, Committees of the Board of Directors;</p> <p>d. Rights and duties of the Board of Supervision, composition, term of office, standards, conditions, procedures for nomination, candidacy, election, removal, dismissal of members of the Board of Supervision, procedures for meeting, issuing decisions of the Board of Supervision;</p> <p>e. Role, term of office, rights and duties of the Chief Executive Officer, conditions, standards, procedures for selection, appointment and removal of the Chief Executive Officer; and</p> <p>f. Relationship, coordination of activities between the Board of Directors, the Board of Supervision and the Chief Executive Officer.</p>	
4	Clause 2 Article 1	<p>Article 1. Purposes, governing scope and subjects to application</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>	<p>Article 2. Subjects of Application</p> <p>This Regulation is applicable to the Chairman and members of the Board of Directors, the Board of Supervision, the Chief Executive Officer and their related persons.</p>	Rewrite to follow the Mandatory Template

5	Delete Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>a) “Company” means Ho Chi Minh City Securities Corporation;</p> <p>b) “Company Charter” means the Charter regulating the organizational structure and operations of Ho Chi Minh City Securities Corporation;</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> <p>e) “Laws” mean any and all legislative documents as prescribed under the Law on Promulgation of Legislative Documents;</p> <p>f) “Company Charter” means Charter on Organization and Operation of the Company;</p> <p>g) “Managers” means Chairman, members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors;</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>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> <p>j) "Independent member of the Board of Directors" is a member defined in Clause 2, Article 155 of the Law on Enterprises;</p>	Interpretation of terms are referenced to Company Charter
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		<p>k) “Persons in Charge of Corporate Governance” means the person who has the rights and obligations prescribed under Article 42 of this Regulation;</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> <p>m) “Majority shareholder” means a shareholder owning at least 5% of voting stocks of the Company;</p> <p>n) “Vietnam” means the Socialist Republic of Vietnam;</p> <p>o) “SSC” means the State Securities Commission</p> <p>p) “Board of Management” includes Chief Executive Officer, Deputy Chief Executive Officers, Managing Directors, Chief Financial Officer and Chief Accountant.</p> <p>2. In these Regulations, a reference to any provision or legal instrument includes any amendment or supplement to and any replacement of such provision or legal instrument.</p> <p>3. The headings and subheadings (chapters and articles of these Regulations) are used for ease of reference and shall not affect the interpretation or the contents of these Regulations.</p> <p>4. Words or terms defined in the Law on Enterprises and the Law on Securities shall have the same meaning in these Regulations unless the subject or context requires otherwise.</p>		
6	Article 3	<p>Article 3. Corporate governance principles</p> <p>“Corporate governance” means the system of principles ensuring effective managerial strategy and control of the Company for the interests of the shareholders and any parties related to the Company. The corporate governance principles are:</p> <ul style="list-style-type: none"> - Complying with the applicable provisions of the Laws and the Company Charter; - Ensuring an appropriate governance structure; 	<p>Article 3. Principles of Corporate Governance</p> <ol style="list-style-type: none"> 1. Reasonable, effective governance structure. 2. Ensuring the performance efficiency of the Board of Directors, the Board of Supervision; enhancing the responsibility of the Board of Directors to the Company and Shareholders. 3. Ensuring the rights of shareholders, the equal treatment for all Shareholders. 	Amend to follow Article 40 Law on Securities

		<ul style="list-style-type: none"> - Ensuring effective operation of the Board of Directors and the Supervisory Board; - Ensuring the interests of the shareholders and related persons; - Ensuring equal treatment as between the shareholders; and - Publicity and transparency of all activities of the Company. 	<p>4. Ensuring the roles of investors, stock market and intermediate institutions in supporting the governance activities of the Company.</p> <p>5. Respecting and ensuring legal rights and interests of parties with related interests in the governance of the Company.</p> <p>6. Making timely, sufficient, accurate and transparent disclosure of information about the operations of the Company; ensuring the equal access to information of all Shareholders.</p>	
7	Article 4	<p>Article 4. Time of arising rights and obligations of the shareholders</p> <p>1. For a shareholder whose securities have been deposited: the rights and obligations of the shareholder arise when the securities depository account of the shareholder opened at a depository member records a credit balance of the Company's shares.</p> <p>2. For a shareholder whose securities have not been deposited: the rights and obligations of the shareholder arise when the shareholder's name and information are recorded in the Company's Register of Shareholders.</p> <p>3. The Register of Shareholders of the Company and the List of Shareholders provided by the Vietnam Securities Depository to the Company shall be the only basis to identify the status, rights and obligations of the shareholder.</p>	<p>Article 7. Preparation of list of Shareholders entitled to attending the meeting</p> <p>1. The time when rights, obligations of Shareholders arise shall be determined as follows:</p> <p>a. For a Shareholder having deposited his/her securities, the time when its rights, obligations arise shall be the time its securities depository account opened with a securities depository member is credited with the shares of the Company.</p> <p>b. For a Shareholder who has not deposited its securities, the time when its rights, obligations arise shall be the time its name and information are recorded in the Shareholder Registration Book of the Company.</p> <p>The Shareholder Registration Book of the Company shall be the list of Shareholders provided by the Vietnam Securities Depository to the Company. This shall be the sole basis to determine the status, rights and obligations of the Shareholders.</p>	Rewrite to make it clearer
8	Delete 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) 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>		Delete to follow the Mandatory Template; These regulations shall be implemented in accordance with

	<p>b) To review, sight and extract from the Company Charter, the register of minutes of meetings of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders; and</p> <p>The process and procedures for implementing the above rights shall be as follows:</p> <ul style="list-style-type: none"> - The shareholder making a request as stated in clause (a) or clause (b) above shall send a written request to or directly request the Company's head office to be provided with the requested documents. Such documents may be sent to the shareholder by courier or via email as instructed by the shareholder. - The shareholder giving a request as stated in clause (c) above shall send a request to the depository members where the depository account of such account is opened. A shareholder whose securities have not been deposited must send a written request directly to the Office of the Board of Directors of the Company. <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 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> <p>The process and procedures for implementing the above rights shall be as follows:</p> <ul style="list-style-type: none"> - The shareholder or group of shareholders shall send a written request by courier to the Office of the Board of Directors of the Company or make the request directly to the Office of the Board of Directors of the Company. The request must specify the information of the shareholder(s), number of shares held by such shareholder(s), duration of holding such shares, the 		the law and the Company Charter
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		<p>requested documents and the signature of each shareholder.</p> <p>- Within seven (07) working days of receipt of the request from the shareholder or group of shareholders, the Office of the Board of Directors of the Company shall provide sufficient information as requested by the shareholder or group of shareholders.</p>		
9	Delete Article 6	<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 Charter shall 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 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.</p> <p>Within seven (07) working days from the date of receipt of such request from a shareholder or group of shareholders, the Board of Directors shall provide an</p>		<p>This content is stipulated at Article 6 of this Proposed amendment Internal Regulations on Corporate Governance</p>

		<p>official written decision to the requesting shareholder or group of shareholders in response to their request to convene a General Meeting of Shareholders.</p> <p>The shareholder or group of shareholders will have the right to request the Supervisory Board to work with the Board of Directors if they disagree with the decision of the Board of Directors.</p> <p>2. The Company shall reimburse the convener reasonable expenses for the convening of the General Meeting of Shareholders, provided that the convener of the General Meeting of Shareholders must provide proper invoices to the Company recording complete and accurate information for such expenses.</p>		
10	Article 7	<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 Chairman 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> <p>2. The Board of Directors shall consider the issues recommended to be included in the agenda for the General Meeting of Shareholders. The Board of Directors shall notify the shareholder or group of shareholders of whether the recommendation is accepted or rejected.</p> <p>3. In the case that the Board of Directors accepts the recommendation, it will request the convener of the General Meeting of Shareholders to include all recommended issues in the draft agenda for the General Meeting of Shareholders and the recommended issues</p>	<p>Article 9. Program, agenda and documents of meeting of the General Assembly of Shareholders</p> <p>3. A Shareholder or group of Shareholders holding 05% or more of the total number of ordinary shares shall have the right to propose issues to be included in the agenda of the meeting of the General Assembly of Shareholders in accordance with the following provisions:</p> <p>a. The proposal must be made in writing and specify the following information:</p> <p>i. The issues proposed to be included in the agenda of meeting of General Assembly of Shareholders, the reasons and purpose of the proposal;</p> <p>ii. Full name, contact address, nationality, number of legal document of individual in respect of Shareholder being an individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholder being organization; number of shares owned and time of registration of shares of each Shareholder, total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company.</p> <p>b. The proposal must be in writing and sent to the Chairman of the Board of Directors at the Company's</p>	<p>Rewrite to follow Article 142 Law on Enterprises</p>

		<p>will be officially included in the agenda if approved by the General Meeting of 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 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.</p> <p>5. A shareholder or group of shareholders whose recommendation is approved shall present to the Board of Directors the documents related to the issues recommended to be included in the agenda for the General Meeting of Shareholders to allow the Board of Directors to prepare materials for the General Meeting of Shareholders.</p>	<p>head office address no later than seven (07) working days before the opening date of the meeting. The proposal must clearly state the name of the Shareholder, the number of shares of each type of the Shareholder, the issues proposed to be included in the meeting agenda, the reasons and purpose of the proposal.</p> <p>c. The Board of Directors shall review the proposal on issues to be included in the agenda of the meeting of the General Assembly of Shareholders. The Board of Directors shall notify the Shareholder or group of Shareholders on whether it approves or disapproves the proposal of the Shareholder or group of Shareholders.</p> <p>d. In case the Board of Directors approves the proposal, the Board of Directors shall include all the proposed issues into the draft agenda of the meeting of the General Assembly of Shareholders and the proposed issues shall only be officially supplemented to the agenda once the General Assembly of Shareholders has so agreed.</p> <p>e. In case the Board of Directors disapproves the proposal, the Board of Directors must respond in writing to the Shareholder or group of Shareholders about the reason of disapproval no later than two (02) working days prior to the opening date of the meeting of the General Assembly of Shareholders. The proposal may be disapproved in the following cases:</p> <p>i. The proposal is not sent in accordance with point b this clause.</p> <p>ii. At the time of proposal, the Shareholder, group of Shareholders do not hold in full 05% or more of ordinary shares.</p> <p>iii. The proposed issues, contents are not within the scope of competence and tasks of the General Assembly of Shareholders.</p> <p>iv. Other cases as provided by the Laws.</p> <p>f. The Shareholder or group of Shareholders who has the proposal approved must provide the Board of Directors</p>	
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			with documents relating to the issues proposed for the Board of Directors to prepare the documents of the meeting of the General Assembly of Shareholders.	
11	Delete Article 8	<p>Article 8. Request to attend the General Meeting of Shareholders by new shareholders purchasing shares of the Company after the last date for registration of attendance but before the commencement of a General Meeting of Shareholders</p> <p>In the event a person or entity purchases shares in the Company's shares after the last day for registration of attendance at a meeting of the General Meeting of Shareholders but before the opening of such meeting, such new shareholder may send a request to the Board of Directors in order to attend the General Meeting of Shareholder without voting rights. The procedure will be as follows:</p> <p>1. The shareholder must request the depository member where the shareholder opened its depository account to provide a statement of securities transactions at the time the shareholder purchased the Company's shares (after the last day for registration of attendance but before the commencement of the General Meeting of Shareholders).</p> <p>2. The shareholder must send a written request to attend the General Meeting of Shareholders with the above statement of securities transactions to the Office of the Board of Directors of the Company no later than three (03) working days before the commencement of the General Meeting of Shareholders.</p> <p>3. If the Board of Directors rejects such request to attend the General Meeting of Shareholders, the Board of Directors must send a written notice stating the reasons for rejection to the shareholder before the date on which the General Meeting of Shareholders is intended to take place.</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations;
12	Article 9	Article 9. Duties, rights and obligations of the General Meeting of Shareholders, annual and extraordinary	Article 4. Role of the General Assembly of Shareholders	Rewrite to follow Article 19

		<p>meetings of the General Meeting of Shareholders and procedures for collecting written opinions from shareholders</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> <ol style="list-style-type: none"> 1. Notice of the closing of the list of shareholders entitled to attend a General Meeting of Shareholders; 2. Notice of the convening of a meeting, the meeting agenda and notice of conducting a General Meeting of Shareholders; 3. Method for registration of attendance/authorization for attendance at a General Meeting of Shareholders; 4. Procedures for conducting and voting at a General Meeting of Shareholders; 5. Method for objecting resolutions of the General Meeting of Shareholders; 6. Preparation of minutes of a General Meeting of Shareholders; 7. Announcement of resolutions of the General Meeting of Shareholders; and 8. Other issues. 	<p>The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.</p>	<p>Proposed amendment Company Charter</p>
13	Add clause 1 Article 5 Proposal		<p>Article 5. Rights and obligations of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> 1. The General Assembly of Shareholders shall have the following rights and obligations: <ol style="list-style-type: none"> a. To approve the Company's development orientation; b. To decide on the increase or decrease of the Charter Capital; c. To decide on the class of shares and the total number of shares of each type which may be offered for sale; decide on the annual dividend rate of each type of shares; 	<p>Add to follow Article 20 Proposed amendment Company Charter</p>

			<p>d. To elect, remove, dismiss members of the Board of Directors, members of the Board of Supervision;</p> <p>e. To decide on the investment or selling of assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;</p> <p>f. To decide on the amendment, supplement of the Charter;</p> <p>g. To approve annual financial statements;</p> <p>h. To decide on the redemption of 10% to 30% of the total number of sold shares in the Company;</p> <p>i. To review and handle violations by members of the Board of Directors, members of the Board of Supervision causing damage to the Company and its Shareholders;</p> <p>j. To decide on the reorganization, dissolution of the Company;</p> <p>k. To decide on the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervision;</p> <p>l. To approve the Internal Regulations on Corporate Governance; the Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision;</p> <p>m. To approve the list of approved Audit Companies; decide on the approved Audit Company which will audit the operations of the Company, dismiss the approved auditor when deeming it necessary;</p> <p>n. Other rights and obligations as provided by the Laws.</p>	
14	Add clause 2 Article 5 Proposal		<p>Article 5. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>a. Annual business plan of the Company;</p> <p>b. Audited annual financial statements;</p>	Add to follow Article 20 Proposed amendment Company Charter

			<p>c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;</p> <p>d. Report of the Board of Supervision on the business results of the Company, the performance of the Board of Directors, the Chief Executive Officer;</p> <p>e. Self-assessment report on the performance of the Board of Supervision and each Supervisor;</p> <p>f. Dividend rate per share of each type;</p> <p>g. Number of members of the Board of Directors, the Board of Supervision;</p> <p>h. Election, removal, dismissal and replacement of members of the Board of Directors and the Board of Supervision;</p> <p>i. Decision on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors, the Board of Supervision;</p> <p>j. Approval on the list of approved Audit Companies, decision on the approved Audit Company which will audit the Company's operations when deeming it necessary;</p> <p>k. Supplement and amendment to the Charter, except for the case of adjustment of Charter Capital as a result of the sale of new shares made on the basis of the General Assembly of Shareholders approving the offer for sale of shares to increase the charter capital, and concurrently assigning the Board of Directors to conduct procedures to register the increase in charter capital after closing of each tranche of share sale, which case shall be approved by the Board of Directors;</p> <p>l. Type and number of new shares issued for each type of shares;</p> <p>m. Division, separation, consolidation, merger or conversion of the Company;</p> <p>n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;</p>	
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			<p>o. Decision on the investment or selling of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company;</p> <p>p. The Company redeeming more than 10% to 30% of the total number of sold shares in the Company;</p> <p>q. The Company entering into contracts, transactions with a value of 35% or more or transactions which cause the total value of transactions arising within 12 months from the date of performing the first transaction to be 35% or more of the total value recorded in the latest financial statements of the Company with the following related persons:</p> <p>i. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;</p> <p>ii. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</p> <p>iii. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must disclose pursuant to the Law on Enterprises.</p> <p>r. The Company entering into contracts, transactions on borrowing, lending, selling of assets with a value greater than 10% of the total value of assets recorded in the latest financial statements of the Company with a Shareholder owning 51% or more of the total number of shares with voting rights or related persons of such Shareholder.</p> <p>s. Approval of Internal Regulations on Corporate Governance, Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision.</p> <p>t. Other matters as provided by the Laws and the Charter.</p>	
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15	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>The Board of Directors shall allocate and assign the preparation of the materials related to the agenda of a General Meeting of Shareholders to the Chairman of the Board of Directors, the Executive Management Board and the Secretary of the Board of Directors. The Board of Directors shall appropriately assign the preparation of the materials for a General Meeting of Shareholders based on the specific contents of the meeting. The Board of Directors shall approve all documents for a General Meeting of Shareholders before uploading these onto the Company's website.</p>	<p>Article 6. Power to convene meetings of the General Assembly of Shareholders</p> <p>1. The Board of Directors shall convene annual meeting of the General Assembly of Shareholders and select an appropriate venue.</p>	Rewrite to follow clause 2 Article 19 Proposed amendment Company Charter
16	Add Clause 2 Article 6 Proposal		<p>Article 6. Power to convene meetings of the General Assembly of Shareholders</p> <p>2. The Board of Directors must convene extraordinary meeting of the General Assembly of Shareholders in the following cases:</p> <p>a. The Board of Directors considers it necessary for the benefit of the Company.</p> <p>b. The number of the remaining members of the Board of Directors, the Board of Supervision are less than the minimum number of members as required by the Laws.</p> <p>c. At the request of a Shareholder or a group of Shareholders holding 5% or more of the total number of ordinary shares in case the Board of Directors commits a serious breach of the rights of Shareholders, the obligations of managers or makes a decision which falls outside its delegated authority.</p> <p>d. At the request of the Board of Supervision.</p> <p>e. Other cases provided by the Laws and the Company Charter.</p>	Add to follow Article 140 Law on Enterprises and clause 3 Article 19 Proposed amendment Company Charter

17	Add Clause 3 Article 6 Proposal		<p>Article 6. Power to convene meetings of the General Assembly of Shareholders</p> <p>3. A Shareholder or a group of Shareholders holding 5% or more of the total number of ordinary shares having the right to request the convention of meeting of the General Assembly of Shareholders pursuant to point c clause 2 of this Article must have the request in writing specifying the following contents:</p> <p>a. Full name, contact address, nationality, number of legal document of individual in respect of a Shareholder being individual; name, enterprise code or number of legal document of organization, head office address in respect of a Shareholder being organization;</p> <p>b. Number of shares and date of registration of shares of each Shareholder, total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company;</p> <p>c. Grounds and reasons for the request to convene a meeting of the General Assembly of Shareholders;</p> <p>d. Enclosed with the request to convene meeting, there must be documents and evidences about violations of the Board of Directors, the seriousness of violations or decisions beyond the competence.</p> <p>The request to convene a meeting of the General Assembly of Shareholders and the enclosed documents, evidence must be sent to the Chairman of the Board of Directors at the address of the Company's head office. Within seven (07) working days upon receipt of the request, the Board of Directors must response to the Shareholder or the group of Shareholders in writing on whether the meeting of the General Assembly of Shareholders is convened or not.</p>	Add to follow clause 4 Article 115 Law on Enterprise and point b clause 1 Article 17, point c clause 4 Article 19 Proposed amendment Company Charter
18	Add Clause 4 Article 6 Proposal		<p>Article 6. Power to convene meetings of the General Assembly of Shareholders</p> <p>4. Procedures for convening extraordinary meeting of the General Assembly of Shareholders</p>	Add to follow Article 140 Law on Enterprises and clause 4 Article 19

			<p>a. The Board of Directors must convene a meeting of the General Assembly of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, the Board of Supervision are as provided in point b clause 2 of this Article or upon receipt of a request as provided in points c and d clause 2 of this Article. In case the Board of Directors fails to convene the meeting of the General Assembly of Shareholders as provided, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any damage incurred to the Company.</p> <p>b. In case the Board of Directors fails to convene the meeting of the General Assembly of Shareholders as provided in point a this clause, within thirty (30) days thereafter, the Board of Supervision shall in replacement of the Board of Directors convene the meeting of the General Assembly of Shareholders. If the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided, the Board of Supervision must compensate for any damage incurred to the Company.</p> <p>c. In case the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided in point b this clause, the Shareholder or group of Shareholders provided in point c clause 2 of this Article has the right to represent the Company to convene the meeting of the General Assembly of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Assembly of Shareholders may request the Business Registration Authority to supervise the order and procedure for convening, conducting the meeting and making decision of the General Assembly of Shareholders.</p>	Proposed amendment Company Charter
19	Add Clause 5 Article 6 Proposal		Article 6. Power to convene meetings of the General Assembly of Shareholders	Add to follow Article 140 Law on Enterprises;

			<p>5. All costs for convening and conducting the meeting of the General Assembly of Shareholders shall be reimbursed by the Company. These costs shall not include expenses spent by Shareholders when attending the meeting of the General Assembly of Shareholders, whether they are accommodation and travel expenses. The Shareholder or group of Shareholders who requests for the Company's reimbursement of expenses relating to the convening and conducting the meeting of the General Assembly of Shareholders must provide valid invoices and documents that sufficiently and accurately record information of the Company as required by the laws on tax.</p>	<p>clause 4 Article 19 Proposed amendment Company Charter and current practice at company</p>
20	Add Clause 6 Article 6 Proposal		<p>Article 6. Power to convene meetings of the General Assembly of Shareholders</p> <p>6. The convenor of the meeting of the General Assembly of Shareholders must perform the following tasks:</p> <ul style="list-style-type: none"> a. Preparing a list of Shareholders eligible to attend and vote at the meeting of the General Assembly of Shareholders. The list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders shall be made in accordance with clause 4 Article 7 of this Regulation. b. Preparing the agenda and contents of the meeting. c. Preparing documents relevant to the contents of the meeting. d. Preparing draft resolutions of the General Assembly of Shareholders according to the proposed contents of the meeting. e. Determining the time and venue of the meeting. f. Sending notice of invitation to the meeting to all Shareholders entitled to attending the meeting. g. Other tasks which serve the meeting. 	<p>Add to follow Article 140 Law on Enterprises and clause 2 Article 22 Proposed amendment Company Charter</p>

21	Add clause 2, 3 Article 7 Proposal		<p>Article 7. Preparation of list of Shareholders entitled to attending the meeting</p> <p>2. The list of Shareholders entitled to attending meeting of the General Assembly of Shareholders shall be prepared based on the Shareholder Registration Book of the Company. The list of Shareholders entitled to attending meeting of the General Assembly of Shareholders must contain full name, contact address, nationality, number of legal document of individual in respect of Shareholder being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholder being organization; number of shares of each type, number and Shareholder registration date of each Shareholder.</p> <p>3. Shareholders may review, look up, make extract or copy name and contact address of Shareholder in the list of Shareholders entitled to attending meeting of the General Assembly of Shareholders; request correction of incorrect information or add necessary information about themselves to the list of Shareholders entitled to attending meeting of the General Assembly of Shareholders.</p>	Add to follow Article 41 Law on Enterprises
22	Article 11	<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</p>	<p>Article 7. Preparation of list of Shareholders entitled to attending the meeting</p> <p>4. The list of Shareholders entitled to attending meeting of the General Assembly of Shareholders shall be prepared no earlier than ten (10) days prior to the date on which the notice of invitation to the meeting of the General Assembly of Shareholders is sent. The Board of Directors shall publicly disclose information about the making of the list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders at least twenty (20) days before the last registration date. This notification shall be publicly disclosed to competent</p>	Rewrite to follow Article 141 Law on Enterprise and Article 273 Decree 155/2020

		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.	authorities and be published on the website of the Company.	
23	Delete Clause 1 Article 12	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to the General Meeting of Shareholders</p> <p>1. Notice of invitation to General Meeting of Shareholders complies with Article 27 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. - Other requirements for participants 		Delete to follow Article 22 Proposed amendment Company Charter
24	Clause 2 Article 12	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to 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>	<p>Article 8. Notice of meeting of the General Assembly of Shareholders</p> <p>1. Notice of meeting of the General Assembly of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attending the meeting by a guaranteed method and at the same time published on the Company's website, the websites of the Stock Exchange,</p>	Rewrite to follow clause 3 Article 22 Proposed amendment Company Charter

			<p>the SSC (when the Company is being listed or registered for trading).</p> <p>2. The notice of meeting of the General Assembly of Shareholders must be sent at least twenty one (21) days before the date of the meeting of the General Assembly of Shareholders (from the date on which the notice is duly sent or transmitted).</p>	
25	Clause 3 Article 12	<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>Article 9. Program, agenda and documents of meeting of the General Assembly of Shareholders</p> <p>1. The convenor of a meeting of the General Assembly of Shareholders as provided in Article 6 of this Regulation must prepare the program, agenda and documents of the meeting.</p> <p>2. The agenda of the meeting of General Assembly of Shareholders, documents relating to the issues to be voted on at the meeting shall be sent to the Shareholders or/and posted on the website of the Company. In case the documents are not attached to the notice of the meeting of the General Assembly of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents so that the Shareholders can access, including:</p> <ul style="list-style-type: none"> a. Meeting agenda, documents used in the meeting; b. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervision; c. Voting slips; d. Draft resolutions for each issue in the meeting agenda. 	Rewrite to follow clause 2 Article 22 Proposed amendment Company Charter
26	Add Article 10 Proposal		<p>Article 10. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>1. Shareholders, authorized representatives of Shareholders being organization may directly attend the meeting or authorize one or more other individuals, organizations to attend the meeting. In case a Shareholder has more than one authorized</p>	Add to follow Article 21 Proposed amendment Company Charter

			<p>representative, it must specify the number of shares and the number of votes authorized to each representative.</p> <p>2. The authorization for a representative to attend the meeting of the General Assembly of Shareholders must be made in writing. The authorization document may be made in paper or by electronic means in accordance with the Laws, clearly stating the name of the authorizing Shareholder, the name of the authorized individual, organization, the number of authorized shares, the contents of authorization, the scope of authorization, the period of authorization and must have signature in accordance with the following provisions:</p> <p>a. In case the Shareholder being individual is the authorizing person, the authorization document must be signed by such Shareholder and the person authorized to attend the meeting,</p> <p>b. In case the Shareholder being organization is the authorizing person, the authorization document must be signed by the legal representative of the Shareholder being organization or the duly authorized representative of such person and the person authorized to attend the meeting.</p> <p>3. The votes of the person authorized to attend the meeting within the scope of authorization shall still be valid when one of the following cases occurs:</p> <p>a. The authorizing person has died, has capacity for civil acts limited or has lost capacity for civil acts;</p> <p>b. The authorizing person has cancelled the authorization;</p> <p>c. The authorizing person has cancelled the power of the person performing the authorization.</p> <p>This clause shall not apply in case the Company receives a notice of one of the above cases before the opening time of the meeting of the General Assembly of Shareholders or before the meeting is re-convened.</p>	
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27	Article 13	<p>Article 13. Confirmation of, authorization for, and registration of attendance at a General Meeting of Shareholders</p> <ul style="list-style-type: none"> - A shareholder deciding to attend a General Meeting of Shareholders must confirm attendance by either: calling the phone number stated in the notice of invitation to the General Meeting of Shareholders to speak to the organization board for the General Meeting of Shareholders; or sending a written confirmation of attendance at the General Meeting of Shareholders (in the form provided by the Company) to the Company's head office by courier, facsimile, email or other instrument as provided for by the Company. - 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. - A shareholder or an authorized representative of a shareholder attending a General Meeting of Shareholders must register attendance at the General Meeting of Shareholders in the manner as stated in the notice of invitation to the General Meeting of Shareholders and shall also present the following documents: <ul style="list-style-type: none"> + For individual shareholders: Notice of invitation to the meeting, ID card or passport and power of attorney (in case of an authorized representative); + For institutional shareholders: Notice of invitation, copy of enterprise registration certificate, power of attorney and ID card or passport of the authorized representative. 	<p>Article 11. Method of registration and confirmation of attendance at meetings of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> 1. In case of attending the meeting of the General Assembly of Shareholders, the Shareholders may confirm their attendance by registering immediately before the meeting or making a phone call directly to the Organization Team of the General Assembly of Shareholders at the phone number provided in the Meeting Invitation Notice or sending a meeting attendance confirmation letter (in the form provided by the Company) to the Company's head office address directly in person or by post, fax, e-mail, other means of communication. 2. In case of authorization for a representative to attend the meeting of the General Assembly of Shareholders, the authorized person must additionally submit the written authorization document before the start of the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the Shareholder, the authorized representative of the Shareholder being organization (if not previously registered with the Company). 3. At the meeting venue, the Shareholder or the representative authorized to attend the meeting of the General Assembly of Shareholders shall register to attend the meeting following the instructions provided in the Meeting Invitation Notice and present the following documents: <ol style="list-style-type: none"> a. Shareholder being individual: Meeting invitation letter, ID card/Citizen Identity Card or Passport and Authorization document (in case of authorization). b. Shareholder being legal entity: Meeting invitation letter, Copy of enterprise registration certificate (or equivalent documents), Authorization document and ID 	<p>Rewrite to make it clearer from Current Internal Regulations on Corporate Governance</p>
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			card/ Citizen Identity Card or Passport of the authorized person.	
28	Clause 1 Article 14	<p>Article 14. Procedures for conducting, voting and method of approving issues of the General Meeting of Shareholders</p> <p>1. During the registration of shareholders attending a General Meeting of Shareholders, the organization board of the meeting shall provide each attending shareholder or authorized representative of a shareholder a voting card, voting ballot and/or an election ballot for election of the member of the Board of Directors/the Supervisory Board, which must specify the full name of the shareholder or the authorized representative of a shareholder, number of registration, shareholder code and total number of votes (number of shares held by the shareholder or represented by the authorized representative) of the shareholder or the authorized representative attending the meeting.</p>	<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>1. Before opening the meeting, the Company must carry out procedures for registration of Shareholders and must carry out the registration until all Shareholders with the right to attend the meeting, which are present, have been fully registered in accordance with the following order:</p> <p>a. When conducting registration of Shareholders, the Company shall provide a voting slip to each Shareholder or authorized representative with voting right, which shall specify the registration number, full name of the Shareholder, full name of the authorized representative and number of votes of such Shareholder.</p> <p>b. Shareholders, authorized representatives of Shareholders being organization or authorized persons who arrive after the opening of the meeting may be registered immediately and then may attend and vote at the meeting immediately after registration. The chairman has no obligation to stop the meeting for registration of the latecomers and the validity of previous voting shall not change.</p>	Rewrite to follow clause 1 Article 24 Proposed amendment Company Charter
29	Add clause 2 Article 13 Proposal		<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>2. The election of the Chairman, Secretary and Vote Counting Committee of the meeting of the General Assembly of Shareholders shall be as follows:</p> <p>a. The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as Chairman of the meetings convened by the Board of Directors. In case the Chairman is absent or temporarily subject to loss of working ability, the remaining members shall elect one of them to act as the Chairman of the meeting pursuant to the principle of majority. In case of failure to elect a person to act as the</p>	Add to follow clause 2 Article 24 Proposed amendment Company Charter

			<p>chairman, the Head of the Board of Supervision shall direct the General Assembly of Shareholders to elect the meeting chairman and the person with the highest number of votes shall act as the meeting chairman.</p> <p>b. Except for the case provided in point a this clause, the person signing the convention of the meeting of the General Assembly of Shareholders shall direct the General Assembly of Shareholders to elect the meeting chairman and the person receiving the highest number of votes shall act as the meeting chairman.</p> <p>c. The Chairman shall appoint the Secretary, prepare the meeting minutes of the General Assembly of Shareholders.</p> <p>d. The General Assembly of Shareholders shall elect one or more persons to the Voting Counting Committee at the proposal of the Chairman of the meeting.</p>	
30	Add clause 3, 4 Article 13 Proposal		<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>3. The agenda and contents of the meeting must be approved by the General Assembly of Shareholders in the opening session. The agenda must define in a clear and detailed manner the time for each issue in the meeting agenda.</p> <p>4. The chairman may take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of meeting attendees. The chairman, after careful consideration, may take appropriate measures to:</p> <p>a. Arrange seats at the venue of the meeting of the General Assembly of Shareholders;</p> <p>b. Ensure the safety of everyone present at the meeting places;</p> <p>c. Facilitate the Shareholders to attend (or continue to attend) the meeting.</p>	Add to follow clause 3, 4 Article 24 Proposed amendment Company Charter

			The convenor of the meeting of the General Assembly of Shareholders may at his/her sole discretion change the above measures and apply all measures if the Board of Directors considers necessarily. The applied measures may include issuance of a pass for entry or use of other options.	
31	Add clause 5 Article 13 Proposal		<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>5. The convenor or the Chairman of the meeting of the General Assembly of Shareholders shall have the following rights:</p> <ul style="list-style-type: none"> a. To require all meeting attendees to undergo a security check or comply with other security measures. b. To request the competent body to maintain order of the meeting; expel those who do not comply with the Chairman's executive power, intentionally disrupt order, obstruct the normal process of the meeting or fail to comply with the requirements of security check from the meeting of the General Assembly of Shareholders. 	Add to follow clause 6 Article 24 Proposed amendment Company Charter
32	Add clause 6, 7 Article 13 Proposal		<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>6. The Chairman may postpone the meeting of the General Assembly of Shareholders, of which the quorum has been met, for no more than three (03) working days from the intended date of opening the meeting and may only postpone the meeting or change the meeting venue in the following cases:</p> <ul style="list-style-type: none"> a. There are insufficient convenient seats in the meeting venue for all participants. b. It cannot be ensured that the means of communication at the meeting venue shall facilitate the Shareholders attending the meeting to participate, discuss and vote. c. There are attendees who obstruct, disrupt order, threaten to prevent the meeting from being conducted in a fair and lawful manner. 	Add to follow clause 7, 8 Article 24 Proposed amendment Company Charter

			7. In case the Chairman postpones or temporarily suspends the meeting of the General Assembly of Shareholders contrary to clause 6 this Article, the General Assembly of Shareholders shall elect one of the attendees to run the meeting until at the closing in replacement of the Chairman. All resolutions passed at such meeting shall come into force.	
33	Clause 2 Article 14	<p>Article 14. Procedures for conducting, voting and method of approving issues of the General Meeting of Shareholders</p> <p>2. Voting to approve decisions of the General Meeting of Shareholders</p> <p>- For general issues: The shareholders or authorized representatives of the shareholders shall vote by raising their voting card in accordance with the instructions of the Chairman of the meeting. The vote counting committee shall record the number of votes for and against and any abstentions on each issue in order to announce the voting results to the General Meeting of Shareholders.</p> <p>- For key issues: The shareholders or the authorized representatives of the shareholders shall vote by selecting to either vote in favour or against, or abstain, from each issue voted on in the voting ballot. The vote counting committee shall collect the voting ballot and count the number of votes for, against and any abstentions on each issue in order to announce the voting results to the General Meeting of Shareholders.</p>	<p>Article 14. Methods of voting and vote-counting</p> <p>1. The General Assembly of Shareholders shall discuss and vote on each issue in the agenda. Voting must be done right at the meeting and conducted by voting in one of three options: agreement, disagreement and abstention. Shareholders' opinions other than the above voting options shall be invalid.</p> <p>2. Voting for passing decisions at the General Assembly of Shareholders shall be conducted as follows:</p> <p>a. The Shareholders or the persons authorized to attend the meeting shall vote by showing the voting slips as instructed by the Chairman, the Vote Counting Committee shall record the number of votes of agreement, disagreement, and abstentions to announce the voting results to the General Assembly of Shareholders; or</p> <p>b. The Shareholders or the persons authorized to attend the meeting shall vote by choosing among the options of agreement, disagreement or abstentions for each issue to be voted on as recorded in the Voting slip, the Vote Counting Committee shall collect the Voting slips and count the number of votes of agreement, disagreement, and abstentions to announce the voting results to the General Assembly of Shareholders.</p>	Rewrite to follow clause 5 Article 24 Proposed amendment Company Charter
34	Delete Clause 6 Article 14	<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</p>		This content is stipulated at Article 12 and 15 this Proposed amendment

		of a General Meeting of Shareholders are complied with the Articles 28,30 and 31 of the Company Charter.		Internal Regulations on Corporate Governance
35	Add Article 12 Proposal		<p>Article 12. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>1. The meeting of the General Assembly of Shareholders shall be conducted when the number of Shareholders attending the meeting represent more than 50% of the total number of votes.</p> <p>2. In case the quorum is not met within thirty (30) minutes from the time at which the opening of the meeting is determined, the convenor of the meeting shall cancel the meeting. The meeting of the General Assembly of Shareholders must be re-convened within thirty (30) days from the intended date of the first meeting. The meeting of the General Assembly of Shareholders convened for the second time shall be conducted when the number of attending members being the Shareholders and the authorized representatives represent at least 33% of the total number of votes.</p> <p>3. In case the meeting convened for the second time cannot be conducted because the quorum is not met within thirty (30) minutes from the time set for opening the meeting, the meeting of the General Assembly of Shareholders shall be convened for the third time within twenty (20) days from the intended date of the second meeting. In this case, the meeting of the General Assembly of Shareholders shall be conducted regardless of the number of votes of the Shareholders or the authorized representatives attending and be considered as valid and may decide on all issues intended to be approved at the first meeting of the General Assembly of Shareholders.</p>	Rewrite to follow Article 23 Proposed amendment Company Charter

			<p>4. Shareholders shall be considered as attending and voting at the meeting of the General Assembly of Shareholders in the following cases:</p> <ol style="list-style-type: none"> Attending and voting directly at the meeting. Authorizing one or more other individuals, organizations to attend and vote at the meeting. Attending and voting via online conference, electronic voting or other electronic means. Sending votes to the meeting by mail, fax, email or other form of communication. <p>5. The provision of clause 4 this Article shall apply in case the General Assembly of Shareholders meets physically, via online conference and a combination of the above forms.</p>	
36	Add Article 15 Proposal		<p>Article 15. Conditions for passing Resolutions of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> Except for the case provided in clause 2 this Article, Article 17, clause 2 Article 24 and clause 2 Article 47 of this Regulation, resolutions of the General Assembly of Shareholders shall be approved if it is agreed by the number of Shareholders representing more than 50% of the total votes of all Shareholders attending and voting at the meeting. A resolution on the following contents shall be approved if it is agreed by the number of Shareholders representing at least 65% of the total votes of all Shareholders attending and voting at the meeting, except for the case provided in Article 17, clause 2 Article 24 and clause 2 Article 47 of this Regulation: <ol style="list-style-type: none"> Type of shares and total number of shares of each type. Change to business lines and fields. Change to the Company's structure of organization and management. 	Add to follow Article 25 Proposed amendment Company Charter

			<p>d. Project of investment or sale of assets valued at 35% or more of the total value of assets of the Company recorded in the latest audited financial statements.</p> <p>e. Reorganization, dissolution of the Company.</p> <p>3. Resolutions approved by the General Assembly of Shareholders at the ratio of 100% of the total voting shares shall be legal and effective even if the order and procedures for approving such resolutions violate the Law on Enterprise and the Charter.</p>	
37	Delete Clause 7 Article 14	<p>Article 14. Procedures for conducting, voting and method of approving issues of the General Meeting of Shareholders</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>		This content is stipulated at Article 16 Proposed amendment Company Charter
38	Add Article 16 Proposal		<p>Article 16. Organization of the meeting of the General Assembly of Shareholders in the form of online conference</p> <p>1. Depending on the situation and circumstances, the Board of Directors may decide on conducting the meeting of the General Assembly of Shareholders in the form of online conference or a combination of both physical meeting and online conference in the same meeting of the General Assembly of Shareholders to approve decisions of the General Assembly of Shareholders on all issues within the competence of the General Assembly of Shareholders.</p> <p>2. The Company shall widely use information technology for meeting in the form of online conference to create favorable conditions for Shareholders to attend the meeting of the General Assembly of Shareholders.</p> <p>3. The default place for organization of online conference shall be the head office of the Company,</p>	Add to follow Article 26 Proposed amendment Company Charter

			<p>unless otherwise decided by the General Assembly of Shareholders.</p> <p>4. Authorization to attend the meeting of the General Assembly of Shareholders in the form of online conference shall be conducted in the same way as that for physical meeting. In case the Shareholders provide their information to another person to use for registration of attending the meeting, such Shareholders shall be deemed to directly attend the meeting.</p> <p>5. Conditions for conducting the meeting of the General Assembly of Shareholders in the form of online conference shall be the same as those under Article 12 of this Regulation and Article 23 of the Company Charter. The basis for calculating the number of Shareholders attending the meeting shall be the number of Shareholders having completed registration to attend the online conference. In case of combining both physical meeting and online conference in the same meeting, the number of meeting attendees shall be the total number of Shareholders attending physically and Shareholders registering to attend the online conference.</p> <p>6. Meetings via online conference shall apply electronic voting and votes shall be cast electronically.</p> <p>7. The Organization Team may use technology to count and check the votes electronically. The Organization Team may decide to make the counting process public or only make the vote counting results public. Vote counting results must be announced before the closing of the meeting of the General Assembly of Shareholders, except that the Chairman may decide otherwise for objective reasons.</p> <p>8. Resolutions approved in the form of online conference shall follow provisions under Article 15, clause 2 Article 24 and clause 2 Article 47 of this Regulation and shall have the same validity as those approved at a physical meeting of the General Assembly of Shareholders</p>	
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39	Delete Article 15	<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 charter may request the company to redeem its/his/her shares according to the Point g, Clause 1, Article 16 of the Company 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. 		<p>This content is stipulated at Article 29 Proposed amendment Company Charter; Rejection of decisions of the General meeting of shareholders referenced to rights of the Shareholders, so this content is stipulated at Company Charter</p>
40	Add clause 1 Article 18 Proposal		<p>Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders</p> <p>1. The Resolutions, meeting minutes of the General Assembly of Shareholders in the form of physical meeting, online conference, combination of physical meeting and online conference or collection of Shareholders' written opinions to approve Resolutions of the General Assembly of Shareholders shall comply with provisions of this Article and Article 28 of the Company Charter.</p>	<p>Add to follow factual operations of company</p>

41	Point d, e, i clause 1 Article 16	<p>Article 16. Preparation of minutes of the General Meeting of Shareholders</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>d) Full names of the Chairman and secretary;</p> <p>e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each matter set out in the agenda;</p> <p>i) Full names of the chairman 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>	<p>Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders</p> <p>2. Meetings of the General Assembly of Shareholders must be recorded in minutes and may be audio or video recorded and kept in other electronic forms. Minutes must be made in Vietnamese, and in addition may be made in a foreign language and shall contain the following main contents:</p> <p>d. Full name of the chairman and the secretary;</p> <p>e. Summary of the meeting progress and opinions expressed at the meeting of the General Assembly of Shareholders on each issue in the agenda;</p> <p>i. Full name and signature of the Chairman and the Secretary. In case the Chairman, the Secretary refuses to sign the meeting minutes, such minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all contents as provided in this clause. The meeting minutes shall clearly state that the Chairman, the Secretary refuses to sign the meeting minutes.</p>	Rewrite to follow clause 1 Article 28 Proposed amendment Company Charter
42	Clause 2,3 Article 16	<p>Article 16. Preparation of minutes of the General Meeting of Shareholders</p> <p>2. The minutes of a General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.</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 counting results may be replaced by posting them on the Company's website. The meeting minutes of the General Meeting of</p>	<p>Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders</p> <p>3. The meeting minutes of the General Assembly of Shareholders must be finalized and approved before the closing of the meeting. The Chairman and the secretary of the meeting or another person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.</p> <p>5. Resolutions, meeting minutes of the General Assembly of Shareholders and relevant documents must be disclosed pursuant to the Laws within twenty four (24) hours.</p>	Rewrite to follow clause 2, 4 Article 28 Proposed amendment Company Charter

		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.		
43	Delete Article 17	Article 17. Announcement of resolutions of the General Meeting of Shareholders Resolutions 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 of the Company within fifteen (15) days from the date of the resolutions.		This content is stipulated at clause 5 Article 18 this Proposed amendment Internal Regulations on Corporate Governance
44	Clause 1 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 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: 1. The Board of Directors has the right to collect written opinion of the shareholders in order to pass a resolution of the General Meeting of Shareholders if it is considered necessary for the interests of the Company.	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 1. Based on the actual situation and if it is deemed necessary for the benefit of the Company, the Board of Directors may decide to collect written opinions of Shareholders to approve the decision of the General Assembly of Shareholders on all issues falling within the competence of the General Assembly of Shareholders.	Amend to follow clause 1 Article 27 Proposed amendment Company Charter
45	Clause 2 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 2. The Board of Directors shall prepare the 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	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 2. The Board of Directors shall prepare the opinion collection form, draft resolution of the General Assembly of Shareholders, documents explaining the draft resolution and send the same to all Shareholders	Rewrite to follow clause 2 Article 27 Proposed amendment Company Charter

		<p>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>	<p>with voting rights no later than 10 days before the deadline to return the opinion collection form. The requirements and method for sending the opinion collection form and accompanying documents shall be the same as those provided in this Regulation and clause 3 Article 22 of the Company Charter.</p>	
46	<p>Point a, c, g clause 3 Article 18</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions</p> <p>3. The written opinion form must contain the following principal details:</p> <p>a) Name, head office address, number and date of issue of the enterprise registration certificate and place of business registration of the Company;</p> <p>b) Purpose of collecting written opinions;</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> <p>d) Issue on which it is necessary to obtain opinions for passing;</p> <p>e) Voting options, comprising consent, non-consent, or abstention;</p> <p>f) Time-limit within which the completed written opinion form must be returned to the Company;</p>	<p>Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>3. The opinion collection form must contain the following main contents:</p> <p>a. Name, head office address, enterprise code of the Company.</p> <p>c. Full name, contact address, nationality, number of legal document of individual in respect of Shareholders being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholders being organization or full name, contact address, nationality, number of legal document of individual in respect of the representative of Shareholder being organization; number of shares of each type and number of votes of Shareholder.</p> <p>g. Full name, signature of the Chairman of the Board of Directors.</p>	<p>Rewrite to follow clause 3 Article 27 Proposed amendment Company Charter</p>

		g) Full names and signatures of the Chairman of the Board of Directors and of the legal representative of the Company.		
47	Clause 4 Article 18	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions</p> <p>4. 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> <p>b) By fax or electronic mail: The written opinion form sent to the Company by fax or electronic mail must be kept confidential until the time of vote-counting.</p> <p>Any completed written form which is returned to the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Written opinion forms which are not returned shall be deemed to be forms not participating in the vote.</p>	<p>Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>4. Shareholders shall give answer in respect of the issue on which opinion needs to be collected in the opinion collection form by choosing one of three voting options: agreement, disagreement and abstention.</p> <p>5. Shareholders may send the completed opinion collection form to the Company by mail, fax, email or other means of communication as follows:</p> <p>a. The completed opinion collection form must be signed by the Shareholder being individual, the legal representative of the authorized organization or the legal representative of the Shareholder being organization.</p> <p>b. In case of mailing, the opinion collection form sent to the Company shall be put in closely sealed envelope and no one may open it before vote counting is conducted. In case of sending by fax or email or by other means of communication, the opinion collection form must be kept confidential until the time the vote counting is conducted.</p> <p>c. Opinion collection forms which have been opened in case of mailing or published before the time the vote counting is conducted in case of sending by fax, email, or other means of communication shall be invalid.</p> <p>6. Opinion collection forms sent back within the requested time limit but not complying with clauses 4 and 5 this Article shall be invalid. Opinion collection forms not sent back and opinion collection forms sent to the Company after the end of the opinion collection (including the case of written opinion collection in form of paper document and in form of email) shall be considered as not participating in the voting.</p>	<p>Rewrite to follow clause 4, 5, 6 Article 27</p> <p>Proposed amendment</p> <p>Company Charter</p>

48	Clause 5,6 Article 18	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions</p> <p>5. The Board of Directors shall organize the vote-counting and prepare the minutes of vote-counting in the presence of the Supervisory Board or of shareholders not holding managerial positions in the Company.</p> <p>The minutes of vote-counting shall contain the following basic details:</p> <p>a) Name, head office address, number of issue of the enterprise registration certificate, place of business registration;</p> <p>b) Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution;</p> <p>c) Number of shareholders with total numbers of votes having participated in the vote, number of valid votes and number of invalid votes and method of sending votes, an appendix listing the shareholders having participated in the vote;</p> <p>d) Total number of votes for, against and abstentions on each issue voted on;</p> <p>e) Matters which have been passed;</p> <p>f) Full names and signatures of the Chairman of the Board of Directors; the legal representative of the Company; the person who supervised the vote-counting; and the person who counted votes.</p> <p>6. The members of the Board of Directors, the person who counted votes and the person who supervised the vote-counting are jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and are jointly liable for any loss arising from a resolution which is passed due to an untruthful or inaccurate counting of votes;</p>	<p>Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>7. The Board of Directors shall count the votes and makes a minutes on vote counting under the witness of the Board of Supervision or Shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following main contents:</p> <p>a. Name, head office address, enterprise code of the Company;</p> <p>b. Purpose and issues on which opinion needs to be collected to approve the resolution;</p> <p>c. Number of Shareholders with the total number of votes having participated in the voting, in which the number of valid and invalid votes and the method of sending votes must be distinguished, together with an appendix specifying the list of Shareholders participating in the voting;</p> <p>d. Total number of votes of agreement, disagreement and abstention for each issue;</p> <p>e. Issues having been approved and the corresponding ratio of votes of approval;</p> <p>f. Full name, signature of the Chairman of the Board of Directors, the person counting the votes and the person supervising the vote counting.</p> <p>The members of the Board of Directors, the person counting the votes and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest, inaccurate counting of votes.</p>	<p>Rewrite to follow clause 7 Article 27 Proposed amendment Company Charter</p>
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49	Clause 7 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 7. The vote counting minutes shall be announced to the competent authorities and published on the Company's website within twenty-four (24) hours after the completion of the vote-counting.	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 8. The vote counting minutes and resolutions shall be published on the Company's website within twenty four (24) hours from the closing of the vote counting or sent to the Shareholders within fifteen (15) days from the closing of the vote counting.	Rewrite to follow clause 8 Article 27 Proposed amendment Company Charter
50	Clause 8 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 8. Completed written opinion forms, the minutes of vote-counting, the resolutions which were passed and any related documents sent with all of the written opinion forms shall be archived at the head office of the Company.	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 9. The completed opinion collection form, the vote counting minutes, the full text of the approved resolution and relevant documents enclosed with the opinion collection form must all be kept at the head office of the Company.	Rewrite to follow clause 9 Article 27 Proposed amendment Company Charter
51	Clause 9 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 9. A resolution which is passed by way of collection of written opinions of shareholders shall have the same validity as a resolution passed in a General Meeting of Shareholders.	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 10. Resolutions approved in the form of collection of Shareholders' written opinions shall follow provisions under Article 15, clause 2 Article 24 and clause 2 Article 47 of this Regulation and shall have the same validity as those approved at a physical meeting of the General Assembly of Shareholders..	Rewrite to follow clause 10 Article 27 Proposed amendment Company Charter
52	Delete Article 19	Article 19. Report of the Board of Directors and the Supervisory Board at an annual General Meeting of Shareholders 1. Report on the activities of the Board of Directors A report on the activities of the Board of Directors submitted to an annual General Meeting of Shareholders is a report on the management and the business results of Company and the operational results of the Board of Directors and of each member of the Board of Directors, and shall have the following contents:		This content is stipulated at point c, d, e clause 2 Article 5, Article 28 and 51 this Proposed amendment Internal Regulations on Corporate Governance

		<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> <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> <p>c) Activities of independent members of the Board of Directors and independent members' evaluation of activities of the Board of Directors;</p> <p>d) Activities of committees under the Board of Directors;</p> <p>e) Results of supervision of the Chief Executive Officer's activities;</p> <p>f) Results of supervision of other Executives' activities; and</p> <p>g) Future plans.</p> <p>2. Report on the 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> <p>a) Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board according to Article 50.2(d) of the Company Charter;</p>		
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		<p>b) Summary of the meetings of the Supervisory Board and the conclusions and suggestions 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 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;</p> <p>d) Results of supervision of the Board of Directors, the Chief Executive Officer and other Executives;</p> <p>e) Results of assessment of the cooperation between the Supervisory Board and the Board of Directors, the Chief Executive Officer and the shareholders.</p>		
53	Delete Article 20	<p>Article 20. Language used in the General Meeting of Shareholders</p> <p>1. The official language used in General Meetings of Shareholders shall be Vietnamese.</p> <p>2. If the Chairman does not appoint an interpreter for a General Meeting of Shareholders, foreign shareholders shall be entitled to be accompanied by his/her interpreter at the meeting by providing a prior notice to the organization board of the meeting for its arrangement of the seat for the interpreter.</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations
54	Delete Article 21	<p>Article 21. Organizational structure of the Board of Directors</p> <p>1. Chairman of the Board of Directors;</p> <p>2. Deputy Chairman of the Board of Directors;</p> <p>3. Members of the Board of Directors;</p>		This content is stipulated at clause 3 Article 21 this Proposed amendment Internal

		4. Committees under the Board of Directors.		Regulations on Corporate Governance
55	Clause 1 Article 22	<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>	<p>Article 19. Role of the Board of Director</p> <p>The Board of Directors shall be the management body of the Company, have full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations of the General Assembly of Shareholders. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.</p> <p>Article 21. Composition and term of office of members of the Board of Directors</p> <p>1. The number of members of the Board of Directors shall be at least five (05) persons and at most eleven (11) persons, and the specific number in each term shall be decided by the General Assembly of Shareholders.</p>	Rewrite to follow clause 1 Article 31, clause 1 Article 32 and clause 2 Article 35 Proposed amendment Company Charter
56	Clause 2,3,4 Article 22	<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>2. The structure of the Board of Directors must ensure a balance between executive and non-executive members. At least one third (1/3) of the members of the Board of Directors must be non-executive members.</p> <p>3. The Company must minimize the number of members of the Board of Directors who concurrently act as Executives of the Company to ensure the independence of the Board of Directors.</p> <p>4. The structure of the Board of Directors must ensure that:</p> <p>a) At least 01 independent member if the Board of Directors has between 03 and 05 members;</p> <p>b) At least 02 independent members if the Board of Directors has between 06 and 08 members;</p> <p>c) At least 03 independent members if the Board of</p>	<p>Article 21. Composition and term of office of members of the Board of Directors</p> <p>3. In respect of the composition of the Board of Directors, it must be ensured that at least one third (1/3) of the total number of members of the Board of Directors shall be non-executive members, and in respect of the number of independent members of the Board of Directors in each term, it must be ensured that:</p> <p>a. There shall be at least 01 independent member in case the Board of Directors comprises 05 members;</p> <p>b. There shall be at least 02 independent members in case the Board of Directors comprises 06 to 08 members;</p> <p>c. There shall be at least 03 independent members in case the Board of Directors comprises 09 to 11 members.</p> <p>4. Members of the Board of Directors are not required to be Shareholders of the Company.</p>	Rewrite to follow clause 3 Article 31 Proposed amendment Company Charter

		Directors has between 09 and 11 members.		
57	Delete 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		This content is stipulated at Article 20 and 25 this Proposed amendment Internal Regulations on Corporate Governance
58	Add Article 20 Proposal		Article 20. Rights and obligations of the Board of Directors 1. To decide on the strategy, medium-term development plan and annual business plan of the Company. 2. To propose the type of shares and the total number of shares authorized to be offered for sale of each type. 3. To decide on the selling of unsold shares within the number of shares authorized to be offered for sale of each type; decide on mobilizing additional capital in other form. 4. To decide on the selling price of shares and bonds of the Company. 5. To decide on the redemption of no more than 10% of the total number of sold shares of each type within 12 months and decide on the redemption price in accordance with Article 14 of the Company Charter. 6. To decide on the investment plans and investment projects within the competence and limits as provided by the Law on Enterprises, the Law on Securities and the Company Charter. 7. To decide on the market development, marketing and technology solutions. 8. To approve the contracts, transactions with a value of less than 35% of the total value of assets recorded in the	Add to follow Article 153 Law on Enterprises and clause 2 Article 32 Proposed amendment Company Charter

			<p>latest financial statements of the Company with the following related persons:</p> <p>a. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;</p> <p>b. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</p> <p>c. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must declare pursuant to the Law on Enterprises.</p> <p>9. To approve contracts on purchase, selling, borrowing, lending and other contracts, transactions with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company, except for contracts, transactions falling under the decision-making power of the General Assembly of Shareholders as provided in points q and r clause 2 Article 5 of this Regulation or unless otherwise provided by the Law on Enterprises.</p> <p>10. To elect, remove, dismiss the Chairman of the Board of Directors; appoint, remove, dismiss, sign contracts, terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officers and important executives of the Company as provided in the Regulations on Operations of the Board of Directors; decide on the salary and other benefits of such executives; appoint authorized representatives to participate in the members' council or the general assembly of shareholders of other companies, decide on the remuneration and other benefits of such persons.</p> <p>11. To supervise and direct the Chief Executive Officer and other Managers of the Company in running the daily business of the Company.</p>	
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59	Add clause 1 Article 25 Proposal		<p>Article 25. Rights and obligations of members, Chairman and Vice Chairman of the Board of Directors</p> <p>1. Members of the Board of Directors shall have the following rights and obligations:</p>	Add to follow clause 5 Article 41 Law on Securities

			<p>a. To be provided with information and documents on the financial situation and business activities of the Company;</p> <p>b. To fulfill its tasks in an honest and prudent manner and for the best interests of the Shareholders and of the Company;</p> <p>c. To attend all meetings of the Board of Directors and give opinions on the issues raised for discussion;</p> <p>d. To report timely and fully to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;</p> <p>e. To report and disclose information when trading shares of the Company in accordance with the laws;</p> <p>f. Other rights and obligations in accordance with the laws and Company Charter.</p>	
60	Add clause 2 Article 25 Proposal		<p>Article 25. Rights and obligations of members, Chairman and Vice Chairman of the Board of Directors</p> <p>2. The Chairman of the Board of Directors shall have the following powers and duties:</p> <p>a. To prepare the programs and plans of activities of the Board of Directors;</p> <p>b. To prepare the agenda, contents and documents serving the meetings; convene and act as the chairman of the meetings of the Board of Directors;</p> <p>c. To organize the approval of decisions of the Board of Directors;</p> <p>d. To supervise the process of organization of implementation of the Board of Directors' decisions;</p> <p>e. To chair the meetings of the General Assembly of Shareholders, to sign for and on behalf of the General Assembly of Shareholders in the resolutions that have been passed by the General Assembly of Shareholders;</p> <p>f. To lead and ensure the efficient operations of the Board of Directors;</p>	Add to follow Article 156 Law on Enterprises and regulations on Current Company Charter

			<p>g. To build up, implement and review the procedures governing the operations of the Board of Directors;</p> <p>h. To schedule meetings of the Board of Directors and divisions under the Board of Directors;</p> <p>i. To prepare agenda for meetings of the Board of Directors;</p> <p>j. To regularly meet the Chief Executive Officer and play the role of coordinator between the Board of Directors and the Chief Executive Officer;</p> <p>k. To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Directors;</p> <p>l. To ensure the efficient communication and contact with Shareholders, to handle requests of Shareholders for extracts, provision of documents and information and supervise the provision of documents and information to Shareholders;</p> <p>m. To organize the periodical evaluation on performance of the Board of Directors; divisions under the Board of Directors and each member of the Board of Directors;</p> <p>n. To create favorable conditions for the efficient performance of non-executive, independent members of the Board of Directors and establish constructive relationship between the executive and non-executive members of the Board of Directors;</p> <p>o. To exercise other duties and responsibilities as required by the General Assembly of Shareholders and the Board of Directors based on the actual demand and situation;</p> <p>p. Other rights and duties as provided by the General Assembly of Shareholders in accordance with the Laws.</p>	
61	Clause 1,3 Article 23	<p>Article 23. Criteria of members of the Board of Directors</p> <p>1. Must have full capacity for civil acts, and not fall into the category of persons not permitted to manage an enterprise as stipulated in the Law on Enterprises;</p>	<p>Article 22. Standards and conditions for members of the Board of Directors</p> <p>1. General standards and conditions for members of the Board of Directors:</p>	<p>Rewrite to follow Article 155 Law on Enterprises; Article 275 Decree 155/2020 and</p>

		3. Must not concurrently be the director (general director), a member of boards of management or members' councils of other security companies, and must not concurrently be a member of a board of directors of more than five other companies.	<p>a. Not falling within the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to the Law on Enterprises;</p> <p>c. Not being the chief executive officer, director, member of the Board of Directors, members of Members' Council of other securities companies;</p>	Article 8 Circular 121/2020
62	Add Clause 2 Article 22 Proposal		<p>Article 22. Standards and conditions for members of the Board of Directors</p> <p>2. Standards and conditions for independent members of the Board of Directors:</p> <p>a. Not being a person currently working for the Company, the parent company or subsidiary of the Company; not used to be a person working for the Company, the parent company or subsidiary of the Company for at least 03 preceding years;</p> <p>b. Not being a person who is currently entitled to salary, remuneration from the Company, except for allowances to which members of the Board of Director are entitled in accordance with the regulations;</p> <p>c. Not being a person whose spouse, natural parent, adoptive parent, child, adopted child, sibling is a major shareholder of the Company; being a manager of the Company or subsidiary of the Company;</p> <p>d. Not being a person directly or indirectly owning at least one per cent (1%) of the total voting shares in the Company;</p> <p>e. Not being a person who used to be a member of the Board of Directors or the Board of Supervision of the Company for at least 05 preceding years, except for the case of being appointed for 02 consecutive terms of office.</p>	Add to follow clause 2 Article 155 Law on Enterprises
63	Add Clause 3 Article 22 Proposal		<p>Article 22. Standards and conditions for members of the Board of Directors</p> <p>3. An independent member of the Board of Directors must notify the Board of Directors of the fact that such</p>	Add to follow clause 3 Article 155 Law on Enterprises

			member no longer satisfies in full the standards and conditions provided in clause 2 this Article, and shall automatically no longer be the independent member of the Board of Directors from the date of failure to satisfy in full the standards and conditions. The Board of Directors must inform about the case of the independent member of the Board of Directors no longer satisfying in full the standards and conditions at the nearest meeting of the General Assembly of Shareholders or must convene a meeting of the General Assembly of Shareholders to conduct additional election or replace the independent member of the Board of Directors within 06 months from the date of receipt of the notification from the relevant independent member of the Board of Directors.	
64	Delete clause 1 Article 24	Article 24. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors 1. Before a meeting of the General Meeting of Shareholders, the shareholders have the right to jointly set up a group to nominate candidates to the Board of Directors.		This content is stipulated at Article 23 this Proposed amendment Internal Regulations on Corporate Governance
65	Point a, b Clause 2 Article 24	Article 24. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors 2. The nomination and election of members of the Board of Directors shall comply with following provisions: 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%)	Article 23. Nomination and candidacy for members of the Board of Directors 1. The nomination and candidacy for members of the Board of Directors shall be as follows: a. A Shareholder or group of Shareholders owning 10% to less than 20% of the total number of voting shares may nominate up to one (01) candidate to the Board of Directors; b. A Shareholder or group of Shareholders owning 20% to less than 30% of the total number of voting shares may nominate up to two (02) candidates for the Board of Directors;	Amend to follow Article 30 Proposed amendment Company Charter

		of the total voting shares shall be entitled to nominate two (02) candidates to the Board of Directors;		
66	Clause 3 Article 24	<p>Article 24. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors</p> <p>3. Where the number of candidates standing for selection or nominated to the Board of Directors is lower than the required number, the incumbent Board of Directors may nominate additional candidates to meet the required number of candidates. The nomination mechanism or method applied by the incumbent Board of Directors to nominate candidates to the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before the nomination is carried out.</p>	<p>Article 23. Nomination and candidacy for members of the Board of Directors</p> <p>3. In case the number of candidates for the Board of Directors through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Directors shall nominate additional candidates on the principle that each existing member may introduce up to one (01) candidate who then must be agreed by at least more than 50% of the total number of existing members of the Board of Directors.</p>	Rewrite to follow Article 30 Proposed amendment Company Charter
67	Delete clause 4 Article 24	<p>Article 24. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors</p> <p>4. Candidates of the Board of Directors shall prepare the application dossiers (in the form provided by the Company) and send the same to the organization board of the General Meeting of Shareholders within the prescribed period. Only candidacy and nomination applications satisfying applicable conditions and candidates meeting the relevant criteria to be members of the Board of Directors will be included in the list of nominated candidates announced at the General Meeting of Shareholders.</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations
68	Clause 5 Article 24	<p>Article 24. 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</p>	<p>Article 23. Nomination and candidacy for members of the Board of Directors</p> <p>2. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the website of the Company so that Shareholders may learn about these candidates before</p>	Rewrite to follow Article 30 Proposed amendment Company Charter

		<p>candidates before 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 and date of birth; - Professional qualification; - 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; 	<p>voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Directors. Information related to candidates for the Board of Directors to be published shall include:</p> <ul style="list-style-type: none"> a. Full name, date of birth; b. Qualifications; c. Work experience; d. Other management titles (including the titles in the Board of Directors of other Companies); e. Interests related to the Company and related parties of the Company. 	
69	Add clause 4 Article 23		<p>Article 23. Nomination and candidacy for members of the Board of Directors</p> <p>4. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Directors.</p>	Add to follow clause 3 Article 30 Proposed amendment Company Charter
70	Clause 1, 3 Article 25	<p>Article 25. Election of members of the Board of Directors</p> <p>1. The election of members of the Board of Directors shall be carried out by cumulative vote in accordance with Article 30 of the Company Charter, whereby each shareholder/authorized representative of shareholder attending the meeting shall have the total votes corresponding to total shares owned/represented by such shareholder/the authorized representative of such shareholder multiplied by the total members of the Board of Directors to be elected.</p> <p>3. A shareholder or an authorized representative of a shareholder attending a meeting may allot all of his/her</p>	<p>Article 24. Methods for election of members of the Board of Directors</p> <p>2. Voting to elect members of the Board of Directors must be done by cumulative voting, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Directors to be elected and such shareholder may cumulate all or a part of its total votes in favour of one or more candidates. However, Shareholders or persons authorized to attend the meeting may only elect the maximum number of candidates for the Board of Directors as required by</p>	Rewrite to follow clause 4 Article 30 Proposed amendment Company Charter

		votes to one (01) candidate or part of his/her total votes to one (01) or more candidates. However, the shareholders/authorized representatives attending the meeting are only entitled to elect a maximum number of candidates as required by the Company out of the total number of candidates for the Board of Directors.		
71	Clause 2 Article 25	<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 number of votes equivalent to such number of shares owned/represented multiplied by the number of members elected to the Board of Directors.</p>	<p>Article 24. Methods for election of members of the Board of Directors</p> <p>1. Ballots for election of members of the Board of Directors shall be made available by the Organization Team in printed form with the list of candidates arranged in Vietnamese alphabetical order and affixed with the Company's seal.</p>	Rewrite to make it shorter but clearer
72	Delete clause 4 Article 25	<p>Article 25. Election of members of the Board of Directors</p> <p>4. An election ballot shall be invalid in the following cases:</p> <p>a) An election ballot which is not issued by the organization board of the meeting;</p> <p>b) An election ballot which is torn, erased or modified;</p> <p>c) An election ballot naming candidates who are not included in the list of candidates approved by the General Meeting of Shareholders prior to voting;</p> <p>d) An election ballot containing other information or symbols;</p> <p>e) An election ballot in which the total votes for candidates exceeds the total votes that the shareholder is entitled to;</p> <p>f) An election ballot submitted to the vote counting committee after the vote has been completed and the ballot box has been sealed.</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations

73	Clause 5 Article 25	Article 25. Election of members of the Board of Directors 5. Based on the number of members of the Board of Directors to be elected, candidates who are elected to be members of the Board of Directors shall be determined on the basis of the number of votes from the candidate with the highest number of votes and descending down the list to the candidate with the next highest number of votes until a sufficient number of members is reached.	Article 24. Methods for election of members of the Board of Directors 3. The persons who are successfully elected as members of the Board of Directors shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members as required have been reached.	Amend to follow clause 4 Article 30 Proposed amendment Company Charter
74	Clause 6 Article 25	Article 25. Election of members of the Board of Directors 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.	Article 24. Methods for election of members of the Board of Directors 4. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations approved by the General Assembly of Shareholders.	Amend to follow clause 4 Article 30 Proposed amendment Company Charter
75	Clause 2 Article 26	Article 26. Relief of duty, removal from office and addition of members of the Board of Directors 2. Members of the Board of Directors may be discharged pursuant to a resolution of the General Meeting of Shareholders.	Article 26. Removal, dismissal, replacement and additional election of members of the Board of Directors 2. Members of the Board of Directors may be removed, dismissed, replaced by resolutions of the General Assembly of Shareholders.	Rewrite to follow clause 3 Article 160 Law on Enterprises
76	Point b clause 3 Article 26	Article 26. Relief of duty, removal from office and addition of members of the Board of Directors 3. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases: b) The number of independent members of the Board of Directors is reduced and does not ensure the ratio prescribed in Article 22.4 of these Regulations.	Article 26. Removal, dismissal, replacement and additional election of members of the Board of Directors 3. The Board of Directors shall convene meeting of the General Assembly of Shareholders to elect additional members of the Board of Directors in the following cases: b. The number of independent members of the Board of Directors falls below the minimum ratio as provided by the laws;	Rewrite to follow clause 4 Article 160 Law on Enterprises
77	Clause 1 Article 27	Article 27. Notice of election, removal or discharge of members of the Board of Directors	Article 26. Removal, dismissal, replacement and additional election of members of the Board of Directors	Rewrite to make it clearer from Current Internal

		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.	4. Notice of changes, new appointment, re-appointment, election, removal, dismissal, receipt of resignation letter of member of the Board of Directors must be reported to the State administrative authority, published within twenty four (24) hours from the date of notice of election, removal, dismissal, receipt of resignation letter of the member of the Board of Directors.	Regulations on Corporate Governance
78	Delete clause 2 Article 27	Article 27. Notice of election, removal or discharge of members of the Board of Directors 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.		Regulations on information disclosure shall be conducted to Circular 96/2020
79	Clause 1 Article 28	Article 28. Notice of meetings of the Board of Directors 1. The Chairman of the Board of Directors or the person convening a meeting of the Board of Directors must send a notice of invitation to the meeting at least five (05) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and location of the meeting, the agenda and issues to be discussed and decided. The notice of invitation must enclose documents to be used at the meeting and the voting ballots for the members. The notice of invitation must be sent by post, facsimile, email or other methods guaranteed to reach the contact address of each member of the Board of Directors as registered with the Company.	Article 29. Notice of the meeting of the Board of Directors 1. The Chairman of the Board of Directors, the person being authorized by the Chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of invitation to the meeting at least three (03) working days prior to the date of meeting. The meeting invitation notice must specify time and venue of the meeting, the agenda and issues for discussion and decision, and be enclosed with documents to be used at the meeting and voting slips of the members. 2. The meeting invitation notice and the enclosed meeting documents may be sent by post, fax, electronic mail or other means of communication guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.	Rewrite to follow Current Internal Regulations on Corporate Governance and add to regulations in order not to be complained about notice of meeting
80	Clause 2 Article 28	Article 28. Notice of meetings of the Board of Directors 1. The Chairman or the convener shall send the meeting invitation together with attached documents to all	Article 29. Notice of the meeting of the Board of Directors	Rewrite to follow clause 8 Article 35 Proposed

		members of the Supervisory Board, Chief Executive in the same manner as to the members of the Board of Directors.	3. The meeting invitation notice and the enclosed meeting documents shall be sent to the Supervisors, Chief Executive Officers and secretary of the Board of Directors in the same manner as that for the members of the Board of Directors.	amendment Company Charter
81	Clause 1 Article 29	Article 29. Conditions for conducting meetings of the Board of Directors 1. Meeting of the Board of Directors may be held on a regular or extraordinary basis. The meeting of Board of Directors may be held at the Company's registered head office or another location in Vietnam or abroad in accordance with the decision of the Chairman of the Board of Directors as consented by the Board of Directors.	Article 30. Conditions for holding meetings of the Board of Directors 1. The Board of Directors may hold regular or extraordinary meetings in accordance with Article 19 of this Regulation. The meetings of the Board of Directors shall be conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairman of the	Rewrite to make it clearer from follow Current Internal Regulations on Corporate Governance
82	Delete clause 2 Article 29	Article 29. Conditions for conducting meetings of the Board of Directors 2. The Chairman of the Board of Directors may convene a meeting of the Board of Directors when necessary, but there must be at least one meeting every quarter.		This content is stipulated at Article 19 this Proposed amendment Internal Regulations on Corporate Governance
83	Clause 3 Article 29	Article 29. Conditions for conducting meetings of the Board of Directors 3. In case the Board of Directors elects a new Chairman for a new term of office, the initial meeting of the Board of Directors to elect the new Chairman and decide other issues must be conducted within seven (07) working days from the date of completion of the election of the Board of Directors for that term of office. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If more than one member obtains the same highest number of votes or the same highest percentage of votes, the members shall elect by a	Article 30. Conditions for holding meetings of the Board of Directors 2. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the closing of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest ratio of votes. In case more than one member receive the highest and equal number of votes or ratio of votes, the members shall conduct election on the principle of majority to select one of them to convene the meeting of the Board of Directors.	Rewrite to follow clause 1 Article 35 Proposed amendment Company Charter

		majority vote to select a person amongst them to convene the meeting.		
84	Clause 7 Article 29	<p>Article 29. Conditions for conducting meetings of the Board of Directors</p> <p>7. A meeting of the Board of Directors may be held in the form of a conference among the members of the Board of Directors when all or a number of the members are at different locations, provided that each member attending the meeting is possible:</p> <p>a) To hear other members of the Board of Directors discuss at the meeting;</p> <p>b) To concurrently discuss with all other attending members.</p> <p>Discussion between the members may be made directly by telephone or by other means of communication or a combination of all these methods. A member of the Board of Directors attending such a meeting shall be considered as "present" at the meeting. The location of the meeting held pursuant to this provision shall be a place where the largest group of members of the Board of Directors gathers or, if there is not such a group, the place where the Chairman of the meeting is present.</p> <p>Decisions passed at a meeting properly held and processed by telephone shall be effective immediately after the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.</p>	<p>Article 30. Conditions for holding meetings of the Board of Directors</p> <p>8. The meeting of the Board of Directors may be conducted in the form of a physical meeting, online conference, teleconference, or other forms or a combination of all such methods provided that, if there are members being present at different places, then each attending member may:</p> <p>a. Hear each other member of the Board of Directors expressing opinions at the same time during the meeting;</p> <p>b. Give opinions to all other attending members at the same time.</p> <p>Any member of the Board of Directors so attending the meeting shall be considered as "present" in such meeting. The venue of the meeting conducted according to this provision shall be the location where the majority of members of the Board of Directors gathers together or, if such group is not available, the location where the Chairman of the meeting is present.</p>	Rewrite to follow Current Internal Regulations on Corporate Governance
85	Clause 8 Article 29	<p>Article 29. Conditions for conducting meetings of the Board of Directors</p> <p>8. A meeting of the Board of Directors shall be conducted when three fourths of the members are in attendance. If the meeting convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if</p>	<p>Article 30. Conditions for holding meetings of the Board of Directors</p> <p>7. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total number of members attend the meeting. In case the quorum of a meeting convened pursuant to this clause is not met, such meeting may be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted</p>	Rewrite to follow clause 11 Article 35 Proposed amendment Company Charter

		more than half of the number of members of the Board of Directors attend the meeting.	if more than half (1/2) of the members of the Board of Directors attend the meeting.	
86	Clause 1 Article 30	Article 30. Authorization for attending meetings of the Board of Directors 1. Members of the Board of Directors, including the Chairman of the Board of Directors may authorize another member of the Board of Directors to attend the meeting of the Board of Directors. Such authorization must be made in writing and sent to the Chairman of the Board of Directors at least one (01) day prior to the date of the meeting.	Article 31. Authorization to attend meetings of the Board of Directors 1. A member of the Board of Directors including the Chairman of the Board of Directors may authorize another person to attend and vote at a meeting of the Board of Directors if approved by the majority of members of the Board of Directors. 2. The authorization to attend meetings of the Board of Directors must be made in writing and sent to the Chairman of the Board of Directors at least one (01) day prior to the date of meeting of the Board of Directors.	Rewrite to follow clause 11 Article 157 Law on Enterprises
87	Delete Clause 2 Article 30	Article 30. Authorization for attending meetings of the Board of Directors 2. Members of the Board of Directors are not permitted to authorize a person who is not a member of the Board of Directors to perform their duties and powers unless approved by a majority of the remaining members of the Board of Directors.		This content is stipulated at clause 1 Article 31 Proposed amendment Internal Regulations on Corporate Governance
88	Clause 1,2 Article 31	Article 31. Voting at meetings of the Board of Directors 1. Unless otherwise stipulated in clause 2 of this Article, each member of the Board of Directors or each authorized representative who is present as an individual at the meeting of the Board of Directors shall have one (01) vote. 2. A member of the Board of Directors is not allowed to vote on contracts, transactions or proposals that such member or his/her related person has any interests in and such interests conflict or may conflict with the interests of the Company. Such member is not counted in the quorum present in order to hold a meeting of the Board of Directors about decisions that such member is not entitled to vote on.	Article 32. Voting at meetings of the Board of Directors 1. Except as provided in clause 2 this Article and clause 1 Article 31 of this Regulation, each member of the Board of Directors or authorized person, who is directly present in individual capacity at the meeting of the Board of Directors, shall have one (01) vote. 2. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or person related to such member has an interest and such interest is in conflict or may be in conflict with the Company's interest.	Rewrite to follow clause 3 Article 153 Law on Enterprises and clause 4 Article 47 Proposed amendment Company Charter

89	Clause 5 Article 31	Article 31. Voting at meetings of the Board of Directors 5. Members of the Board of Directors that directly or indirectly benefit from a contract or transaction that has been executed or is expected to be executed with the Company and are aware of their interests in such transaction are responsible to disclose the nature and content of such interests in the meeting where the Board of Directors considers such contracts or transactions for the first time. Where a member of the Board of Directors is unaware that he/she or his/her related person has such interest in the contract or ta at the time such contract or transaction is executed with the Company, such member must disclose the related interests at the first meeting of the Board of Directors held after he/she becomes aware that he or she has or will have interests in the relevant transaction or contract.	Article 32. Voting at meetings of the Board of Directors 5. A member of the Board of Directors, who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she himself/herself is the person having interests in such contract or transaction, shall be responsible for disclosing the nature and contents of such interests in the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. In case a member of the Board of Directors is not aware that such member himself/herself and the related persons have interests in a contract or transaction at the time such contract or transaction is signed with the Company, such member shall disclose the related interests in the first meeting of the Board of Directors held after such member knows that he/she has or will have interests in the related transaction or contract.	Rewrite to make it clearer
90	Point d Clause 6 Article 31	Article 31. Voting at meetings of the Board of Directors 6. A member of the Board of Directors is considered attending and voting at meetings of the Board of Directors in following cases: d) Such member sends his or her voting ballot to the meeting by courier, facsimile or email.	Article 32. Voting at meetings of the Board of Directors 6. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases: d. Sending voting slip to the meeting by mail, fax, email or other means of communication.	Rewrite to follow clause 12 Article 35 Proposed amendment Company Charter
91	Clause 1 Article 32	Article 32. Approval of resolutions of the Board of Directors 1. A resolution of the Board of Directors shall be passed when it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.	Article 33. Passing resolutions, decisions of the Board of Directors 1. Resolutions, decisions of the Board of Directors shall be approved if agreed by a majority of the attending members; In case of tie votes, the final decision shall belong	Rewrite to make it clearer
92	Add clause 2 Article 33 Proposal		Article 33. Passing resolutions, decisions of the Board of Directors 2. Resolutions, decisions passed by the Board of Directors via a physical meeting, online conference,	Add to follow clause 3 Article 153 Law on Enterprises and factual operations of company

			teleconference or other forms that is duly convened and conducted shall be effective.	
93	Point i clause 1 Article 33	<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>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> <p>The Chairman and the person writing the minutes must be responsible for the accuracy and truthfulness of the minutes of meetings of the Board of Directors.</p>	<p>Article 34. Minutes of meetings of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be minuted and may be audio 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 and the minutes recorder. If the chairman, the minutes recorder refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all the contents provided in points a to h of this clause, then the minutes shall take effect. The meeting minutes shall clearly state that the chairman, the minutes recorder refuses to sign the meeting minutes. The persons signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the meeting minutes of the Board of Directors. The Chairman, the minutes recorder shall be personally liable for damage caused to the Company due to his/her refusal to sign the meeting minutes pursuant to the Laws.</p> <p>2. The Chairman, the minutes recorder and the persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the meeting minutes of the Board of Directors.</p>	Rewrite to follow clause 2, 3 Article 158 Law on Enterprises (amended and supplemented on 11/01/2022)
94	Clause 2 Article 33	<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 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</p>	<p>Article 34. Minutes of meetings of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall be responsible for sending the meeting minutes of the Board of Directors to the members and such minutes shall be authentic evidence of the works carried out in those meetings. The meeting minutes may be made in multiple copies and each copy shall be signed by at least one (01) member of the Board of Directors attending in the meeting.</p>	Rewrite to follow clause 2 Article 158 Law on Enterprises (amended and supplemented on 11/01/2022)

		one (1) member of the Board of Directors attending the meeting.		
95	Add Article 35 Proposal		<p>Article 35. Organization of the collection of written opinions to pass resolutions, decisions of the Board of Directors</p> <p>1. The Chairman of the Board of Directors shall decide on the collection of written opinions in order to pass resolutions and decisions of the Board of Directors. Opinion collection forms shall include paper document or electronic mail. This procedure shall be applicable to both regular and extraordinary meetings as provided in Article 19 of this Regulation.</p> <p>2. The Chairman of the Board of Directors upon deciding to collect written opinions shall send opinion collection forms accompanied by the draft of the resolution, decision of the Board of Directors and other related documents to all members of the Board of Directors no later than seven (07) days prior to the deadline for returning opinions. Deadline for returning opinions must be specified in the opinion collection forms.</p> <p>3. The opinion collection form must contain the following key details:</p> <p>a. Name, head office address, enterprise code of the Company;</p> <p>b. Issues on which opinion needs to be collected to approve the resolution, decision, reasons and purposes of collecting opinions;</p> <p>c. Voting options including agreement, disagreement and abstention for each issue on which opinion needs to be collected;</p> <p>d. Time limit for members of the Board of Director to return opinion.</p> <p>4. In case of collecting opinions in form of paper document, the opinion collection forms must be answered with one of three voting options: agreement, disagreement or abstention, must be signed by the</p>	Add newly to follow factual operations of company

			<p>member of the Board of Directors and sent to the Chairman of the Board of Directors in closely sealed envelope.</p> <p>5. In case of collecting written opinions via electronic mail, the opinion collection form of members of the Board of Directors shall be determined as follows:</p> <p>a. The replying electronic mail shall specify decision on agreement, disagreement or abstention for each issue; or</p> <p>b. The replying electronic mail shall attach a photograph of the completed opinion collection form, which shall select a voting option of agreement, disagreement or abstention and be signed by the member of the Board of Directors.</p> <p>6. The opinion collection forms returned within the required time limit but failing to comply with clause 4 and clause 5 this Article shall be invalid. The opinion collection forms which are not returned or are returned to the Company after the closing of the collection of opinions (including the cases of collection of opinions in form of paper document and via electronic mail) shall be deemed as not participating in voting.</p> <p>7. The collection of written opinions of the Board of Directors shall be conducted if three quarters (3/4) or more of the total members provide their opinion. In case the number of members providing their opinions are insufficient as required, the collection of written opinions may be conducted for the second time within seven (07) days from the end of the time limit for returning opinion. In this case, the collection of written opinions shall only require more than half (1/2) of the number of members of the Board of Directors to provide their opinion.</p> <p>8. A resolution, decision of the Board of Directors shall be passed when it is agreed by the majority of the members providing their opinion; in case of tie votes, the</p>	
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			<p>final decision shall belong to the side possessing the opinion of the Chairman of the Board of Directors.</p> <p>9. A resolution, decision passed by the Board of Directors shall take effect immediately upon being agreed by the majority of members providing their opinion and shall have the same validity as that of a resolution, decision passed in a meeting of the Board of Directors. The Chairman of the Board of Directors shall be responsible for signing the resolutions, decisions on behalf of the Board of Directors.</p> <p>10. The summary of result of the collection of written opinions to pass a resolution, decision of the Board of Directors must be minuted and the minutes must be signed by the Chairman of the Board of Directors and the secretary. The minutes on summary of result, the opinion collection forms and the opinions of members of the Board of Directors must be retained pursuant to general regulations.</p>	
96	Clause 1, 2 Article 36	<p>Article 36. Duties, rights and obligations of the Deputy Chairmen of the Board of Directors</p> <p>1. Deputy Chairmen of the Board of Directors shall perform their duties, powers and obligations in accordance with Article 35 of the Company Charter.</p> <p>2. Deputy Chairmen of the Board of Directors shall perform the work assigned or authorized by the Chairman of the Board of Directors on behalf of the Chairman of the Board of Directors.</p>	<p>Article 25. Rights and obligations of members, Chairman and Vice Chairman of the Board of Directors</p> <p>3. Vice Chairman of the Board of Directors (if any) shall have the following rights and obligations:</p> <p>a. The Vice Chairman of the Board of Directors shall assist the Chairman of the Board of Directors in implementation of rights and obligations as assigned or authorized by the Chairman of the Board of Directors.</p> <p>b. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors (if any) shall automatically act on behalf of the Chairman of the Board of Directors to perform the powers and duties of the Chairman of the Board of Directors.</p>	Rewrite to make it clearer
97	Clause 3 Article 36	<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</p>	<p>Article 27. Removal, dismissal and election of a replacement of the Chairman and Vice Chairman of the Board of Directors</p>	Rewrite to follow clause 5 Article 34 Proposed

		<p>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 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>	<p>3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors (if any) shall automatically act on behalf of the Chairman of the Board of Directors to perform the powers and duties of the Chairman of the Board of Directors. If the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are concurrently absent, the Chairman of the Board of Directors must authorize in writing another member of the Board of Directors to perform his/her powers and duties.</p> <p>4. In case there is no Vice Chairman of the Board of Directors or there is no other member being authorized or the Chairman of the Board of Directors is dead, missing, held in temporary detention, serving imprisonment penalty, serving administrative settlement measures at compulsory drug rehabilitation establishment, compulsory education establishment, evades from residential place, has his/her civil act capacity limited or lost, has difficulty in perceiving and controlling his/her acts, is prohibited by the Court from holding certain positions, practising certain professions or performing certain jobs, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors on the principle of agreement by majority of the remaining members until there is a new decision of the Board of Directors.</p>	amendment Company Charter
98	Delete Article 37	<p>Article 37. Remuneration of the Board of Directors</p> <p>1. Remuneration of the Board of Directors shall be approved at the annual General Meeting of Shareholders and shall be fully specified in the Notes to the annual audited financial statements of the Company.</p> <p>2. Remuneration and other benefits paid by the Company to the members of the Board of Directors must be published in the annual management reports and annual reports of the Company.</p>	<p>Article 28. Remuneration, bonus and other benefits of members of the Board of Directors</p> <p>1. The Company may pay remuneration and bonuses to members of the Board of Directors including the Chairman and Vice Chairman of the Board of Directors based on the business results and efficiency.</p> <p>2. Members of the Board of Directors shall be entitled to work remuneration and bonus. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonus</p>	Rewrite to follow Article 33 Proposed amendment Company Charter

			<p>for the Board of Directors shall be decided by the General Assembly of Shareholders at the annual meeting.</p> <p>3. The remuneration of each member of the Board of Directors shall be included in the Company's business costs pursuant to the Laws on corporate income tax, shown in a separate section in the Company's annual financial statements and must be reported to the General Assembly of Shareholders at the annual meeting.</p> <p>4. Members of the Board of Directors working in Committees of the Board of Directors or performing other works outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum allowance, salary, commission, profit percentage or other form as decided by the Board of Directors.</p> <p>5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses which they have had to pay when performing their duties as a member of the Board of Directors, including expenses incurred in attending meetings of the General Assembly of Shareholders, the Board of Directors or the Committees of the Board of Directors.</p>	
99	Clause 1 Article 38	<p>Article 38. Committees of the Board of Directors</p> <p>1. The Board of Directors may establish committees under the Board of Directors to support and assist the Board of Directors in its activities. Independent members/ non-executive members of the Board of Directors should constitute the majority of members of each committee and one of them shall be appointed to be the head of the committee pursuant to a decision of the Board of Directors.</p>	<p>Article 38. Committees of the Board of Directors</p> <p>1. The Board of Directors may establish Committees under the Board of Directors to take charge of development policies, personnel, compensation, benefits, internal audit and riskmanagement as provided in Articles 39, 40 and 41 of this Regulation.</p> <p>2. The number of members of each Committee shall be decided by the Board of Directors but it should be ensured that each Committee has at least three (03) members. One of these members shall be selected as the Head of the Committee under a decision of the Board of Directors. Members of a Committee may also be</p>	<p>Rewrite to follow clause 1, 2 Article 36 Proposed amendment Company Charter</p>

			members of the Board of Directors and non-members. Each Committee shall have at least one independent member of the Board of Director/non-executive member of the Board of Director.	
100	Clause 2, 3 Article 38	Article 38. Committees of the Board of Directors 2. The Board of Directors shall issue detailed regulations on the establishment of each committee, duties of each committee, duties of members of each committee or duties of independent members appointed to be in charge of human resources and salary and bonus. 3. Establishment and operation of committees of the Board of Directors include the following main items: a) Functions of the committees; b) Criteria to be a member of a committee; c) Voting methods; d) Powers; e) Obligations and responsibilities of each committee and its members; and f) Reporting obligations.	Article 38. Committees of the Board of Directors 3. The Committees shall operate in compliance with their own regulations on operations issued by the Board of Directors, regulations on operations of the Board of Directors, this Regulation, the Company Charter and relevant Laws.	Rewrite to follow clause 3 Article 38 Proposed amendment Company Charter
101	Add Clause 1 Article 40 Proposal		Article 40. Risk Management Committee 1. The Risk Management Committee shall be the organ assisting the Board of Directors in exercising those powers and duties of the Board of Directors related to risk management. The Risk Management Committee shall not perform duties related to risk assessment and management that are subject to the power of the Risk Operation Committee under the Executive Board, the Chief Executive Officer and Risk Management Director.	Add general regulation based on Terms of Reference issued newly of these Committees
102	Clause 1 Article 39	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	Article 40. Risk Management Committee 2. The number of members of the Risk Management Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements on experiences and qualifications. The	Amend to follow Terms of Reference issued newly of these Committees

		<p>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>Board of Directors shall elect or appoint members of the Risk Management Committee and select one of them to be the Head of the Committee.</p> <p>3. Unless otherwise decided by the Board of Directors, the term of office of the Risk Management Committee shall be the same as that of the Board of Directors. Upon the end of term of office of the Board of Directors, the Risk Management Committee shall continue to perform its duties until the new Board of Directors elects the replacements.</p>	
103	Delete clause 2 Article 39	<p>Article 39. Risk Management Committee</p> <p>2. Activities</p> <p>a) The Risk Management Committee shall hold periodic meetings at least four (04) times per year and report to the Board of Directors. Meetings will be attended by appropriate participants and will be conducted and last a reasonable length of time so that the Risk Management Committee may fulfil its duties.</p> <p>b) If it is deemed necessary as the case may be, the Risk Management Committee will conduct meetings with the Chief Risk Officer and the Executive Board of the Company.</p> <p>c) The Risk Management Committee may establish and authorize one or more committees all or part of its powers, duties and responsibilities, and issue the regulations to perform its duties if it deems necessary and appropriate.</p> <p>d) The Risk Management Committee shall have the right to work and discuss directly and fully with the Executive Board of the Company, including the Chief Risk Officer; and may seek advice and assistance from legal consultants, risk management consultants and other consultancy agents.</p> <p>e) The Risk Management Committee shall review its activities on an annual basis and report to the Board of Directors. It shall also review and assess the</p>		<p>Law on Enterprises and Law on Securities are not mentioned to these regulations;</p> <p>These regulations shall be stipulated at regulations on operations of these Committees</p>

		completeness of these Regulations on an annual basis and recommend appropriate adjustments to the Board of Directors.		
104	Clause 3 Article 39	<p>Article 39. Risk Management Committee</p> <p>3. Duties, obligations and responsibilities of the Risk Management Committee</p> <p>a) Supervision of the risk management activities</p> <ul style="list-style-type: none"> - Review and discuss with the Chief Risk Officer issues related to risk management structure, guidelines, rules and procedures for assessment of risks related to market risks, credit risks, operational risks, liquidity risks, funding risks and other risks of the Company. - At least once every three (03) months, it shall receive reports from the Chief Risk Officer related to main risk indicators of the Company and its affiliates and the procedures that the Executive Board has implemented to control and supervise such risk indicators. - If necessary, it shall receive reports from the internal control section of the results of review and assessment of risk management activities. <p>b) Assessment of risk capacity</p> <ul style="list-style-type: none"> - To receive reports and proposals from the Chief Risk Officer of risk capacity. - To monitor the regulations on, and the procedures for, identifying risk capacity and reviewing measurement and comparison methods of the Executive Board on overall risk capacity compared to the identified levels of the probability of occurrence of risks and possible impacts, risk tolerance scope and limits on portfolios and transactions. <p>c) Supervision of liquidity, funding sources and capital sources</p> <ul style="list-style-type: none"> - To review reports of the Chief Risk Officer on the capital sources, liquidity and funding sources of the Company, and steps taken by the Executive Board to 	<p>Article 40. Risk Management Committee</p> <p>4. Powers and duties of the Risk Management Committee shall be provided by the Board of Directors under the regulations on operations of this Committee.</p>	<p>Law on Enterprises and Law on Securities are not mentioned to these regulations; These regulations shall be stipulated at regulations on operations of these Committees</p>

		<p>manage the capital sources, liquidity and funding sources.</p> <ul style="list-style-type: none"> - To review the Company's regulations and guidelines on the liquidity, funding sources and capital sources. d) Supervision of the Chief Risk Officer's performance - To approve the appointment and replacement of the Chief Risk Officer, who shall directly report to the Risk Management Committee and the Chief Executive Officer. - To review and assess the performance and capacity of the Chief Risk Officer. e) Other powers - To make recommendations on the above issues or others issues as deemed necessary and appropriate by the Risk Management Committee. - To have other powers, obligations and responsibilities as assigned by the Board of Directors. - To be entitled to hire qualified individuals or organizations in investment, operational risks and credit risks and other professional areas to assist the Risk Management Committee in performing its duties. Remunerations and costs for these individuals or organizations shall be paid by the Company. 		
105	Add clause 1 Article 39 Proposal		<p>Article 39. Internal Audit Committee</p> <p>1. The Internal Audit Committee shall be the organ assisting the Board of Directors in exercising certain powers and duties of the Board of Directors related to internal audit. The Internal Audit Committee shall not perform duties related to financial statements that are subject to the power of the Chief Executive Officer and independent auditors, and shall not perform duties of the internal audit department under the Executive Board.</p>	Add general regulation based on Terms of Reference issued newly of these Committees
106	The first and second bullet	Article 40. Internal Audit Committee 1. Members	<p>Article 39. Internal Audit Committee</p> <p>2. The number of members of the Internal Audit Committee shall be decided by the Board of Directors.</p>	Amend to follow Terms of Reference issued

	point, Clause 1 Article 40	<p>- The Internal Audit Committee shall be comprised of at least three (03) members of the Board of Directors and the members must meet all criteria on independence, experience and qualification as stipulated by the State Securities Commission and other applicable regulations.</p> <p>- Members and the head of the Internal Audit Committee shall be appointed or discharged by the Board of Directors. The head of the Internal Audit Committee is an independent and non-executive member of the Board of Directors.</p>	These members may be members of the Board of Directors and non-members and must satisfy requirements on experiences and qualifications. The Board of Directors shall elect or appoint members of the Internal Audit Committee and select one of them to be the Head of the Committee.	newly of these Committees
107	Delete the third and fourth bullet point, Clause 1 Article 40	<p>Article 40. Internal Audit Committee</p> <p>1. Members</p> <p>- The Board of Directors may invite the members of the Supervisory Board to participate in the Internal Audit Committee. The positions of members of the Internal Audit Committee and head of the Internal Audit Committee shall be rotated periodically. The term of office of the Internal Audit Committee shall be decided by the Board of Directors.</p> <p>- A member of the Internal Audit Committee may officially inform in writing or verbally, if so approved by the Board of Directors, the appointment of an alternate who is authorized to attend meetings of the Internal Audit Committee and act on behalf of such member to vote or make decisions in case such member is absent. The alternate does not necessarily need to be a member of the Board of Directors.</p>		<p>Law on Enterprises and Law on Securities are not mentioned to these regulations;</p> <p>These regulations shall be stipulated at regulations on operations of these Committees</p>
108	Add clause 3 Article 39 Proposal		<p>Article 39. Internal Audit Committee</p> <p>3. Unless otherwise decided by the Board of Directors, the term of office of the Internal Audit Committee shall be the same as that of the Board of Directors. Upon the end of term of office of the Board of Directors, the Internal Audit Committee shall continue to perform its duties until the new Board of Directors elects the replacements.</p>	Add to follow factual operations of company

109	Delete clause 2 Article 40	<p>Article 40. Internal Audit Committee</p> <p>2. Voting method</p> <p>Decisions of the Internal Audit Committee shall be made based on the decisions of the majority of the members of the Internal Audit Committee or their alternates attending the meetings of the Internal Audit Committee.</p>		These regulations shall be stipulated at regulations on operations of these Committees
110	Clause 3 Article 40	<p>Article 40. Internal Audit Committee</p> <p>3. Duties and obligations</p> <p>a) Attendance at meetings</p> <ul style="list-style-type: none"> - The Internal Audit Committee shall meet periodically, and at least quarterly. Each member of the Internal Audit Committee has the right to convene a meeting of the Internal Audit Committee. - The head of the Internal Audit Committee, in consultation with other members of the Internal Audit Committee, will decide the venue, time and date of the meeting. Unless otherwise agreed, a notice of the venue, time and date of the meeting and a list of issues to be discussed will be sent to each member of the Internal Audit Committee and other proposed attendants at the meeting as requested by the Internal Audit Committee twenty (20) days prior to the date of the meeting (or earlier if so approved by the members of the Internal Audit Committee). The documents to be discussed in the meeting must be sent to the members of the Internal Audit Committee and the invited attendees at least ten (10) days prior to the date of the meeting. - The Chairman of the Board of Directors, other members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Internal Audit Director and other persons shall attend meetings of the Internal Audit Committee as invited by the Internal Audit Committee. - The secretary of the Internal Audit Committee is responsible for recording the developments and 	<p>Article 39. Internal Audit Committee</p> <p>4. Powers and duties of the Internal Audit Committee shall be provided by the Board of Directors under the regulations on operations of this Committee.</p>	<p>Law on Enterprises and Law on Securities are not mentioned to these regulations;</p> <p>These regulations shall be stipulated at regulations on operations of these Committees</p>

		<p>resolutions of all meetings of the Internal Audit Committee, including names of participants and attendants. Minutes of meetings of the Internal Audit Committee must be circulated promptly to all members of the Internal Audit Committee and, once agreed, be circulated to all members of the Board of Directors.</p> <ul style="list-style-type: none"> - The head of the Internal Audit Committee shall appoint a secretary of the Internal Audit Committee, who does not necessarily need to be a member of the Internal Audit Committee. - The Internal Audit Committee shall: <ul style="list-style-type: none"> ▪ Periodically meet with the Management Board, the Internal Audit Director and Independent Auditor. ▪ Ensure that the employees performing internal audit functions and the Independent Auditors are not restricted from accessing the Internal Audit Committee. ▪ Regularly report to the Board of Directors on the activities of the Internal Audit Committee and review and report to the Board of Directors on the performance of the Internal Audit Committee on an annual basis. ▪ Annually review and assess the completeness of these Regulations and propose changes to the Board of Directors for approval. ▪ Cooperate with the Management Board to review and assess the internal control structure and the financial reporting process of the Company and periodically, but at least quarterly, review the conclusions of the Management Board on the effectiveness of the internal control procedures and measures, including major deficiencies or weaknesses in such control measures and procedures. <p>b) Supervision of the Internal Audit Department</p> <p>In cooperation with the Risk Management Committee, and in accordance with the regulations of the State</p>		
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		<p>Securities Commission, review and discuss with the Management Board at least once a year on:</p> <ul style="list-style-type: none"> - Key guidelines and policies for the Company's important processes related to risk assessment and management; and - Key financial risks of the Company and work performed by the Management Board to monitor and control such risks. <p>c) Supervision of internal audit function</p> <ul style="list-style-type: none"> - Consider and approve the appointment and discharge of the Internal Audit Director who is responsible to report directly to the head of the Internal Audit Committee. - Review and discuss important findings through internal audit which have been reported to the Sub-c Board by the Internal Audit Department and review and discuss feedbacks of the Management Board and progress of implementing remedies. - Review and assess the completeness of the work performed by the Internal Audit Department and ensure that this function is independent and has sufficient resources to accomplish its tasks, including implementing annual audit plans. - Approve Internal Audit Rules and Manual and any update thereof; - Evaluate and approve the annual internal audit plans, ensuring that the annual audit plans are developed based on risk orientation and must specify the constraints that may prevent the internal auditors from implementing the annual audit plans. - Review and approve the annual budget of the Internal Audit Department. <p>d) Reporting obligations</p> <ul style="list-style-type: none"> - The Internal Auditor Committee will review these Regulations and the performance of the committee and propose necessary changes to the Board of Directors. 		
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		<p>- The Internal Audit Committee shall formulate reports on the roles and responsibilities and activities undertaken by itself to be included in the annual report of the Company. This report shall include the following main contents:</p> <ul style="list-style-type: none"> ▪ Brief of the functions of the Internal Audit Committee; ▪ Name of all members of the Internal Audit Committee during the relevant period; ▪ Total number of meetings of the Internal Audit Committee and attendance of each member; ▪ Method of fulfilling duties of the Internal Audit Committee; and ▪ Important issues related to the internal control system and the effectiveness of the internal control system. <p>The head of the Internal Audit Committee will attend the annual General Meetings of Shareholders and through the Chairman of the Board of Directors answer questions about the activities and responsibilities of the Internal Audit Committee.</p>		
111	Add Clause 1 Article 41 Proposal		<p>Article 41. Salary, Bonus Committee</p> <p>1. The Salary, Bonus Committee shall be the organ assisting the Board of Directors in exercising those powers and duties related to senior human resource work, salary, bonus and employee benefits. The Salary, Bonus Committee shall not perform daily human resource work of the human resource department and the Executive Board.</p>	Add general regulation based on Terms of Reference issued newly of these Committees
112	Clause 1 Article 41	<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.</p>	<p>Article 41. Salary, Bonus Committee</p> <p>2. The number of members of the Salary, Bonus Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements for experiences and qualifications. The Board of Directors shall elect or appoint members of the</p>	Amend to follow Terms of Reference issued newly of these Committees

		The term of office of the Remuneration Committee shall be decided by the Board of Director.	Salary, Bonus Committee and choose one of them to be the Head of the Committee. 3. Unless otherwise decided by the Board of Directors, the term of office of the Salary, Bonus Committee shall be the same as that of the Board of Directors. Upon the end of term of office of the Board of Directors, the Salary, Bonus Committee shall continue to perform its duties until the new Board of Directors elects the replacements.	
113	Clause 2 Article 41	Article 41. Remuneration Committee 2. Functions and duties a) To provide advice, proposals and support to the Board of Directors in the development and implementation of policies on salaries, bonuses and other benefits; b) To develop and propose salary and bonus schemes for the employees on an annual basis based on the operational scale and business status of the Company; c) To perform duties assigned by the Board of Directors in relation to salary and bonus policies of the Company; d) To verify and comment on any proposals in relation to any policies on salaries, bonuses and other benefits; e) To propose and submit to the Board of Directors remuneration policies (salary, bonus and other benefits) for the members of the Board of Directors and other management or comment on any proposals on salaries and bonuses of the Board of Directors and conduct compliance checks from time to time; f) To propose any employee share issuance plan which contributes or potentially contributes to the Company's operations; g) To carry out other duties as assigned by the Board of Directors.	Article 41. Salary, Bonus Committee 4. Powers and duties of the Salary, Bonus Committee shall be provided by the Board of Directors under the regulations on operations of this Committee.	Law on Enterprises and Law on Securities are not mentioned to these regulations; These regulations shall be stipulated at regulations on operations of these Committees
114	Delete clause 3 Article 41	Article 41. Remuneration Committee 3. Meetings and voting		Law on Enterprises and Law on Securities are not mentioned

		<p>- To assess at least twice per year the scale and structure of the payroll, bonus and other benefits of each member of the Board of Directors, other management and propose necessary changes for approval by the General Meeting of Shareholders in the next meeting.</p> <p>- Any decision of the Remuneration Committee shall be based on the decision of a majority of the members of the Remuneration Committee.</p>		<p>to these regulations; These regulations shall be stipulated at regulations on operations of these Committees</p>
115	Clause 1 Article 42	<p>Article 42. Person in charge of corporate governance</p> <p>1. 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>	<p>Article 42. Person in charge of Company's governance</p> <p>1. The Board of Directors shall appoint at least 01 person in charge of Company's governance to assist with the Company's governance works. The person in charge of Company's governance may concurrently be the Company's secretary.</p>	<p>Rewrite to follow clause 1 Article 37 Proposed amendment Company Charter</p>
116	Point c clause 2 Article 42	<p>Article 42. Person in charge of corporate governance</p> <p>2. The person in charge of corporate governance must satisfy the following criteria:</p> <p>a) Have knowledge and understanding of the law;</p> <p>b) Not concurrently work for the independent auditor currently auditing the financial statements of the Company; and</p> <p>c) Other criteria stipulated by law, the Company Charter and decisions of the Board of Directors.</p>	<p>Article 42. Person in charge of Company's governance</p> <p>2. The person in charge of Company's governance must meet the standards as decided by the Board of Directors in accordance with the laws.</p> <p>4. The person in charge of Company's governance must not concurrently work for the approved audit organization which is auditing the Company's financial statements.</p>	<p>Rewrite to follow Article 281 Decree 155/202</p>
117	Clause 3 Article 42	<p>Article 42. Person in charge of corporate governance</p> <p>3. The Board of Directors may dismiss the person in charge of corporate governance, but such dismissal must not be contrary to applicable labour law. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time.</p>	<p>Article 42. Person in charge of Company's governance</p> <p>3. The appointment, removal, dismissal and replacement of the person in charge of Company's governance shall be decided by the Board of Directors and must be disclosed in accordance with the Laws.</p>	<p>Amend to follow the Mandatory Template and Article 11 Circular 96/2020</p>
118	Add point g,i clause 5 Article 42 Proposal		<p>Article 42. Person in charge of Company's governance</p> <p>5. The person in charge of Company's governance shall have the followings rights and obligations:</p> <p>g. To receive and manage the public disclosure of benefits and contracts, transactions from members of the</p>	<p>Add to follow clause 3 Article 37 Proposed amendment Company Charter</p>

			Board of Directors, the Board of Supervision, the Chief Executive Officer; i. To be the contact person for communication with the parties having related rights and interests;	
119	Point i clause 4 Article 42	Article 42. Person in charge of corporate governance 4. The person in charge of corporate governance has the following rights and obligations: i) Other rights and obligations as stipulated by law and the Company Charter.	Article 42. Person in charge of Company's governance 5. The person in charge of Company's governance shall have the followings rights and obligations: k. Other rights and obligations as assigned by the Board of Directors or as provided by the Laws.	Rewrite to follow clause 3 Article 37 Proposed amendment Company Charter
120	Clause 1,2,3,4 Article 43	Article 43. Criteria for Supervisors, Composition, Term of office and numbers of members of the Supervisory Board 1. Being at least 21 years old, having full civil act capacity and not being person who is prohibited from establishing and managing an enterprise according to the Law on Enterprises. 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. 3. Must not hold managerial positions in the Company; and are also not required to be a shareholder or an employee of the Company, unless otherwise stipulated in the Company Charter. 4. Other criteria and conditions in accordance with other relevant laws and the Company Charter.	Article 45. Standards and conditions for members of the Board of Supervision 1. Not falling in the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to the Law on Enterprises. 2. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the business activities of the Company. 3. Not being Persons with Family Relationship of members of the Board of Directors, the Chief Executive Officer and other Managers. 4. Not being Managers of the Company and not required to be a Shareholder or an employee of the Company.	Rewrite to follow Article 169 Law on Enterprises
121	Add Clause 5, 6 Article 45 Proposal		Article 45. Standards and conditions for members of the Board of Supervision 5. Not currently working in the accountant, financial department of the Company. 6. Not being members or employees of an independent audit company which has audited the financial statements of the Company for 03 preceding consecutive years.	Add to follow clause 2 Article 286 Decree 155/2020

122	Delete Clause 5 Article 43	Article 43. Criteria for Supervisors, Composition, Term of office and numbers of members of the Supervisory Board 5. Composition, Term of office and numbers of members of the Supervisory Board shall be stipulated in Article 51 of the Company Charter.		This content is stipulated at Article 44 this Proposed amendment Internal Regulations on Corporate Governance
123	Add Article 44 Proposal		Article 44. Composition and term of office of the Board of Supervision 1. The number of members of the Board of Supervision shall be from three (03) to five (05) persons, the specific number of members in each term shall be decided by the General Assembly of Shareholders. 2. The term of office of members of the Board of Supervision shall be 5 (five) years and a member may be re-elected for an unlimited number of terms. In case all members of the Board of Supervision have their term of office ended at the same time, those members shall continue to be members of the Board of Supervision until new members are elected for replacement and take over the duties.	Add to follow Article 42 Proposed amendment Company Charter
124	Delete clause 1 Article 44	Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board 1. Shareholders have the right to form a group to nominate candidates to the Supervisory Board prior to a General Meeting of Shareholders.		This content is stipulated at Article 46 this Proposed amendment Internal Regulations on Corporate Governance
125	Point a, b Clause 2 Article 44	Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board	Article 46. Nomination and candidacy for members of the Board of Supervision (Supervisors) 1. The nomination and candidacy for members of the Board of Supervision shall be implemented as follow:	Amend to follow Article 41 Proposed

		<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> <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>a. A Shareholder or a group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total number of voting rights may nominate up to one (01) candidate to the Broad of Supervision;</p> <p>b. A Shareholder or a group of Shareholders holding twenty percent (20%) to less than thirty percent (30%) of the total number of voting shares may nominate up to two (02) candidates to the Board of Supervision;</p>	amendment Company Charter
126	Delete point f clause 3 Article 44	<p>Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board</p> <p>3. Information related to the candidates for members of the Supervisory Board to be disclosed includes:</p> <p>f) Other information (if any) according to the Company Charter</p> <p>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>		delete to follow Article 41 Proposed amendment Company Charter
127	Clause 4 Article 44	<p>Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board</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>	<p>Article 46. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>3. In case the number of candidates for the Board of Supervision through nomination, candidacy in accordance with clause 1 this Article are still not sufficient as provided by the Laws, the incumbent Board of Supervision shall nominate additional candidates in accordance with the order, procedures provided in this Regulation and the Regulations on Operations of the Board of Supervision. The nomination of additional candidates by the incumbent Board of Supervision must be clearly announced before the General Assembly of</p>	Rewrite to follow clause 3 Article 41 Proposed amendment Company Charter

			Shareholders votes to elect members of the Board of Supervision.	
128	Delete clause 1 Article 45	Article 45. Election of Supervisors 1. Election of Supervisors shall be carried out by cumulative vote in accordance with Article 30 of the Company Charter, whereby each shareholder/authorized representative attending the meeting shall have the total votes corresponding to total shares owned/represented by such shareholder/the authorized representative of such shareholder multiplied by the total Supervisors to be elected.		This content is stipulated at Article 46 this Proposed amendment Internal Regulations on Corporate Governance
129	Clause 2 Article 45	Article 45. Election of Supervisors 2. Ballots for election of Supervisors 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 the name of the shareholder, registration number of the shareholder, shareholder code, number of shares owned by the shareholder, number of shares represented by the authorized representative of the shareholder, the total number of voting shares, the number of the total votes equal to the number of voting shares multiplied by the number of members of the Supervisory Board to be elected.	Article 47. Method for election of members of the Board of Supervision 1. Ballots for election of members of the Board of Supervision shall be made available by the Organization Team in printed form with the list of candidates arranged in Vietnamese alphabetical order and affixed with the Company's seal.	Rewrite to make it shorter but clearer
130	Clause 3 Article 45	Article 45. Election of Supervisors 3. A shareholder or an authorized representative of a shareholder attending a meeting may allot all of his/her votes to one (01) candidate or part of his/her total votes to one (01) or more candidates. However, the shareholders/authorized representatives of shareholders attending the meeting are only entitled to elect a maximum number of candidates as required by the Company out of the total number of candidates for the Supervisory Board.	Article 47. Method for election of members of the Board of Supervision 2. Voting to elect members of the Board of Supervision must be carried out by cumulative voting, whereby each Shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Supervision to be elected, and such Shareholder may cumulate all or a part of its total votes in favour of one (01) or more candidates. However, Shareholders or persons authorized to attend the meeting may only elect the maximum number of candidates for the Board of	Rewrite to follow clause 4 Article 41 Proposed amendment Company Charter

			Supervision as required by the Company among the total number of candidates for the Board of Supervision.	
131	Delete clause 4 Article 45	Article 45. Election of Supervisors 4. An invalid election ballot is a ballot in the cases as stipulated in Article 25.4 of these Regulations.		Law on Enterprises and Law on Securities are not mentioned to these regulations
132	Clause 5 Article 45	Article 45. Election of Supervisors 5. Based on the number of Supervisors to be elected, candidates who are elected to be the Supervisors shall be determined on the basis of the number of votes from the candidate with the highest number of votes to the candidate with the lower number of votes until the sufficient number of members is reached.	Article 47. Method for election of members of the Board of Supervision 3. The persons who are successfully elected as members of the Board of Supervision shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members as required have been reached.	Rewrite to follow clause 4 Article 41 Proposed amendment Company Charter
133	Clause 6 Article 45	Article 45. Election of Supervisors 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.	Article 47. Method for election of members of the Board of Supervision 4. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Supervision, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations approved by the General Assembly of Shareholders.	Rewrite to follow clause 4 Article 41 Proposed amendment Company Charter
134	Clause 1 Article 46	Article 46. Cases of relief of duty and removal from office of Supervisors; duties, rights and obligations of members of the Supervisory Board 1. A supervisor shall be relieved of duty in the following cases: a) Such Supervisor no longer meeting the criteria and conditions to be a Supervisor as stipulated in Article 43 of these Regulations; b) Such Supervisor has submitted written notice of resignation which has been approved;	Article 49. Removal, dismissal of members of Board of Supervision 1. Members of the Board of Supervision shall be removed in the following cases: a. No longer satisfying the standards and conditions for being a member of the Board of Supervision as provided in Article 45 of this Regulation; b. Having a resignation letter which is approved.	Rewrite to follow Article 174 Law on Enterprises

		<p>c) Existence of evidence proving that the Supervisor has lost capacity for civil acts; and</p> <p>d) Other cases as stipulated in the Company Charter.</p>		
135	<p>Clause 2</p> <p>Article 46</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>2. A supervisor shall be removed from office in the following cases:</p> <p>a) Such Supervisor fails to complete his or her delegated duties and work;</p> <p>b) Such Supervisor commits a serious breach or commits a number of breaches of the obligations of Supervisors as stipulated in the Law on Enterprises and the Company Charter;</p> <p>c) Such Supervisor is dismissed in accordance with a decision of the General Meeting of Shareholders.</p> <p>d) Not exercising his/her rights and performing his/her obligations for 06 consecutive months, except in force majeure cases.</p>	<p>Article 49. Removal, dismissal of members of Board of Supervision</p> <p>2. Members of the Board of Supervision shall be dismissed in the following cases:</p> <p>a. Failure to fulfil their assigned duties, works;</p> <p>b. Failure to exercise their rights and perform their obligations for 06 consecutive months, except for cases of force majeure;</p> <p>c. Committing repeated or serious violations of the obligations of members of the Board of Supervision as provided by the Laws, the Company's Charter, this Regulation and the Regulations of Operations of the Board of Supervision.</p> <p>d. Other cases pursuant to resolutions of the General Assembly of Shareholders.</p>	<p>Rewrite to follow Article 174 Law on Enterprises</p>
136	<p>Add clause 3</p> <p>Article 49</p> <p>Proposal</p>		<p>Article 49. Removal, dismissal of members of Board of Supervision</p> <p>3. The Board of Supervision or the Board of Directors must convene the meeting of the General Assembly of Shareholders to elect additional members of the Board of Supervision in the following cases:</p> <p>a. The number of members of the Board of Supervision decreases by more than one third (1/3) of the total number of members of the Board of Supervision having been previously elected. In this case, the Board of Directors must convene a meeting of the General Assembly of Shareholders within thirty (30) days from the date the number of members decreases by more than one third (1/3). In the case the Board of Directors fails to convene the meeting of the General Assembly of Shareholders pursuant to this provision, within the next 30 days, the Board of Supervision shall in replacement of the Board of Directors convene the meeting of the</p>	<p>Add to follow point b clause 1, clause 2, 3 Article 140 Law on Enterprises</p>

			<p>General Assembly of Shareholders as provided in this Regulation and the Company's Charter.</p> <p>b. In other cases, at the nearest meeting, the General Assembly of Shareholders shall elect new members for replacement of the members of the Board of Supervision who have been removed, dismissed.</p>	
137	Add Article 43 Proposal		<p>Article 43. Rights and obligations of Board of Supervision</p> <p>1. The Board of Supervision shall supervise of the Board of Directors, the Chief Executive Officer in management and operation of the Company.</p> <p>2. To inspect the reasonableness, legality, truthfulness and prudence in the management, operation of business activities, in organization of accounting and statistical work, and in preparation of financial statements</p> <p>3. To appraise the completeness, legality and truthfulness of the Company's business reports, annual and semi-annual financial statements, reports on evaluation of the management work of the Board of Directors, and to submit appraisal reports at the annual meetings of the General Assembly of Shareholders; to review contracts, transactions with related persons, which fall within the approval power of the Board of Directors or the General Assembly of Shareholders and to make recommendations regarding contracts, transactions requiring approval of the Board of Directors or the General Assembly of Shareholders.</p> <p>4. To review, inspect and evaluate the effect and efficiency of internal control, internal audit, risk management and early warning systems of the Company.</p> <p>5. To review accounting books, accounting entries and other documents of the Company, the management and operation of the Company's activities if deemed necessary or pursuant to a resolution of the General Assembly of Shareholders or requested by a Shareholder or a group of Shareholders holding 05% or more of total</p>	Add to follow Article 44 Proposed amendment Company Charter and the Mandatory Template

			<p>shares as provided in clause 1 Article 17 of the Company Charter.</p> <p>6. At the request of a Shareholder or a group of Shareholders as provided in clause 1 Article 17 of the Company Charter, the Board of Supervision shall carry out an inspection within seven (07) working days after receiving the request. Within 15 days after completing the inspection, the Board of Supervision must submit a report on the issues requested for inspection to the Board of Directors and the Shareholder or group of Shareholders making the request. The inspection by the Board of Supervision provided in this clause must neither disrupt the normal operation of the Board of Directors nor interrupt the operation of the Company's business activities.</p> <p>7. To propose the Board of Directors or the General Assembly of Shareholders measures to modify, supplement, improve the organizational structure for the management, supervision and operation of the business activities of the Company.</p> <p>8. When discovering that a member of the Board of Directors, the Director or the Chief Executive Officer violates the responsibilities of Managers of enterprise pursuant to Article 165 of Law on Enterprises, the Board of Supervision shall immediately send a written notice to the Board of Directors, requesting the violating person to stop his/her violation and take remedial measures.</p> <p>9. To attend and participate in discussions at meetings of the General Assembly of Shareholders, the Board of Directors and other meetings of the Company.</p> <p>10. To use independent consultants, internal audit department of the Company to perform the assigned duties.</p> <p>11. The Board of Supervision may consult the Board of Directors before submitting reports, conclusions, and</p>	
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			<p>recommendations to the General Assembly of Shareholders.</p> <p>12. To inspect each specific issues regarding the management, operation of business activities of the Company at the request of the Shareholders.</p> <p>13. To request the Board of Directors to convene extraordinary meetings of the General Assembly of Shareholders.</p> <p>14. To convene the meeting of General Assembly of Shareholders in replacement of the Board of Directors within 30 days in case the Board of Directors fails to convene the meeting of General Assembly of Shareholders pursuant to point b clause 4 Article 6 of this Regulation.</p> <p>15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.</p> <p>16. To review, make extract or copy of a part or all of the declaration contents regarding the list of Related Persons and relevant interests which are declared pursuant to the Laws.</p> <p>17. To make proposal, recommendation to the General Assembly of Shareholders for approving of the list of approved audit organizations which will audit the Company's financial statements; to decide on the approved audit organization which will audit the Company's operations, to remove or dismiss the approved auditor when deemed necessary.</p> <p>18. To take responsibility before the Shareholders for its performance of supervision tasks.</p> <p>19. To supervise the Company's financial situation, the compliance with the Laws by members of the Board of Directors, the Chief Executive Officer and other Managers regarding their activities.</p> <p>20. To ensure the coordination of activities with the Board of Directors, the Chief Executive Officer and Shareholders.</p>	
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			<p>f. Result of evaluation of the coordination of activities between the Board of Supervision and the Board of Directors, the Chief Executive Officer and Shareholders.</p> <p>24. To witness the organization of vote counting and the preparation of vote counting minutes by the Board of Directors if requested by the Board of Directors in case of collection of written opinions of shareholders for approving resolutions of the General Assembly of Shareholders.</p> <p>25. The Head of the Board of Supervision shall direct the General Assembly of Shareholders to elect the meeting chairman in case the Chairman is absent or temporarily subject to loss of working ability while the remaining members of the Board of Directors fail to elect a person to act as the chairman. In this case, the person receiving highest number of votes shall act as the meeting chairman.</p> <p>26. To access the Company's files and documents retained at the head office, branches and other locations; to enter the workplaces of Managers and employees of the Company during working hours.</p> <p>27. To request the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Managers to fully, accurately and promptly provide information and documents relating to the management, operation and business activities of the Company.</p> <p>28. Other rights and obligations pursuant to the Laws and the Company Charter.</p>	
138	Delete clause 4 Article 46	<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>4. Members of the Supervisory Board have rights and obligations according to Clause 3 Article 50 of the Company Charter and relevant laws.</p>		This content is stipulated at Article 43 this Proposed amendment Internal Regulations on

				Corporate Governance
139	Add Article 48 Proposal		<p>Article 48. Head of the Board of Supervision</p> <p>1. The Head of the Board of Supervision shall be elected by the Board of Supervision among its members; the election, removal, dismissal shall be implemented on the principle of majority vote. More than half of the members of the Board of Supervision must permanently reside in Vietnam. The Head of the Board of Supervision must have a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the enterprise's business operation.</p> <p>2. Rights and obligations of the Head of the Board of Supervision:</p> <p>a. To convene meetings of the Board of Supervision;</p> <p>b. To request the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information for reporting to the Board of Supervision;</p> <p>c. To prepare and sign reports of the Board of Supervision after consulting the Board of Directors for submission to the General Assembly of Shareholders.</p>	Add to follow Article 43 Proposed amendment Company Charter
140	Clause 1 Article 47	<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>Article 49. Removal, dismissal of members of Board of Supervision</p> <p>4. Notice of changes, new appointment, re-appointment, election, removal, dismissal, receipt of resignation letter from a member of the Board of Supervision must be reported to the State administrative authority, published within twenty four (24) hours from the date of notice of election, removal, dismissal, receipt of resignation letter from a member of the Board of Supervision.</p>	Rewrite to make it clearer from current Internal Regulations on Corporate Governance
141	Delete clause 2 Article 47	<p>Article 47. Notice of election, relief of duty or removal from office of Supervisors</p> <p>2. When disclosing information in terms of replacement, appointment, re-appointment, relief of</p>		Regulations on information disclosure shall be

		duty, submission of resignation letter of members of a Supervisor, the Company shall send the curriculum vitae of new members of the new Supervisor (if any) to competent authorities.		conducted to Circular 96/2020
142	Article 48	<p>Article 48. Meetings of the Supervisory Board</p> <p>1. The Supervisory Board shall meet at least twice per year. At least two thirds (2/3) of the members of the Supervisory Board must attend the meetings. The meeting minutes of the Supervisory Board must be prepared clearly and in detail. The secretary and members of the Supervisory Board must sign the meeting minutes. Meeting minutes of the Supervisory Board must be retained to define the liabilities of each member of the Supervisory Board.</p> <p>2. The Supervisory Board is entitled to request members of the Board of Directors, the Executive Management Board and representatives of independent auditing companies to attend the meetings of the Supervisory Board and respond to any questions which the Supervisors are interested in.</p>	<p>Article 50. Meetings of the Board of Supervision</p> <p>1. Meeting of the Board of Supervision shall be conducted at least twice a year, each meeting must be attended by at least 2/3 of members of the Board of Supervision. Meeting minutes of the Board of Supervision shall be made in a detailed and clear manner. The minutes recorder and members of the Board of Supervision attending the meetings must sign in the meeting minutes. Meeting minutes of the Board of Supervision must be retained so as to determine the responsibilities of each member of the Board of Supervision.</p> <p>2. The Board of Supervision may request members of the Board of Directors, the Chief Executive Officer and representatives of the approved audit organization to attend the meetings and give answers to the issues that need to be clarified.</p>	Rewrite to follow Article 45 Proposed amendment Company Charter
143	Clause 1, 3 Article 49	<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>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 Board at the Annual General Meeting of Shareholders.</p>	<p>Article 51. Salary, remuneration, bonus, and other benefits of members of the Board of Supervision</p> <p>1. Total remuneration, salary, bonus and other benefits of the Board of Supervision shall be approved by the General Assembly of Shareholders at the annual meeting and shall be fully recorded in the Notes to the audited annual financial statements. Remuneration and other benefits as well as expenses paid by the Company for the Board of Supervision and each Supervisor shall be disclosed in the Company's Annual Report and Report on performance of the Board of Supervision at the annual meeting of the General Assembly of Shareholders.</p>	Rewrite to follow clause 1 Article 46 Proposed amendment Company Charter
144	Clause 2 Article 49	Article 49. Wages, remuneration, and benefits of Supervisors	Article 51. Salary, remuneration, bonus, and other benefits of members of the Board of Supervision	Rewrite to follow clause 3 Article 46

		<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>	<p>3. Members of the Board of Supervision shall be reimbursed for expenses for meals, accommodation, travel, use of independent consultancy services at reasonable rates when attending the meetings of the Board of Supervision or implementing other duties of the Board of Supervision. The total amount of such allowances and expenses shall not exceed the total annual operating budget of the Board of Supervision as approved by the General Assembly of Shareholders, unless otherwise decided by the General Assembly of Shareholders.</p>	<p>Proposed amendment Company Charter</p>
145	<p>Add clause 2, 4, 5 Article 51 Proposal</p>		<p>Article 51. Salary, remuneration, bonus, and other benefits of members of the Board of Supervision</p> <p>2. Members of the Board of Supervision shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Assembly of Shareholders. The General Assembly of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the Board of Supervision based on the estimated number of working days, the volume and nature of works, and the per diem rate of remuneration of each member.</p> <p>4. Salaries and operating expenses of the Board of Supervision shall be included in business expenses of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company.</p> <p>5. The procurement of management liability insurance which is not intended to bring material benefits or income to the members of the Board of Supervision shall be decided by the Board of Directors on an annual basis. The procurement of insurance of other types for members of the Board of Supervision must be approved by the General Assembly of Shareholders.</p>	<p>Add to follow clause 2, 4, 5 Article 46 Proposed amendment Company Charter</p>

146	Point a clause 1 Article 50	<p>Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer</p> <p>1. Criteria and conditions for appointment of the Chief Executive Officer</p> <p>a) Have full capacity for civil acts, and not belong to the category of persons prohibited from managing an enterprise pursuant to the Law on Enterprises;</p>	<p>Article 54. Standards and conditions for the Chief Executive Officer</p> <p>1. Not falling within the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to the Laws on Enterprises.</p> <p>2. Not being the person who is currently accused of criminal liability or serving imprisonment penalty or prohibited from securities practicing pursuant to the laws.</p>	Amend to follow clause 5 Article 74 Law on Securities and clause 5 Article 162 Law on Enterprises
147	Point b clause 1 Article 50	<p>Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer</p> <p>1. Criteria and conditions for appointment of the Chief Executive Officer</p> <p>a) Have full capacity for civil acts, and not belong to the category of persons prohibited from managing an enterprise pursuant to the Law on Enterprises;</p>	<p>Article 54. Standards and conditions for the Chief Executive Officer</p> <p>3. Having experience of at least 02 years working in fields of finance, securities, banking, insurance or in departments of finance, accounting, investment of other enterprises.</p> <p>4. Having financial analysis practising certificate or fund management practising certificate.</p> <p>5. At the time of appointment, not being subject to penalty against administrative violation in the securities sector and stock market within the latest 06 months.</p> <p>8. Having qualifications, experiences in business administration.</p>	Amend to follow clause 5 Article 74 Law on Securities and clause 5 Article 162 Law on Enterprises
148	Point c, d Clause 1 Article 50	<p>Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer</p> <p>1. Criteria and conditions for appointment of the Chief Executive Officer</p> <p>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;</p> <p>d) Satisfy the conditions applicable to general directors of securities companies in accordance with the regulations on organization and operations of securities companies and relevant regulations;</p>	<p>Article 54. Standards and conditions for the Chief Executive Officer</p> <p>6. Not being a member of the board of directors, members' council of other security companies.</p>	Rewrite to follow clause 2 Article 10 Circular 121/2020

149	Point e, f Clause 1 Article 50	<p>Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer</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> <p>f) Other criteria and conditions as stipulated in the applicable law.</p>	<p>Article 54. Standards and conditions for the Chief Executive Officer</p> <p>7. Not being the person with family relationship of other Managers of other companies or Supervisors of the Company.</p>	Amend to follow clause 5 Article 74 Law on Securities and clause 5 Article 162 Law on Enterprises
150	Delete Clause 2,3,4 Article 50	<p>Article 50. Criteria for the Executives of the Company; duties, rights, and obligations of the Chief Executive Officer</p> <p>2. Criteria and conditions for appointment of the Chief Accountant</p> <p>a) Must not fall within the scope of persons not permitted to be an accountant in accordance with the Law on Accounting;</p> <p>b) Must have professional ethics, be honest and have a sense of responsibility of compliance with law and financial management regime under law and the regulations of the Company;</p> <p>c) Must have professional qualifications and skills in accountancy at the university or higher level and have at least two years' actual accounting work experience and chief accountant certificate in accordance with the laws on accounting; and</p> <p>d) Must Be selected and introduced to the Board of Directors by the Chief Executive Officer.</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations

		<p>3. Criteria for appointment of other managers</p> <p>a) Must have professional ethics and a sense of responsibility of compliance with the regulations of the Company;</p> <p>b) Must have professional qualifications in the assigned areas and capability to organize and direct and perform the assigned work in a good manner; and</p> <p>c) Must be selected and introduced to the Board of Directors by 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>		
151	Article 51	<p>Article 51. Appointment of Executives</p> <p>1. The Board of Directors shall appoint one (1) of its members or another person as the Chief Executive Officer. The Chief Executive Officer must not be a person prohibited from holding the position by law and must satisfy the standards and conditions under law and the Company Charter. The Chief Executive Officer shall have a term of office not exceeding five (5) years and may be re-appointed. The re-appointment shall be effective pursuant to the regulations in the labour contract of the Chief Executive Officer.</p> <p>2. As the request of the Chief Executive Officer and as approved by the Board of Directors, the Company may recruit other Managers in appropriate quantity and qualifications in accordance with the structure and management rules of the Company as stipulated by the Board of Directors. The Managers must be diligent to support the Company in achieving its operational and organizational objectives.</p>	<p>Article 52. Roles, term of office of the Chief Executive Officer</p> <p>1. The Board of Directors shall appoint 01 member of the Board of Directors or employ another person to be the Chief Executive Officer.</p> <p>2. The Chief Executive Officer shall be the person in charge of managing the daily business operations of the Company; subject to the Board of Directors' supervision; responsible before the Board of Directors and the Laws for the exercise of the assigned powers and duties.</p> <p>3. The Chief Executive Officer shall have the term of office of not exceeding five (05) years and may be re-appointed for an unlimited number of terms.</p>	Rewrite to follow Article 40 Proposed amendment Company Charter
152	Delete Article 52	<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</p>		It is not necessary because regulations on removal, dismissal of members 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.		stipulated at this Internal Regulations on Corporate Governance (in factual operations of company, Chairman of BoD have to sign labor contracts)
153	Delete Article 53	<p>Article 53. Cases of relief of duty, removal from office and terminating contracts with Executives of the Company</p> <p>1. An Executive shall be relieved of duty in the following cases:</p> <p>a) Such Executive no longer meets the criteria and conditions to be an Executive as stipulated in Article 50 of these Regulations;</p> <p>b) Such Executive does not exercise his or her rights and obligations in six consecutive months, except in case of a force majeure event;</p> <p>c) Such Executive has submitted a written resignation notice which has been approved; and</p> <p>d) Other cases as stipulated in the Company Charter.</p> <p>2. An Executives shall be removed from office 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> <p>b) Such Executive fails to perform correctly his or her delegated rights and obligations, fails to perform or fails to fully or promptly perform the resolutions of the Board of Directors;</p> <p>c) Such Executive performs his or her delegated rights and obligations not in compliance with the law, the</p>		The Mandatory Template are not mentioned to these regulations

		<p>Company Charter or the resolutions of the Board of Directors;</p> <p>d) Such Executive uses information, know-how or business opportunities of the Company for his or her own personal interest or for the interest of other organizations or individuals; and/or</p> <p>e) Such Executive uses his or her position or powers or assets of the Company for his or her own personal interest or for the interest of other organizations or individuals.</p> <p>3. The termination of labor contract with an executive of the Company must comply with applicable laws</p>		
154	Delete Article 54	<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 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>		The Mandatory Template are not mentioned to these regulations
155	The first and second bullet point, point a clause 1 Article 55	<p>Article 55. Sequence and procedures for nomination, appointment, and removal of the Executive Management Board and other managers</p> <p>1. Sequence and procedures for nomination, appointment and removal of the Chief Executive Officer:</p>	<p>Article 55. Nomination, appointment, removal, dismissal of the Chief Executive Officer</p> <p>1. The nomination and appointment of the Chief Executive Officer shall be implemented in accordance with the following procedures:</p> <p>a. The incumbent Chairman and incumbent members of the Board of Directors may nominate candidates for the</p>	Rewrite to make it clearer

		<p>a) Sequence and procedures for nomination and appointment of the Chief Executive Officer:</p> <ul style="list-style-type: none"> - Members of the incumbent Board of Directors have the right to nominate candidates to be the Chief Executive Officer. - Criteria and conditions of the Chief Executive Officer are as stipulated in Article 50.1 of these Regulations. 	position of Chief Executive Officer if considering such candidates meet the required conditions and standards;	
156	The fifth bullet point, point a clause 1 Article 55	<p>Article 55. Sequence and procedures for nomination, appointment, and removal of the Executive Management Board and other managers</p> <p>1.Sequence and procedures for nomination, appointment and removal of the Chief Executive Officer:</p> <p>a) Sequence and procedures for nomination and appointment of the Chief Executive Officer:</p> <ul style="list-style-type: none"> - In case there are multiple candidates for the position of Chief Executive Officer, the Board of Directors must interview each to assess the capacity of all candidates. After that, the Board of Directors shall vote to select the Chief Executive Officer. When two-thirds (2/3) of the members of the Board of Directors consent to the selection of a candidate, the decision on appointment of the Chief Executive Officer shall be passed. 	<p>Article 55. Nomination, appointment, removal, dismissal of the Chief Executive Officer</p> <p>1. The nomination and appointment of the Chief Executive Officer shall be implemented in accordance with the following procedures:</p> <p>d. In case there are several candidates for the position of Chief Executive Officer, the Board of Directors must conduct the interview to evaluate the capacity of all candidates. After that, the Board of Directors shall vote to select the Chief Executive Officer.</p>	Rewrite to make it clearer
157	The second bullet point, point b clause 1 Article 55	<p>Article 55. Sequence and procedures for nomination, appointment, and removal of the Executive Management Board and other managers</p> <p>1.Sequence and procedures for nomination, appointment and removal of the Chief Executive Officer:</p> <p>b) Sequence and procedures for removal and discharge of the Chief Executive Officer</p> <ul style="list-style-type: none"> - The Chairman of the Board of Directors must send the documentation for removal/discharge of the Chief Executive Officer to members of the Board of Directors at least five (05) working days prior to the date of the 	<p>Article 55. Nomination, appointment, removal, dismissal of the Chief Executive Officer</p> <p>2. Removal, dismissal of the Chief Executive Officer shall be performed in accordance with the following procedures:</p> <p>b. The Chairman of the Board of Directors shall be responsible for sending the dossier for removal, dismissal of the Chief Executive Officer to members of the Board of Directors at least five (05) working days prior to the meeting date so that the members of the Board of Directors can review the dossier for removal, dismissal of the Chief Executive Officer before making</p>	Rewrite to make it clearer

		meeting so they may learn about the removal/discharge of the Chief Executive Officer before voting.	decisions on the removal, dismissal of the Chief Executive Officer.	
158	The third bullet point, point b clause 1 Article 55	<p>Article 55. Sequence and procedures for nomination, appointment, and removal of the Executive Management Board and other managers</p> <p>1.Sequence and procedures for nomination, appointment and removal of the Chief Executive Officer:</p> <p>b) Sequence and procedures for removal and discharge of the Chief Executive Officer</p> <p>- The Board of Directors shall vote to remove/discharge the Chief Executive Officer. When two-thirds (2/3) of the members of the Board of Directors consent to the removal/discharge, the decision on removal/ discharge of the Chief Executive Officer shall be passed.</p>	<p>Article 55. Nomination, appointment, removal, dismissal of the Chief Executive Officer</p> <p>3. The Board of Directors shall carry out voting on appointment, removal, dismissal, replacement of the Chief Executive Officer if agreed by the majority of the members of the Board of Directors. The appointment, removal, dismissal, replacement of the Chief Executive Officer shall be made in the form of resolution, decision of the Board of Directors.</p>	Rewrite to make it clearer
159	Delete clause 2 Article 55	<p>Article 55. Sequence and procedures for nomination, appointment, and removal of the Executive Management Board and other managers</p> <p>2. Sequence and procedures for appointment, removal and discharge of Deputy Chief Executive Officers and other managers:</p> <p>a) Appointment of Deputy Chief Executive Officers and other managers:</p> <p>Deputy Generral Directors and other managers shall be appointed by the Board of Directors based on the proposal of the Chief Executive Officer. The documentation for such appointment shall be implemented in the same manner as the documentation for appointment of the Chief Executive Officer.</p> <p>b) Removal and discharge of Deputy Chief Executive Officers and other managers:</p> <p>The Board of the Management shall consider removing or discharging Deputy Chief Executive Officers and other managers pursuant to relevant legal procedures,</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations

		the Company Charter, the internal rules of the Company and the relevant labour contracts.		
160	Add Article 53 Proposal		<p>Article 53. Powers and duties of the Chief Executive Officer</p> <ol style="list-style-type: none"> 1. To decide on issues related to the daily business operations of the Company which are not subject to the power of the Board of Directors. 2. To organize the implementation of resolutions, decisions of the Board of Directors. 3. To organize the implementation of business plans and investment plans of the Company. 4. To make recommendation regarding the plan on organizational structure, the internal management regulations of the Company. 5. To appoint, remove, dismiss managerial positions in the Company, except for those under the power of the Board of Directors. 6. To decide on the salaries and other benefits for the Company's employees, including the Managers under appointment power of the Chief Executive Officer. 7. To recruit employees. 8. To make recommendation regarding the plans for payment of dividends or dealing with business loss; 9. Other powers and duties pursuant to the Laws, the Company's Charter, this Regulation and resolutions, decisions of the Board of Directors. 	Add to follow clause 4 Article 40 Proposed amendment Company Charter
161	Add Article 56 Proposal		<p>Article 56. Salary and bonus of Chief Executive Officer</p> <ol style="list-style-type: none"> 1. The Chief Executive Officer shall be entitled to salary and bonus. The salary and bonus of the Chief Executive Officer shall be decided by the Board of Directors. 2. The salary of the Chief Executive Officer shall be included in business costs of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company, which must be 	Add to follow Article 163 Law on Enterprises

			<p>reported to the General Assembly of Shareholders at the annual meeting.</p> <p>3. The procurement of management liability insurance for the Chief Executive Officer shall be decided by the Board of Directors in an annual basis.</p>	
162	Clause 1 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>1. The Chairman of the Board of Directors shall invite members of the Supervisory Board (the head of the Supervisory Board and/or Supervisors) to attend or may invite members of the Executive Board to attend all meetings of the Board of Directors.</p>	<p>Article 57. Exchange information, attendance in meetings and proposal for meetings</p> <p>1. At all meetings of the Board of Directors, the Chairman of the Board of Director shall invite members of the Board of Supervision (the Head of the Board of Supervision and/or Supervisors) to attend, and may invite the Chief Executive Officer, members of the Executive Board to attend.</p>	Amend title and rewrite to make it clearer
163	Article 58	Article 58. Report by the Chief Executive Officer to the Board of Directors on the implementation of the assigned duties and powers of the Chief Executive Officer	Article 59. Report of the Chief Executive Officer to the Board of Directors	Amend title
164	Article 59	Article 59. Matters on which the Chief Executive Officer must report and provide information, and method of notifying, to the Board of Directors and the Supervisory Board	Article 60. Issues to be reported by the Chief Executive Officer to the Board of Directors, the Board of Supervision	Amend title
165	Clause 1 Article 60	<p>Article 60. Coordination of inspection, management and supervision activities between members of the Board of Directors, Supervisors and the Executive Management Board</p> <p>1. Members of the Board of Directors, the Supervisory Board and the Executive Management Board must: coordinate closely; discuss their work with each other regularly; and provide information in a cooperative and supportive manner to facilitate the exercise of each person's rights and duties under the Company Charter</p>	<p>Article 61. Coordination of operations between members of the Board of Director, Supervisors and the Chief Executive Officer</p> <p>1. Members of the Board of Directors, the Board of Supervision and the Chief Executive Officer shall closely coordinate with each other, regularly exchange opinions at works and provide information in the spirit of cooperation, support, and creation of favorable conditions for the performance of the rights and duties of the members in accordance with the Company's Charter</p>	Amend title and rewrite to make it clearer

		and the law. During the process of managing the Company, the Board of Directors and the Supervisory Board shall endeavour to create favourable conditions for the Executive Management Board to perform its duties. The Executive Management Board shall endeavour to create necessary conditions for the members of the Board of Directors and the Supervisory Board to perform their assigned duties.	and the applicable laws. In the process of performing the governance function, the Board of Directors and the Board of Supervision shall create favourable conditions for the Chief Executive Officer and the Managing Directors to well perform their functions. The Chief Executive Officer shall create necessary conditions for the members of the Board of Directors and the Board of Supervision to well perform their assigned duties.	
166	Clause 2 Article 60	Article 60. Coordination of inspection, management and supervision activities between members of the Board of Directors, Supervisors and the Executive Management Board 2. When any member of the Board of Directors is aware of any urgent problems for which the Executive Management Board is responsible, he or she may discuss directly via phone or email with the member of the Executive Management Board for timely resolution.	Article 61. Coordination of operations between members of the Board of Director, Supervisors and the Chief Executive Officer 2. Upon discovery of urgent matters which fall within the responsibilities of the Chief Executive Officer, the members of the Board of Directors may discuss directly, via telephone or electronic mail with the Chief Executive Officer or the Managing Directors for prompt settlement.	Rewrite to follow factual operations of company
167	Clause 1 Article 61	Article 61. Assessment of activities of members of the Board of Directors, Supervisors, the Executive Management Board and other managers 1. Based on the assigned functions and duties, members of the Board of Directors, Supervisors, members of the Executive Management Board and other managers must prepare annual reports on the results of their activities and submit the same to the competent bodies having the authority to elect/appoint them for consideration, assessment and approval.	Article 62. Evaluation on performance of members of the Board of Directors, the Supervisors and the Chief Executive Officer 1. Annually, basing on the assigned functions and duties, members of the Board of Directors, the Supervisors, the Chief Executive Officer must make reports on performance results in the year for submission to the competent person with the appointment power for consideration, review and approval.	Amend title and rewrite to make it clearer
168	Delete point c clause 3 Article 61	Article 61. Assessment of activities of members of the Board of Directors, Supervisors, the Executive Management Board and other managers c) For other managers Level of completion of duties of other managers shall be assessed based on internal rules and annual operational results of each department and the Company as a whole.		Law on Enterprises and Law on Securities are not mentioned to these regulations

169	Clause 3 Article 62	Article 62. Reward 3. Rate of reward: The rate of rewards shall be formulated appropriately based on the actual business operation results of each year.	Article 63. Commendation and bonus 4. The specific rate of commendation and bonus shall be determined based on the actual business results of each year.	Rewrite to make it clearer
170	Clause 4 Article 63	Article 63. Handling of violations and discipline 4. In addition, any person who is subject to a disciplinary measure must return to the Company any benefits that such person obtained from any acts conducted beyond his or her authority and/or any breaches of law. Any person who is subject to a disciplinary measure must compensate the Company for any loss caused to the Company due to acting beyond his or her authority and or breaching the law.	Article 64. Settlement of violations and imposition of disciplinary actions 4. In addition, members who are subject to disciplinary actions must return to the Company the benefits that such members have earned from their acts that were conducted beyond their power and/or in breach of the laws.	Rewrite to make it clearer
171	Delete Chapter IX From Article 64 to Article 67	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 1. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other managers must publically announce their related interests in accordance with the Law on Enterprises and related legal instruments. 2. Members of the Board of Directors, Supervisors, members of the Executive Management Board, and other managers and their related persons are not permitted to use any information they have as a result of their positions for their personal interest or for the interests or benefit of any other organization or individual. 3. Members of the Board of Directors, the Supervisory Board, the Board of Management and other Executives are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the		The Mandatory Template are not mentioned to these regulations; These regulations shall be implemented in accordance with the law and the Company Charter

		<p>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> <p>4. A member of the Board of Directors is not permitted to vote on any transaction which benefits such member or a related person of such member as prescribed in the Law on Enterprises and the Company Charter.</p> <p>5. Members of the Board of Directors, Supervisors, members of the Executive Management Board and other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed or reveal such information to any other person in order to conduct a related transaction.</p> <p>Article 65. Related party transactions</p> <p>1. When conducting transactions with any related person, the Company must enter into a written contract on the principle of equality and voluntariness.</p> <p>2. The Company must apply necessary measures to prevent related persons from interfering in the Company's activities and causing loss to the Company's interests by controlling trading, by buying and selling, and by pricing goods and services of the Company.</p> <p>3. The Company must apply necessary measures to prevent shareholders and related persons from conducting any transaction causing a loss of capital, of assets or of other resources of the Company.</p> <p>Article 66. Transactions with shareholders, managers and their related persons</p>		
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		<p>1. The Company is not permitted to provide loans or guarantees to shareholders being organizations or to their related persons, except in the following cases:</p> <p>a) The Company and the organization which is a related person of the shareholder are both companies within the same group or companies operating as a group of companies comprising parent company – subsidiary or economic group, and such transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Company Charter; and</p> <p>b) Otherwise prescribed by law.</p> <p>2. The Company is not permitted to conduct the following transactions, except where they are approved by the General Meeting of Shareholders:</p> <p>a) Provide a loan or guarantee to a member of the Board of Directors, the Supervisory Board or the Executive Management Board or to other managers or to individuals or organizations related to such entities, except where the Company and the organization related to the shareholder are both companies within the same group or companies operating as a group of companies comprising parent company – subsidiary or economic group, and specialized branch law stipulates otherwise.</p> <p>b) Transactions whose values are more than 35% of the total value of the Company's assets or transactions that make the accumulative values of similar transactions within the last 12 months more than 35% of the total value of the company's assets as recorded in the latest financial statements between the Company and the following related parties:</p> <ul style="list-style-type: none"> - A member of the Board of Directors, a Supervisor, a member of the Executive Management Board, other managers and related persons of these people; - A shareholder or a representative of a shareholder owning more than 10% of the total ordinary share 		
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		<p>capital of the Company and any related persons of such entity;</p> <p>- Enterprises related to the entities prescribed in Clause 2 Article 164 of the Law on Enterprises.</p> <p>3. The Board of Directors shall approve the contracts and transactions prescribed in clause 2(b) above with a value of less than 35% of the total value of assets recorded in the most recent financial statements or at a smaller percentage as prescribed in the Company Charter.</p> <p>Article 67. Ensuring the lawful rights of persons with interests related to the Company</p> <p>1. The Company must discharge owing to the community and to persons with interests related to the Company in accordance with the current regulations and the Company Charter.</p> <p>2. The Company must comply with the laws on labour, environment and society.</p>		
172	Delete Chapter X From Article 68 to Article 72	<p>Article 68. Obligation to disclose information</p> <p>1. The Company is obliged to disclose complete, accurate and up-to-date information to shareholders and the public on a periodical and ad-hoc basis about its production and business operational status, and about the financial status and corporate governance status of the Company. The Company must completely, accurately and promptly disclose other information which may affect the price of securities and/or decisions of shareholders and investors. Information to be disclosed and the method of information disclosure shall accord with the provisions of the law and the Company Charter.</p> <p>2. Information must be disclosed by a method which ensures that shareholders and the public have equal access to it. The wording of disclosed information must be clear, easily understandable, and not cause misunderstanding to shareholders and investors.</p>		<p>The Mandatory Template are not mentioned to these regulations;</p> <p>These regulations shall be implemented in accordance with the law and the Company Charter</p>

		<p>Article 69. Information disclosure on organization and management structure of the Company</p> <ol style="list-style-type: none"> 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. 2. If the Company changes its operational model it must notify the State Securities Commission and the Stock Exchange and disclose information within 24 hours as from the time of the decision by the General Meeting of Shareholders on such change of model. <p>Article 70. Disclosure of information about corporate governance</p> <ol style="list-style-type: none"> 1. The Company must disclose information about its corporate governance status at annual General Meetings of Shareholders and in annual reports of the Company in accordance with the law on securities regarding disclosure of information. 2. The Company is obliged to make a biannual report and to disclose information about its corporate governance status in accordance with the law on securities regarding disclosure of information. 3. Disclosed information must at least include the following: <ol style="list-style-type: none"> a) Members and structure of the Board of Directors and the Supervisory Board; b) Activities of the Board of Directors and the Supervisory Board; c) Activities of the independent and non-executive members of the Board of Directors; d) Activities of committees of the Board of Directors; e) Plans for increasing the efficiency of managerial activities; 		
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		<p>f) Remunerations and expenses for members of the Board of Directors, members of the Supervisory Board, and members of the Executive Management Board;</p> <p>g) Information of transactions on the securities of the Company of members of the Board of Directors, the Supervisory Board and the Executive Management Board, the Chief Accountant, persons authorised to disclose information, major shareholders and other transactions of members of the Board of Directors, the Supervisory Board and the Executive Management Board and related persons of such entities;</p> <p>h) Number of members of the Board of Directors, the Supervisory Board and the Executive Management Board having participated in the Company's training sessions on management of the Company;</p> <p>i) Matters that have not been implemented in accordance with these Regulations and relevant reasons and remedial solutions for such matters.</p> <p>Article 71. Responsibilities of members of the Board of Directors, members of the Supervisory Board and of the Chief Executive Officer to provide reports and disclose information</p> <p>In addition to the responsibilities prescribed in Article 64 of this Regulation, members of the Board of Directors, Supervisors and the Chief Executive Officer are responsible to report the following to the Board of Directors and/or the Supervisory Board:</p> <ol style="list-style-type: none"> 1. Any transaction between the Company with a company in which such member was a founding member or a member of the Board of Directors or the Chief Executive Officer during the most recent three-year period prior to the time of such transaction; and 2. Any transaction between the Company with a company in which a related person of such member is a member of the Board of Directors or the Chief Executive Officer or a major shareholder. 		
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		<p>Article 72. Personal liability in case of failure to fully disclose information</p> <p>Any person who breaches the regulations on disclosure of information shall be subject to disciplinary measures, administrative penalties or criminal prosecution in accordance with the law, depending on the nature and materiality of the breach, and must compensate for any loss caused by such person.</p>		
173	Clause 1 Article 73	<p>Article 73. Supplement and amendment to the Regulations</p> <p>1. Any supplement and amendment to these Regulations must be considered and decided by the General Meeting of Shareholders.</p>	<p>Article 65. Amendment to Regulation</p> <p>1. The amendment, supplement and replacement of this Regulation must be approved by the General Assembly of Shareholders and issued by the Board of Directors.</p>	Rewrite to make it clearer
174	Clause 1, 2, 4 Article 74	<p>Article 74. Implementation provisions</p> <p>1. These Regulations include 11 chapters, 74 articles as passed by the General Meeting of Shareholders and shall take effect from the date of signing.</p> <p>2. These Regulations are the only and official Regulations of the Company.</p> <p>4. The Board of Directors, committees under the Board of Directors, the Executive Management Board, other managers, all employees and any organizations and individuals related to the activities of disclosure of information of Ho Chi Minh Securities Corporation shall be responsible for implementing these Regulations.</p>	<p>Article 66. Implementation provision</p> <p>1. This Regulation consists of 8 chapters and 66 articles, is approved by the General Assembly of Shareholders on 08 August 2022, with effect from the date of approval.</p> <p>2. This Regulation is the sole and official regulation of the Company, replacing all previous internal regulations on governance of the Company.</p> <p>4. The Board of Directors, the Committees directly under the Board of Directors, the Chief Executive Officer, other executives, relevant organizations, individuals, employees shall be responsible for the implementation of this Regulation.</p>	Update information and rewrite to make it clearer