

**HO CHI MINH CITY SECURITIES CORPORATION**  
**Table of Detailed Changes to Regulations on Operations of the Board of Directors 2022**

NO.	PROVISION	CURRENT REGULATIONS	PROPOSED AMENDMENT	REASONS
1	Legal basis	<p><b>LEGAL BASIS</b></p> <ul style="list-style-type: none"> <li>- The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 approved by the National Assembly of the Socialist Republic of Vietnam and any amendments or supplements thereto, and its implementing regulations;</li> <li>- Charter of the Ho Chi Minh City Securities Corporation amended the 15th time according to the Resolution No. 02/2021/NQ – ĐHĐCĐ dated 22/04/2021;</li> <li>- The Board of Director promulgated the Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation;</li> <li>- Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation shall consist of following provisions:</li> </ul>	<p><b>LEGAL BASIS</b></p> <ul style="list-style-type: none"> <li>- Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of Socialist Republic of Vietnam on 17 June 2020 and amended and supplemented on 11 January 2022;</li> <li>- Charter of Ho Chi Minh City Securities Corporation (hereafter referred to as “Company”);</li> <li>- The Board of Directors has issued the Regulations on Operations of Board of Directors (hereinafter referred as “this Regulation”), includes following contents:</li> </ul>	Amend to reflect new amendment and make it clearer
2	Article 1	<p><b>Article 1. Governing scope and Subjects of application</b></p> <p>1. Governing scope: This Regulation stipulates personnel organization, operational principles, authorities, rights and obligations of the Board of Directors and members of the Board of Directors in order to govern the Company in compliance with the Law on Enterprises, Company Charter and effective regulations of applicable law.</p> <p>2. Subjects of application: This Regulation is applied for the Board of Directors and members of the Board of Directors.</p>	<p><b>Article 1. Governing scope and subjects of application</b></p> <p>1. This Regulation stipulates the personnel organizational structure, principles of operations, rights, obligations of the Board of Directors and members of the Board of Directors for the purpose of performance in accordance with the Law on Enterprises, the Company's Charter and other relevant laws. Matters that are not provided in this Regulation shall be subject to the Company's Charter and the Internal Regulations on Corporate Governance. Capitalized terms in this Regulation shall have the meaning set forth in the Company's Charter.</p> <p>2. This Regulation shall be applicable to the Board of Directors and members of the Board of Directors.</p>	Add referencing content in order not to stipulate about Interpretation of terms
3	Delete Article 2	<p><b>Article 2. Interpretation of terms</b></p> <p>1. In these Regulations, the terms shall be construed as follows:</p>		Interpretation of terms are referenced to Company Charter

	<p>a) “Company” means Ho Chi Minh City Securities Corporation;</p> <p>b) “Company Governance” means the system of principles which aim at ensuring that the Company’s strategies and operations are managed effectively for interests of shareholders and other stakeholders;</p> <p>c) "Law on Securities" means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;</p> <p>d) “Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020.</p> <p>e) “Laws” mean all legal documents as prescribed under the Law on Promulgation of Legal Documents;</p> <p>f) “Company Charter” means the Charter regulating the organization and operations of Ho Chi Minh City Securities Corporation;</p> <p>g) “Managers” means 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 members of the Board of Directors” mean members of the Board of Directors who are not the Chief Executive Officer, the Deputy Chief Executive Officer, Chief Accountants and other managerial positions in the Company as appointed by the Board of Directors;</p> <p>j) “Independent members of the Board of Directors” mean members of the Board of Directors who are prescribed at Clause 2 Article of the Law on Enterprises;</p> <p>k) “Affiliated persons” means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities</p>		
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		<p>l) “Majority shareholder” means a shareholder owning at least 5% of voting stocks of the Company.</p> <p>m) “Vietnam” means the Socialist Republic of Vietnam;</p> <p>n) “SSC” means the State Securities Commission;</p> <p>2. In this Regulation, the references to an article or articles or legal documents shall include amendments, supplements or replacements of the articles or the legal documents.</p> <p>3. The titles (Chapter, Article) are included to facilitate monitoring and do not effect the meaning and content of the Regulation.</p> <p>4. Words or terms defined in the Law on Enterprises and Law on Securities shall have the same meanings in this Regulation if they do not conflict with the subjects and context.</p>		
4	Clause 1 Article 4	<p>Article 4. Rights and obligations of the members of the Board of Directors</p> <p>1. Members of the Board of Directors has full rights under the provisions of the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents about the financial situation, business operation of the Company and of units in the company.</p>	<p>Article 3. Rights and obligations of members of the Board of Directors</p> <p>1. Members of the Board of Directors shall have full rights as provided by the Law on Securities, relevant laws, the Company's Charter and the Internal Regulations on Corporate Governance, which include the right to be provided with information, documents about the financial situation, business operations of the Company and units of the Company.</p>	Add referencing content to make it clearer
5	Clause 1 Article 6	<p>Article 6. Term of office and numbers of members of the Board of Directors</p> <p>1. The Board of Directors shall have between five (05) to eleven (11) members</p>	<p>Article 5. Term of office and number 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, the specific number in each term shall be decided by the General Assembly of Shareholders.</p>	Rewrite to follow clause 1 Article 22 Proposed amendment Internal Regulations on Corporate Governance
6	Clause 3 Article 6	<p>Article 6. Term of office and numbers of members of the Board of Directors</p> <p>3. If all members of the Board of Directors terminate their term of office at the same time, they shall continue to act as members of the Board of Directors until new members</p>	<p>Article 5. Term of office and number of members of the Board of Directors</p> <p>3. In case all members of the Board of Directors have their terms ended at the same time, those members shall continue to be members of the Board of Directors until new members are elected for replacement and take over</p>	Rewrite to follow clause 2 Article 22 Proposed amendment Internal Regulations on Corporate Governance

		are elected and take over their work, unless otherwise provided in the Company Charter.	the duties. The term of office of the members elected for supplement or replacement of the members who have lost his/her membership status, are removed, dismissed within the term shall be the remaining period of the Board of Directors' term of office.	
7	Delete Clause 4 Article 6	Article 6. Term of office and numbers of members of the Board of Directors 4. The specific number, rights, obligations and method of organization and coordination of activities of independent members of the Board of Directors shall be provided in the Company Charter.		Delete because this content is stipulated at Company Charter and Internal Regulations on Corporate Governance
8	Clause 1 Article 7	Article 7. Criteria and conditions of members of the Board of Directors 1. Members of the Board of Directors must satisfy the following criteria and conditions: a) Not being persons prescribed in Clause 2, Article 17 of the Law on Enterprises; b) Possessing professional qualifications and experience in business administration or in securities, finance, banking, legal sectors and not necessarily being a shareholder of the company, unless otherwise provided in the Company Charter; c) A member of the Board of Directors of the company may concurrently act as a member of the Board of Directors of maximum five (05) companies; d) Other criteria and conditions as prescribed in the Company Charter.	Article 6. Standards and conditions for members of the Board of Directors a. Not falling within the categories of entities which are not permitted to manage enterprises in Vietnam in accordance with the Law on Enterprises; b. Having qualifications, experiences in business management or in one of the sectors of securities, finance, banking, law and not required to be a Shareholder of the Company; c. Not being the chief executive officer, director, member of the board of directors, members of members' council of other securities companies; d. Not used to be a member of the board of directors or the legal representative of a company that was bankrupt or prohibited from operations due to material breaches of the laws.	Rewrite to follow clause 2 Article 17 Law on Enterprises and Article 22 Proposed amendment Internal Regulations on Corporate Governance
9	Clause 2 Article 7	Article 7. Criteria and conditions of members of the Board of Directors 2. Independent members of the Board of Directors provided at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions: a) Not working for the same company, parent company or a subsidiary of the company; not used to work for the	Article 6. Standards and conditions for members of the Board of Directors 1. Standards and conditions for independent members of the Board of Directors: a. Not being a person currently working for the Company, the parent company or subsidiary of the Company; not being a person having worked for the Company, the parent company or subsidiary of the	Rewrite to follow clause 2 Article 155 Law on Enterprises

		same company, parent company or a subsidiary of the company during at least 03 previous consecutive years;	Company for at least 03 preceding years;	
10	Clause 1 Article 8	Article 8. Chairman of the Board of Directors 1. The Board of Directors shall elect a member of the Board of Directors to act as Chairman, remove from office or dismiss such Chairman.	Article 7. Chairman of Board of Directors 1. The Chairman of the Board of Directors shall be elected by the Board of Directors among the members of the Board of Directors.	Rewrite to follow clause 1 Article 34 Proposed amendment Company Charter
11	Clause 2 Article 8	Article 8. Chairman of the Board of Directors 2. The Chairman of the Board of Directors shall not be a Chief Executive Officer at the same time.	Article 7. Chairman of Board of Directors 2. The Chairman of the Board of Directors shall not concurrently hold the position of Chief Executive Officer.	Rewrite to make it clearer
12	Clause 3 Article 8	Article 8. Chairman of the Board of Directors 1. The Chairman of the Board of Directors has the following rights and obligations: e) To chair meetings of the General Meeting of Shareholders;	Article 7. Chairman of Board of Directors 3. The Chairman of the Board of Directors shall have the following powers and duties: 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;	Rewrite from Current Company Charter to make it clearer
13	Add point f, g, h, i, j, k, l, m, n, o clause 3 Article 7		Article 7. Chairman of Board of Directors 3. The Chairman of the Board of Directors shall have the following powers and duties: f. To lead and ensure the efficient operations of the Board of Directors; g. To build up, implement and review the procedures governing the operations of the Board of Directors; h. To schedule meetings of the Board of Directors and divisions under the Board of Directors; i. To prepare agenda for meetings of the Board of Directors; j. To regularly meet the Chief Executive Officer and play the role of coordinator between the Board of Directors and the Chief Executive Officer; k. To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Directors;	Add to follow Article 156 Law on Enterprises and regulations of Current Company Charter

			<p>l. To ensure the efficient communication and contact with Shareholders, to handle requests of Shareholders for extracts, provision of documents, information and supervise the provision of documents, 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 and independent members of the Board of Directors and to 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>	
14	First Content at Clause 4 Article 8	<p>Article 8. Chairman of the Board of Directors</p> <p>4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement.</p>	<p>Article 7. Chairman of Board of Directors</p> <p>4. In case the Chairman of the Board of Directors resigns or is removed, dismissed, the Board of Directors must elect a person in replacement within ten (10) days from the date of receiving the resignation letter or the date of removal, dismissal. The report and disclosure of information on the removal, dismissal and election of a replacement for the Chairman of the Board of Directors shall be implemented in accordance with clause 4 Article 26 of the Internal Regulations on Corporate Governance.</p>	Amend to follow Article 27 Proposed amendment Internal Regulations on Corporate Governance
15	Clause 4 Article 8	<p>Article 8. Chairman of the Board of Directors</p> <p>4. If the Chairman of the Board of Directors is absent, he/she must authorize in writing to Deputy Chairman of the Board of Directors (if any) or one of BOD member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles provided in the Company Charter. If no one is authorized or the position of the Chairman of the Board of Directors is vacant or the chairperson of the Boards of</p>	<p>Article 7. Chairman of Board of Directors</p> <p>5. 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</p>	Amend to follow Article 34 Proposed amendment Company Charter

		<p>Directors is dead, missing, put in temporary detention, serving an imprisonment sentence or administrative measure of a compulsory drug rehabilitation center, compulsory education institution, absconds from his/her place of residence, has his/her civil act capacity restricted or lost, having difficulties in cognition and behavior control, banned from conducting business, holding certain posts or performing certain jobs by courts, the remaining members shall elect one of them on the majority principle to hold the position of the chairperson of the Board of Directors until a new decision of the Board of Directors is issued. During the period in which the office of the Chairman of the Board of Directors is vacant, the Deputy Chairman shall perform all the rights and obligations of the Chairman.</p>	<p>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>6. 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 death, 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 capacity for civil acts limited or lost, has difficulty in perceiving and controlling acts, is prohibited by 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>	
16	Delete Clause 5 Article 8	<p>Article 8. Chairman of the Board of Directors</p> <p>5. The Board of Directors must nominate at least one (01) person in charge of company governance to support company governance effectively. The person in charge of company governance can concurrently take over the position as the company secretary as specified in Clause 5, Article 156 of the Law on Enterprises. The person in charge of company governance has rights and obligations as prescribed in the Article 49 of the Company Charter.</p>		Delete because this content is stipulated at Article 42 Proposed amendment Internal Regulations on Corporate Governance
17	Add Article 8 Proposal		<p>Article 8. Vice Chairman of Board of Directors</p> <p>1. The Board of Directors may elect a member to be the Vice Chairman of the Board of Directors.</p> <p>2. The Vice Chairman of the Board of Directors shall have the following powers and duties:</p> <p>a. The Vice Chairman of the Board of Directors shall assist the Chairman of the Board of Directors in</p>	Add to follow clause 5 Article 34 Proposed amendment Company Charter and clause 3 Article 25 Proposed amendment Internal Regulations on Corporate Governance

			<p>performing the powers and duties as may be delegated 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 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> <p>3. In case the Vice Chairman of the Board of Directors resigns or is removed, dismissed, the Board of Directors must elect another person in replacement within ten (10) days from the date of receipt of the resignation letter or the date of removal, dismissal. The report and disclosure of information on the removal, dismissal and election of a replacement for the Vice Chairman of the Board of Directors shall be conducted similarly as that for the Chairman of the Board of Directors.</p>	
18	Clause 1,3 Article 9	<p>Article 9. Relief of duty, removal from office, replacement and addition of the Board of Directors' members</p> <p>1. A member of the Board of Directors shall be relieved of duty by the General Meeting of Shareholders in the following cases:</p> <p>a) Not fully satisfying the criteria and conditions provided in Article 155 of the Law on Enterprises;</p> <p>b) Having not participated in activities of the Board of Directors for 06 consecutive months, except force majeure cases;</p> <p>c) Having submitted a resignation letter which is approved;</p> <p>d) Other cases provided in the Company Charter.</p> <p>3. If it is necessary, the General Meeting of Shareholders shall decide on replacing a member of the Board of Directors; relieving of duty, removing from office with a member of the Board of Directors except cases as prescribed in Clause 1 and Clause 2 of this Article.</p>	<p>Article 9. Removal, dismissal, replacement and additional election of members of the Board of Directors</p> <p>1. Members of the Board of Directors shall be removed in the following cases:</p> <p>a. He/she no longer satisfies the standards and conditions as provided in Article 6 of this Regulation;</p> <p>b. He/she has not participated in any activity of the Board of Directors for a period of six (06) consecutive months, except in the event of force majeure;</p> <p>c. He/she submits a resignation letter which is approved;</p> <p>d. There is evidence that the member of the Board of Directors has lost his/her capacity for civil acts;</p> <p>e. When deeming it necessary, the General Assembly of Shareholders may decide to remove members of the Board of Directors;</p> <p>f. Other cases as provided by the Laws.</p>	<p>Rewrite to follow current Regulations on Operations of the Board of Directors and clause 1 Article 26 Proposed amendment Internal Regulations on Corporate Governance</p>



19	Clause 2 Article 9	<p>Article 9. Relief of duty, removal from office, replacement and addition of the Board of Directors' members</p> <p>2. A member of the Board of Directors shall be removed from office by resolutions of the General Meeting of Shareholders</p>	<p>Article 9. Removal, dismissal, replacement and additional election of members of the Board of Directors</p> <p>2. A member of the Board of Directors may be removed, replaced according to a resolution of the General Assembly of Shareholders.</p>	Rewrite to make it clearer
20	Clause 4 Article 9	<p>Article 9. Relief of duty, removal from office, replacement and addition of the Board of Directors' members</p> <p>1. The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:</p> <p>a) The number of members of the Board of Directors is reduced by more than one-third of the number provided in the Company Charter. In this case, the Board of Directors shall convene the meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;</p> <p>b) The number of independent members of the Board of Directors is reduced, not meeting the percentage provided at Clause 4 Article 22 of the Internal Regulation on Corporate Governance of the Company. In this case, the convening of the General Meeting of Shareholders shall be conducted according to Clause 3, Article 7 of this Regulation;</p> <p>c) Except for cases provided at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members of the Board of Directors to replace members of the Board of Directors who have been relieved of duty or removed from office in the latest meeting.</p>	<p>Article 9. Removal, dismissal, replacement and additional election of members of the Board of Directors</p> <p>3. The Board of Directors shall convene the meeting of the General Assembly of Shareholders to elect additional members of the Board of Directors in the following cases:</p> <p>a. The number of members of the Board of Directors decreases by more than one third (1/3) of the number of members having been previously elected. In this case, the Board of Directors shall convene a meeting of the General Assembly of Shareholders within a period of sixty (60) days from the date the number of members of the Board of Directors decreases by more than one third (1/3);</p> <p>b. The number of independent members of the Board of Directors falls below the minimum ratio as provided by the laws;</p> <p>c. In other cases, at the nearest meeting, the General Assembly of Shareholders shall elect new member to replace the member of the Board of Directors who has been removed, dismissed.</p>	Rewrite to the Mandatory Template and clause 4 Article 26 Proposed amendment Internal Regulations on Corporate Governance
21	Add Clause 4 Article 9 Proposal		<p>Article 9. Removal, dismissal, replacement and additional election of members of the Board of Directors</p> <p>4. Notice of changes, new appointment, re-appointment, election, removal, dismissal, receipt of resignation letter of a member of the Board of Directors must be reported</p>	Add to follow clause 4 Article 26 Proposed amendment Internal Regulations on Corporate Governance

			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.	
22	Point a,b Clause 1 Article 10	Article 10. Method of election, relief of duty, removal from office of members of the Board of Directors 1. The number of candidates which each group is entitled to nominate depends on the number of candidates, which is determined by the General Meeting of Shareholders, and the ownership ratios of each group, in particular: a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate to the Board of Directors; b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate two (02) candidates to the Board of Directors;	Article 10. Method of election, removal, dismissal of members of the Board of Directors 1. The number of candidates for member of the Board of Directors that each group may nominate shall depend on the number of candidates decided by the General Assembly of Shareholders and the share ownership ratio of each group, specifically as follows: a. A Shareholder or a 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 ratio to follow Article 30 Proposed amendment Company Charter
23	Clause 3 Article 10	Article 10. Method of election, relief of duty, removal from office of members of the Board of Directors 3. Unless otherwise provided in the Company Charter, the voting to elect members of the Board of Directors shall be implemented by the method of cumulative voting, whereby each shareholder has his/her/its total number of the votes equal to the total number of shares he/she/it owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder may accumulate all or part of his/her/its votes for one or more candidates. The elected members of the Board of Directors shall be determined according to the number of votes for from high to low, starting from the candidate with the highest number of votes for until sufficient members as provided in the company charter are elected. If 02 or more candidates gain the same number of votes for the last member of the Board of Directors or	Article 10. Method of election, removal, dismissal of members of the Board of Directors 3. Ballots for election of members of the Board of Directors must be made available by the Organization Team in printed form enclosed with the list of candidates arranged in Vietnamese alphabetical order and affixed with seal of the Company. 4. 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 (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 Article 24 Proposed amendment Internal Regulations on Corporate Governance

		Supervisory Board, re-election shall be carried out among the candidates with the same number of votes, or the selection shall be carried out according to the election rules or the company charter.	Directors as required by the Company among the total number of candidates for the Board of Directors. 5. 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. 6. 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.	
24	Delete point f clause 1 Article 11	Article 11. Notice of election, relief of duty, removal from office of members of the Board of Directors 1. Information related to the candidates for members of the Board of Directors to be disclosed includes: f) Other information (if any) according to the Company Charter.		Delete to follow clause 2 Article 30 Proposed amendment Company Charter
25	Clause 2, 3 Article 11	Article 11. Notice of election, relief of duty, removal from office of members of the Board of Directors 2. The public company shall take responsibilities for disclosing information about companies in which a candidate is holding the title of a member of their Board of Directors, other managerial titles and interests related to the company of the candidate for member of the Board of Directors (if any). 3. The announcement of the results of the election, relief of duty or removal of members of the Board of Directors shall comply with the regulations guiding information disclosure.	Article 11. Notification of election, removal, dismissal of members of the Board of Directors 2. The Company shall be responsible for disclosing information about the companies in which the candidates are holding position of member of the Board of Directors, other management positions and interests related to the Company of the candidates for the Board of Directors (if any). 3. Notification of the results of election, removal, dismissal of members of the Board of Directors shall be conducted pursuant to regulations on disclosing information.	Rewrite to make it clearer

26	Point a Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. The Board of Directors has the rights and obligations as stipulated in the applicable laws, Company Charter and General Meeting of Shareholders. Details of the rights and obligations are as below: a) To decide on medium term development strategies and plans and annual business plans of the company;	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: a. To decide on the strategy, medium-term development plan and annual business plan of the Company;	Rewrite to follow clause 1 Article 20 Proposed amendment Internal Regulations on Corporate Governance
27	Point e Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. The Board of Directors has the rights and obligations as stipulated in the applicable laws, Company Charter and General Meeting of Shareholders. Details of the rights and obligations are as below: e) To decide on redemption of shares according to Clauses 1 and 2, Article 133 of the Law on Enterprises;	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: e. 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's Charter;	Rewrite to follow clause 5 Article 20 Proposed amendment Internal Regulations on Corporate Governance
28	Point f Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. Details of the rights and obligations are as below: f) To decide on investment plans and investment projects within the competence and limits prescribed by law;	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: f. 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 Charter;	Rewrite to follow clause 6 Article 20 Proposed amendment Internal Regulations on Corporate Governance
29	Point g Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. Details of the rights and obligations are as below: g) To decide on market development, marketing and technology solutions; through signing, amendment, supplementation, cancellation of contracts for sale, purchase, borrowing, lending and other contracts valued at thirty-five percent (35%) or more of the total value of assets as recorded in the most recent financial statement of the Company, except for any contract, transaction under the management competence of the General	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: g. To decide on the market development, marketing and technology solutions;	Rewrite to follow clause 7 Article 20 Proposed amendment Internal Regulations on Corporate Governance; Regulations about approving the contracts, transactions are stipulated at Article 13 this Proposed

		Meeting of Shareholders specified at Point d Clause 2 Article 138 and Clause 1 and Clause 3 Article 167 of the Law on Enterprises;		amendment Regulations on Operations of BoD
30	Point h Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. Details of the rights and obligations are as below: h) To appoint, relive of duty, remove from office the Chairman of the Board of Directors, the Person in charge of Corporate Governance; to appoint, relive of duty, remove from office and sign contracts or terminate contracts with the Chief Executive Officer, the Deputy Chief Executive Officers and other key managers of the company, to decide on salaries and other benefits of such managers; to appoint an authorized representatives to exercise the right of ownership of shares or capital contribution portion in another company and decide on the level of remuneration and other benefits of such persons;	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: h. 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 this Regulation; 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;	Rewrite to follow clause 10 Article 20 Proposed amendment Internal Regulations on Corporate Governance
31	Point j Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. Details of the rights and obligations are as below: j) To decide on the organizational structure and internal management regulations, to decide on establishment of subsidiaries, branches, transaction offices, representative offices, or capital contribution or acquisition of shares in other company as stipulated in the Laws and Charter of the Company;	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: j. To decide on the organizational structure, internal management regulations of the Company, decide on the establishment of Subsidiaries, branches, transaction offices, representative offices and the activities of merger, acquisition with other enterprises, which are not the proprietary investment activities and daily activities of the Company;	Rewrite to follow clause 12 Article 20 Proposed amendment Internal Regulations on Corporate Governance
32	Point o Clause 2 Article 12	Article 12. Rights and obligation of the Board of Directors 2. Details of the rights and obligations are as below: o) To approve the issuance of Regulation on operation of the Board of Directors and Internal Regulation on Corporate Governance as approved by the General Meeting of Shareholders; to approve the issuance of	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: o. To decide on the issuance of the Regulations on Operations of the Board of Directors, the Internal	Rewrite to follow clause 17 Article 20 Proposed amendment Internal Regulations on Corporate Governance

		Regulation on operation of the Auditing Committee under the Board of Directors and to approve the issuance of regulation on information disclosure and other internal regulations of the Company; to approve the Amendment of the Regulation on conducting Virtual General Meeting and online voting as authorized by the General Meeting of the Shareholders.	Regulations on Corporate Governance after they are approved by the General Assembly of Shareholders; decide on the issuance of regulations on operations of the Audit Committee, the Risk Management Committee, the Salary, Bonus Committee under the Board of Directors, decide on the issuance of regulations on information disclosure of the Company and other internal regulations of the Company;	
33	Add point p, q, r, s, t, u, v, w, x, y Clause 2 Article 12 Proposal	Article 12. Rights and obligation of the Board of Directors 2. Details of the rights and obligations are as below: p) Other rights and obligations according to the Law on Enterprises, Law on Securities, other regulation of applicable laws and Company Charter.	Article 12. Rights and obligations of the Board of Directors 2. The Board of Directors shall have the following rights and obligations: p. To take responsibilities before Shareholders for the Company's operations; q. To treat all Shareholders equally and respect the interests of the persons having interests related to the Company; r. To ensure that the Company's operations comply with the Laws, the Charter and the Company's internal regulations; s. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers, including the misuse of the Company's assets and abuse of transactions with related party; t. To appoint the Person in charge of the Company's governance; u. To organize training courses on corporate governance and necessary skills for members of the Board of Directors, the Chief Executive Officer and other Managers of the Company; v. To establish departments or appoint persons to perform risk management and internal control tasks to meet the requirements of the Laws; w. To settle the complaints by the Company against the enterprise executives as well as decide on the selection	Add to follow Article 20 Proposed amendment Internal Regulations on Corporate Governance

			<p>of the Company's representative to deal with issues related to legal proceedings against such executive;</p> <p>x. To veto over the decision of the Chief Executive Officer in conducting any standard activity, provided that such veto is grounded;</p> <p>y. The procurement of management liability insurance, which is not intended to bring material benefits or income to the Managers and Supervisors;</p> <p>z. To decide on other issues pursuant to the Laws and as authorized by the General Assembly of Shareholders.</p>	
34	Clause 3 Article 12	<p>Article 12. Rights and obligation of the Board of Directors</p> <p>3. The Board of Directors shall pass resolutions, decisions by voting at meetings, soliciting written opinions or by other methods provided in the Company Charter. Each member of the Board of Directors shall have one vote.</p>	<p>Article 12. Rights and obligations of the Board of Directors</p> <p>3. The Board of Directors shall approve resolutions, decisions by way of voting at meetings or collecting written opinions or other methods as provided in the Company's Charter and the Internal Regulations on Corporate Governance. Each member of the Boards of Directors shall have one vote.</p>	Add referencing content to make it clearer
35	Clause 1 Article 13	<p>Article 13. Rights and obligation of the Board of Directors in approving and signing contracts and transactions</p> <p>1. The Board of Directors shall approve contracts and transactions whose values are less 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 less than 35% of the total value of the company's assets as recorded in the latest financial statements or a value stated in the Company Charter between the Company and the following related parties:</p> <ul style="list-style-type: none"> <li>- Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer, other managers and their affiliated persons;</li> <li>- Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the company, and their affiliated persons;</li> </ul>	<p>Article 13. Obligations and powers of the Board of Directors in approving, signing contracts, transactions</p> <p>1. The Board of Directors shall approve the contracts, transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements of the Company with the following related persons:</p> <ul style="list-style-type: none"> <li>a. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their Related Persons;</li> <li>b. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</li> <li>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.</li> </ul>	Rewrite to follow point h clause 2 Article 32 Proposed amendment Company Charter and clause 8 Article 20 Proposed amendment Internal Regulations on Corporate Governance

		- Enterprises which are related to parties specified in Clause 2 Article 164 of the Law on Enterprises.		
36	Add clause 2 Article 13 Proposal		Article 13. Obligations and powers of the Board of Directors in approving, signing contracts, transactions 2. The Board of Directors shall 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 pursuant to the Company's Charter or unless otherwise provided by the Law on Enterprises.	Add to follow point i clause 2 Article 32 Proposed amendment Company Charter and Proposed amendment Internal Regulations on Corporate Governance
37	Clause 2 Article 13	Article 13. Rights and obligation of the Board of Directors in approving and signing contracts and transactions 2. The person representing the Company to sign the contract, transaction shall notify the members of the Board of Directors and the members of the Supervisory Board of the persons related to such contract, transaction; the notice shall be enclosed with the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract, transaction within 15 days after receiving the notice, unless another time limit is provided in the Company Charter; members of the Board of Directors with interests related to parties of the contract, transaction shall not have the right to vote.	Article 13. Obligations and powers of the Board of Directors in approving, signing contracts, transactions 3. The representative of the Company who signs the contract, transaction must notify the members of the Board of Directors, the members of the Board of Supervision about the related entities in respect of such contract, transaction and enclose the draft contract or the main contents of transaction. The Board of Directors shall decide on the approval of contract, transaction within 7 days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract, transaction provided in clause 1 this Article shall not have the right to vote.	Add to make it clearer and reflect factual operations of company
38	Point b, c clause 1 Article 14	Article 14. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders. 1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases: b) The number of the remaining members of the Board of Directors or Supervisory Board is fewer than the number of the minimum members required by law;	Article 14. Responsibilities of the Board of Directors in convening extraordinary meeting of the General Assembly of Shareholders 1. The Board of Directors must convene an extraordinary meeting of the General Assembly of Shareholders in the following cases: b. The number of remaining members of the Board of Directors, the Board of Supervision are less than the minimum number of members provided by the Laws.	Rewrite to follow Article 6 Proposed amendment Internal Regulations on Corporate Governance



		<p>c) Upon request of a shareholder or a group of shareholders as provided in Point k Clause 1 Article 16 of Company Charter; A request for convening of a General Meeting of Shareholders must be made in writing and clearly state purposes and reasons of the meeting with sufficient signature of relevant shareholders or the request is made in multi copies, each copy must be signed off by at least one (01) relevant shareholder;</p>	<p>c. At request of a Shareholder or group of Shareholder owning 05% or more of the total number of ordinary shares in case the Board of Directors seriously violates the rights of Shareholders, the obligations of managers or makes decisions beyond its delegated power.</p>	
39	Add clause 2 Article 14 Proposal		<p>Article 14. Responsibilities of the Board of Directors in convening extraordinary meeting of the General Assembly of Shareholders</p> <p>2. A Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares, which has the right to request convening the meeting of the General Assembly of Shareholders in accordance with point c clause 1 this Article, must send the request in writing clearly stating the following contents:</p> <p>a. Full name, contact address, nationality, number of legal document of individual in respect of Shareholders being individual; name, enterprise code or number of legal documents of organization, head office address in respect of Shareholders being organization;</p> <p>b. The number of shares and the time of registration of shares of each Shareholder, the 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. The grounds and reasons for requesting to convene the 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 meeting of the General Assembly of Shareholders and enclosed documents, evidences must be sent to the Chairman of the Board of Directors at the head office address of the Company.</p>	<p>Rewrite to follow clause 3 Article 6 Proposed amendment Internal Regulations on Corporate Governance</p>

			Within seven (07) working days from the date of receipt of the request, the Board of Directors must reply in writing to the Shareholder or group of Shareholders on whether the meeting of the General Assembly of Shareholders will be convened or not.	
40	Clause 2 Article 14	<p>Article 14. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders.</p> <p>2. Time limit for convening the extraordinary General Meeting of Shareholders: Unless otherwise provided in the Company Charter, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of the remaining members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board is fewer than the number of the minimum members required by the Company Charter; or from the date of the receipt of the request of convening a meeting provided at Points c and d, Clause 1 of this Article.</p>	<p>Article 14. Responsibilities of the Board of Directors in convening extraordinary meeting of the General Assembly of Shareholders</p> <p>3. 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 or members of the Board of Supervision are as provided in point b clause 1 this Article or upon receipt of a request provided in points c and point d clause 1 this Article. In case the Board of Directors fails to convene a 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>	Rewrite to follow clause 4 Article 19 Proposed amendment Company Charter and clause 4 Article 6 Proposed amendment Internal Regulations on Corporate Governance
41	Clause 3 Article 14	<p>Article 14. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders.</p> <p>3. The convener of the General Meeting of Shareholders must perform the following works:</p> <p>a) To prepare a list of shareholders entitled to attend and to provide information and settle complaints relating to the list of shareholders;</p> <p>b) To prepare the program and agenda of the meeting; prepare documents of the meeting</p> <p>c) To draft the resolution of the General Meeting of Shareholders; the list and detailed information of candidates in the case of election of members of the Board of Directors, Supervisory Board;</p> <p>d) To determine the time and venue of the meeting;</p>	<p>Article 14. Responsibilities of the Board of Directors in convening extraordinary meeting of the General Assembly of Shareholders</p> <p>4. The convener of the meeting of the General Assembly of Shareholders must perform the following tasks:</p> <p>a. Preparing the 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 no earlier than ten (10) days before the date of sending the notice of invitation to the meeting of the General Assembly of Shareholders. The Board of Directors shall disclose information about the making of the list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders at least 20 days before the last registration date. This notice</p>	Rewrite to follow the Mandatory Template and clause 6 Article 6 Proposed amendment Internal Regulations on Corporate Governance

		<p>e) To send the meeting invitation to each shareholder entitled to attend the meeting according to the Law on Enterprises;</p> <p>f) Other activities to serve the meeting according to the applicable and the Company Charter.</p>	<p>shall be disclosed to the relevant authorities and posted on the website of the Company.</p> <p>b. Providing information and settling complaints related to the list of Shareholders.</p> <p>c. Preparing the agenda and contents of the meeting.</p> <p>d. Preparing documents relevant to the contents of the meeting.</p> <p>e. Preparing draft resolutions of the General Assembly of Shareholders according to the proposed contents of the meeting, list and detailed information of candidates in case of election of members of the Board of Directors, members of the Board of Supervision.</p> <p>f. Determining the time and venue of the meeting.</p> <p>g. Sending notice of invitation to the meeting to all Shareholders entitled to attending the meeting.</p> <p>h. Other tasks which serve the meeting.</p>	
42	Clause 1 Article 15	<p>Article 15. Committees of the Board of Directors</p> <p>1. The Board of Directors may establish committees under the Board of Directors to be in charge of development strategies, human resources, remuneration, internal audit and risk management. Number of members in each committee shall be decided by the Board of Directors and consists of at least three (03) members, including members of the Board of Directors and external members. Operations of the committees must comply with the regulations of the Board of Directors. Resolutions of the committees are only effective when the majority of members attends and votes for the resolutions at the committees' meetings.</p>	<p>Article 15. Committees of the Board of Directors</p> <p>1. The Board of Directors may establish Committees to take charge of development policies, personnel, compensation and benefits, internal audit, risk management pursuant to the Internal Regulations on Corporate Governance.</p> <p>2. The number of members of each Committee shall be decided by the Board of Directors from time to time. One of these members shall be appointed as the Head of the Committee under a decision of the Board of Directors. Members of a Committee may also be 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.</p>	Rewrite to follow Article 38 Proposed amendment Internal Regulations on Corporate Governance
43	Clause 2 Article 15	<p>Article 15. Committees of the Board of Directors</p> <p>2. The implementation of resolutions of the Board of Directors or Committees under the Board of Directors must comply with regulations of applicable laws, the</p>	<p>Article 15. Committees of the Board of Directors</p> <p>3. The Committees shall operate in compliance with their own regulations on operations issued by the Board of Directors, this Regulation, the Internal Regulations on</p>	Rewrite to follow Article Proposed amendment Internal

		Company's Charter and the Internal Regulations of Corporate Governance.	Corporate Governance, the Company's Charter and relevant Laws.	Regulations on Corporate Governance
44	Clause 3,4 Article 16	<p>Article 16. Meetings of the Board of Directors</p> <p>3. The Chairman of the Board of Directors must, without delays in the absence of proper reasons, convene a meeting of the Board of Directors when one of the following parties submits a written request presenting purposes of the meeting and matters that need to be discussed:</p> <p>a) At the request of the Supervisory Board or an independent member of the Board of Directors;</p> <p>b) At the request of the Chief Executive Officer or at least 05 other managers;</p> <p>c) At the request of at least 02 members of the Board of Directors;</p> <p>d) Other cases provided in the Company Charter.</p> <p>4. The request specified in Clause 3 of this Article must be made in writing, specify the purpose and issues to be discussed and decided within the competence of the Board of Directors.</p>	<p>Article 16. Meetings of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors, without delay except for the case of an acceptable reason, when one of the following entities makes a written request explaining the purpose of the meeting and issues to be discussed:</p> <p>a. At the request of the Board of Supervision or independent member of the Board of Directors;</p> <p>b. At the request of the Chief Executive Officer or at least five (05) other Managers;</p> <p>c. At the request of at least two (02) members of the Board of Directors;</p> <p>The request shall be made in writing, clearly stating the purposes, issues to be discussed and decided within the competence of the Board of Directors.</p>	Rewrite to follow clause 3 Article 30 Proposed amendment Internal Regulations on Corporate Governance
45	Clause 6 Article 16	<p>Article 16. Meetings of the Board of Directors</p> <p>6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors shall send a meeting invitation at least 03 working days prior to the date of meeting, unless otherwise provided by the company charter. The invitation must specify the time and venue of the meeting, the agenda and issues to be discussed and decided. The notice shall be enclosed with documents to be used at the meeting and voting slips for the members.</p> <p>The invitation notice to the Board of Directors' meeting may be sent by invitation letter, telephone, fax, electronic means or other means as provided in the Company Charter and guarantee that it reaches the contact address of each member of the Board of Directors registered with the Company.</p>	<p>Article 16. Meetings of the Board of Directors</p> <p>5. The Chairman of the Board of Directors or the converner of the meeting of the Board of Directors shall send the notice of invitation to the meeting at least three (03) working days before the meeting date. The meeting invitation notice shall specify the time and venue of the meeting, the agenda, the issues for discussion and decision. The meeting invitation notice must be enclosed with the documents used at the meeting and the voting slips of the members.</p> <p>6. Notice of invitation to the meeting of the Board of Directors may be sent in the form of invitation letter, via phone, fax, email or other means of communication guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.</p>	Rewrite to make it clearer

46	Add clause 8 Article 16 Proposal		Article 16. Meetings of the Board of Directors 8. In case there is a request of the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.	Add to follow clause 6 Article 30 Proposed amendment Internal Regulations on Corporate Governance
47	Clause 8 Article 16	Article 16. Meetings of the Board of Directors 8. A meeting of the Board of Directors shall be conducted if it is attended by three quarters or more of the total members. If a meeting convened under this Clause does not include sufficient attending members as required, the second meeting shall be convened within 07 days from the date of intending to open the first meeting, unless a shorter period is provided in the Company Charter. In this case, the meeting shall be conducted if it is attended by more than half of the members of the Board of Directors.	Article 16. Meetings of the Board of Directors 9. 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 if more than half (1/2) of the members of the Board of Directors attend the meeting.	Rewrite to follow clause 7 Article 30 Proposed amendment Internal Regulations on Corporate Governance
48	Add clause 10 Article 16 Proposal		Article 16. Meetings of the Board of Directors 10. Meeting of the Board of Directors may be conducted in form of physical meeting, online conference, teleconference, other form of conference or a combination of all such forms provided that if there are members being present in difference places, then each attending member can: a. Hear each other member of the Board of Directors expressing opinions at the same time during the meeting; b. Speak to all other attending members simultaneously. Members 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.	Add to follow clause 8 Article 30 Proposed amendment Internal Regulations on Corporate Governance
49	Clause 9, 10 Article 16	Article 16. Meetings of the Board of Directors	Article 16. Meetings of the Board of Directors	Rewrite to follow clause 6 Article 32 Proposed amendment

		<p>9. The members of the Board of Directors shall be considered attending and voting at a meeting in the following cases:</p> <p>a) They attend and directly vote at the meeting;</p> <p>b) They authorize another person to attend and vote under Clause 11 of this Article;</p> <p>c) Attending and voting by video conferencing, electronic voting or another electronic form;</p> <p>d) They send the vote to the meeting by post, fax or e-mail.</p> <p>e) Sending the vote by other means as provided in the company charter.</p> <p>10. If sent by post to the meeting, the vote shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour prior to the opening of the meeting. Written votes shall only be opened in the presence of all the people attending the meeting.</p>	<p>11. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:</p> <p>a. Attending and voting directly at the meeting;</p> <p>b. Authorizing another person to attend the meeting and vote in accordance with Article 31 of the Internal Regulations of Corporate Governance;</p> <p>c. Attending and voting via online conference, electronic voting or other electronic means;</p> <p>d. Sending voting slip to the meeting via mail, fax, email or other means of communication;</p> <p>e. Sending voting slip via other means pursuant to the previous decision of the Board of Directors.</p> <p>In case of sending the voting slip to the meeting via mail, the voting slip must be put in a closely sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting slips may only be opened in the presence of all attendees.</p>	Internal Regulations on Corporate Governance
50	Clause 12 Article 16	<p>Article 16. Meetings of the Board of Directors</p> <p>12. Unless a higher ratio is provided in the Company Charter, a resolution or decision of the Board of Directors may be adopted only when it is approved by the majority of the attending members; in the case of a tied vote, the final decision shall be made in favor of the vote of the Chairman of the Board of Directors.</p>	<p>Article 16. Meetings of the Board of Directors</p> <p>13. 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 to the side possessing the opinion of the Chairman of the Board of Directors.</p>	Rewrite to make it clearer
51	Point i Clause 1, 2 Article 17	<p>Article 17. 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 name and signatures of the Chairman and minutes recorder, except for cases specified in Clause 2 of this Article.</p>	<p>Article 17. 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 made in Vietnamese and may also be in a foreign language, and must include the following main contents:</p> <p>i. Full name and signature of the chairman and the minutes recorder. In case the chairman, the minutes recorder refuses to sign the meeting minutes, such</p>	Rewrite to follow Article 34 Proposed amendment Internal Regulations on Corporate Governance

		2. If the Chairman, minutes recorder refuses to sign in the meeting minutes, but such minutes is signed by the remaining members of the Board of Directors and contains sufficient contents according to Points a, b, c, d, đ, e, g and h of Clause 1 of this Article, it shall be valid.	minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all contents provided in points a to h of this clause. The meeting minutes shall clearly state the fact that the chairman, the minutes recorder refuses to sign the meeting minutes. The persons who sign in the meeting minutes shall be jointly responsible for the accuracy and honesty of the contents of the minutes of the meeting of the Board of Directors. The chairman, the minutes recorder shall be personally liable for damage caused to the Company due to the refusal to sign the meeting minutes pursuant to the Laws.	
52	Add clause 3 Article 17 Proposal		Article 17. Minutes of meetings of the Board of Directors 3. The Chairman of the Board of Directors shall have the responsibility to send meeting minutes of the Board of Directors to members and such minutes shall be authentic evidence of the works carried out in the meeting. Meeting minutes may be made in multiple copies and each copy shall have the signature of at least one (01) attending member of the Board of Directors.	Rewrite to follow clause 3 Article 34 Proposed amendment Internal Regulations on Corporate Governance
53	Clause 5 Article 17	Article 17. Meeting minutes of the Board of Directors 5. Minutes in Vietnamese and minutes in a foreign language shall be equal validity. If there are any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall be applied.	Article 17. Minutes of meetings of the Board of Directors 5. Minutes made in Vietnamese and foreign language shall have the same validity. In case there is any discrepancy in contents between the minutes in Vietnamese and foreign languages, the contents in the Vietnamese minutes shall prevail.	Rewrite to follow clause 5 Article 34 Proposed amendment Internal Regulations on Corporate Governance
54	Add Article 18 Proposal		Article 18. Collection of written opinions to pass resolutions, decisions of the Board of Directors 1. The Chairman of the Board of Directors shall decide on the collection of written opinions in order to pass resolutions, decisions of the Board of Directors. The opinion collection forms may be in form of paper document or electronic mail. This procedure shall be	Add to follow Article 35 Proposed amendment Internal Regulations on Corporate Governance and reflect factual operations of company

			<p>applicable to both regular and extraordinary meetings as provided in Article 16 of this Regulation.</p> <p>2. The Chairman of the Board of Directors upon deciding on the collection of written opinions shall send opinion collection forms enclosed with a draft of the resolution, decision of the Board of Directors and other relevant documents to all members of the Board of Directors no later than seven (07) days prior to the end of the time limit for returning opinion collection forms. Deadline for returning opinions must be specified in the opinion collection forms.</p> <p>3. The opinion collection form must contain the following main contents:</p> <ul style="list-style-type: none"><li>a. Name, head office address, enterprise code of the Company;</li><li>b. Issues on which opinion needs to be collected to approve the resolution, decision, reasons, purposes of collecting opinions;</li><li>c. Voting options, comprising agreement, disagreement and abstention for each issue;</li><li>d. Time limit within which the members of the Board of Directors must return their opinion.</li></ul> <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 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> <ul style="list-style-type: none"><li>a. The replying electronic mail shall specify decision on agreement, disagreement or abstention for each issue; or</li><li>b. The replying electronic mail shall attach a photograph of the completed opinion collection form, which shall</li></ul>	
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			<p>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 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</p>	
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			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.	
55	Clause 2,3 Article 18	<p>Article 18. Submission of annual reports</p> <p>2. The reports specified at Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company Charter.</p> <p>3. Reports specified in Clauses 1, 2 and 3 of this Article, the Supervisory Board’s appraisal reports and audit reports must be kept at the company’s head office no later than 10 days before the opening date of the annual meeting of the General Meeting of Shareholders, unless a longer time limit is provided in the company charter. A shareholder owning shares of the company for at least 01 consecutive year is entitled to examine the reports provided in this Article by himself/herself or together with a lawyer or an accountant or an auditor possessing a practice certificate.</p>	<p>Article 19. Submission of annual reports</p> <p>2. The reports provided in points a, b and c clause 1 this Article must be sent to the Board of Supervision for appraisal no later than 30 days before the opening date of the annual meeting of the General Assembly of Shareholders.</p> <p>3. The reports provided in clauses 1, 2 this Article, the appraisal report of the Board of Supervision and the audit report must be kept at the head office of the Company no later than 10 days before the opening date of the annual meeting of the General Assembly of Shareholders. Shareholders owning shares in the Company continuously for at least 01 year may by themselves or together with a lawyer, accountant or auditor having a practising certificate, directly review the reports provided in this Article.</p>	Rewrite to make it clearer
56	Clause 2 Article 19	<p>Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors</p> <p>2. Members of the Board of Directors are entitled to remuneration for work and bonuses. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders.</p>	<p>Article 20. Remuneration, bonus and other benefits of members of the Board of Directors</p> <p>2. Members of the Board of Directors shall be entitled to work remuneration and bonus. The work remuneration shall be calculated on the basis of the number of working days necessary for completing tasks of members of the Board of Directors and the rate of remuneration per day. The Board of Directors shall estimate the amount of remuneration for each member on the principle of consensus. The total amount of remuneration and bonus for the Board of Directors shall be decided by the General Assembly of Shareholders at the annual meeting.</p>	Rewrite to follow the Mandatory Template

57	Clause 4 Article 19	Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors 4. Members of the Board of Directors, who also hold executive roles in the Company or who are executive members of committees under the Board of Directors or who carry out other works besides their Board of Director roles, might be paid additionally in terms of one-off incomes, salaries, commissions, profit sharing or other ways of compensations as approved by the Board of Directors.	Article 20. Remuneration, bonus and other benefits of members of the Board of Directors 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 on a case by case basis, salary, commission, profit percentage or other form as decided by the Board of Directors.	Rewrite to follow Article 33 Proposed amendment Company Charter
58	Delete Clause 6 Article 19	Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors 6. The Company might offer professional liability insurances to members of the Board of Directors upon the approval of the General Meeting of Shareholders. The insurance will not cover any personal liabilities that are related to violations of laws or the Company's Charter by the members.		Delete because this regulation is stipulated at point y clause 2 Article 12 this Proposed amendment Internal Regulations on Corporate Governance
59	Delete reference Article 20	Article 20. Public disclosure of related interests Unless more strictly provided in the Company Charter, the public disclosure of related interests and affiliated persons of the Company shall be carried out as follows:		Delete unnecessary reference
60	Article 22	Article 22. Relationship with the Board of Management	Article 23. Relationship with the Chief Executive Officer and Executive Board	Amend title to follow the organizational structure of the company