

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

NO.	PROVISION	CURRENT REGULATIONS	PROPOSED AMENDMENT	REASONS
1	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 dated 22/04/2021; - The Supervisory Board promulgated the Regulation on Organization and Operation of the Supervisory Board of Ho Chi Minh City Securities Corporation; - Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation shall consist of following provisions: 	<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 Supervision promulgates the Regulations on Operations of the Board of Supervision of the Company (hereinafter referred to as “this Regulation”), including the following contents: 	Amend to reflect new amendment and make it clearer
2	Clause 1 Article 1	<p>Article 1. Governing scope and Subjects of application</p> <p>1. Governing scope: This Regulation stipulates personnel organization, criteria and conditions, rights and obligations of the Supervisory Board and the Supervisors in compliance with the Law on Enterprises, Company Charter and effective regulations of applicable law.</p>	<p>Article 1. Governing scope and subjects of application</p> <p>1. Governing scope: the Regulations on Operations of the Board of Supervision regulate the personnel organizational structure, standards, conditions, rights and obligations of the Board of Supervision and members of the Board of Supervision in accordance with the Law on Enterprises, the Company's Charter and other relevant regulations. 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 meanings set forth in the Company's Charter.</p>	Add referencing content in order not to stipulate Interpretation of terms
3	Delete Clause 5 Article 4	<p>Article 4. Term of office and numbers of members of the Supervisory Board</p> <p>5. Members of the Supervisory Board shall elect one of them to be the Head of the Supervisory Board. Head of the</p>		Delete because this content is stipulated at clause 2 Article this Proposed amendment

		Supervisory Board must meet the criteria and conditions prescribed in the laws and the Company Charter.		Regulations on Operations of the BoS
4	Clause 1 Article 5	Article 5. Criteria and conditions for members of the Supervisory Board Members of the Supervisory Board must meet the following criteria and conditions: 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.	Article 5. Standards and conditions for members of the Board of Supervision 1. Not falling within the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to the Laws on Enterprises.	Rewrite to follow Article 169 Law on Enterprises and Article 45 Proposed amendment Internal Regulations on Corporate Governance
5	Clause 2 Article 5	Article 5. Criteria and conditions for members of the Supervisory Board 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.	Article 5. Standards and conditions for members of the Board of Supervision 3. Not being Persons with Family Relationship of members of the Board of Directors, the Chief Executive Officer and other Managers.	Rewrite to follow Article 169 Law on Enterprises and Article 45 Proposed amendment Internal Regulations on Corporate Governance
6	Clause 3 Article 5	Article 5. Criteria and conditions for members of the Supervisory Board 3. Not holding any managerial positions in the Company;	Article 5. Standards and conditions for members of the Board of Supervision 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 and Article 45 Proposed amendment Internal Regulations on Corporate Governance
7	Delete clause 4 Article 5	Article 5. Criteria and conditions for members of the Supervisory Board 4. Not be concurrently acting as a Managers or a Supervisor of another securities company;		This content is stipulated at clause 1 Article 6 this Proposed amendment Internal Regulations on Operations of the BoS
8	Clause 6, 7 Article 5	Article 5. Criteria and conditions for members of the Supervisory Board 6. Not working in the accounting or finance department of the Company.	Article 5. Standards and conditions for members of the Board of Supervision 5. Not currently working in the accountant, financial department of the Company.	Rewrite to follow Article 45 Proposed amendment Internal Regulations on Corporate Governance

		7. Being a member or employee of an audit firm approved to audit the company's financial statements in the previous consecutive 03 years.	6. Not being members or employees of the independent audit company which has audited the financial statements of the Company for 03 preceding consecutive years.	Regulations on Corporate Governance
9	Clause 1 Article 6	Article 6. Head of the Supervisory Board 1. The Head of the Supervisory Board must possess a university or higher degree in economics, finance, accounting, auditing, law, or business administration or another majors relating to the Company's business operations	Article 6. Head of the Board of Supervision 1. 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 operations. The Head of the Board of Supervision shall not concurrently be a member of the Board of Supervision or a manager of another securities company.	Rewrite to follow clause 1 Article 48 Proposed amendment Internal Regulations on Corporate Governance
10	Clause 3 Article 6	Article 6. Head of the Supervisory Board 3. Rights and obligations of the Head of The Supervisory Board shall be stipulated by the Company Charter	Article 6. Head of the Board of Supervision 3. Rights and obligations of the Head of the Board of Supervision shall be as provided in the Company's Charter and the Internal Regulations on Corporate Governance.	Add referencing content to make it clearer
11	Point a, b Clause 1 Article 7	Article 7. Nomination and Self-nomination of members of the Supervisory Board 1. Self-nomination and nomination for election of Supervisors shall be carried out according to 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 Supervisory Board 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	Article 7. Nomination, candidacy for members of the Board of Supervision 1. The nomination, candidacy for members of the Board of Supervision shall be implemented in accordance with the following provisions: a. A Shareholder or a group of Shareholders holding ten percent (10%) to less than twenty percent (20%) of the total number of voting shares may nominate up to one (01) candidate to the Board of Supervision. 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.	Amend ratio to follow Article 41 Proposed amendment Company Charter
12	Point b Clause 2 Article 7	Article 7. Nomination and Self-nomination of members of the Supervisory Board 2. The nomination of candidates to the Supervisory Board shall be carried out as follows:	Article 7. Nomination, candidacy for members of the Board of Supervision 2. The nomination for members of the Board of Supervision shall be implemented as follows:	Rewrite to follow point b clause 3 Article 16 Proposed

		<p>b) Based on the number of members of the Supervisory Board, the shareholders or group of shareholders provided in this Clause 1 have the right to nominate one or more candidates to the Supervisory Board as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.</p>	<p>b. Based on the number of members of the Board of Supervision, the shareholder or group of shareholders as provided in clause 1 this Article may nominate one or more candidates to the Board of Supervision as decided by the General Assembly of Shareholders.</p>	<p>amendment Company Charter</p>
13	<p>Clause 3 Article 7</p>	<p>Article 7. Nomination and Self-nomination of members of the Supervisory Board 3. In case the number of nominated and self-nominated candidates for members of the Supervisory Board is smaller than that required as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Supervisory Board may additionally recommend candidates or organize nomination under the mechanism in the Company Charter and the Internal Regulation on Corporate Governance and the Regulation on Operation of the Supervisory Board. 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 according to regulations of laws.</p>	<p>Article 7. Nomination, candidacy for members of the Board of Supervision 3. In case the number of candidates for the Board of Supervision through nomination and candidacy remain less than the required number as provided in clause 1 Article 4 of this Regulation, the incumbent Board of Supervision shall nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and this Regulation. The nomination of additional candidates by the incumbent Board of Supervision must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Supervision pursuant to the laws.</p>	<p>Add referencing content to make it clearer</p>
14	<p>Clause 1, 3 Article 8</p>	<p>Article 8. Method of election, relief of duty, removal from office of members of the Supervisory Board 1. The election of members of the Supervisory Board shall be conducted in the principle of cumulative voting provided in Article 30 of the Company Charter, thereby each shareholder or an authorized person shall have the total number of votes equal to the total number of shares he/she/it owns/represents multiplied by the number of candidates to be elected to the Supervisory Board. 3. Shareholders or authorized persons attending the meeting may accumulate all or part of his/her/its votes for</p>	<p>Article 8. Method of election, removal, dismissal of members of the Board of Supervision 1. Voting to elect members of the Board of Supervision must be carried out by cumulative voting as provided in Article 41 of the Company's Charter, 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 or more candidates. However, a Shareholder or a person</p>	<p>Rewrite to follow clause 4 Article 41 Proposed amendment Company Charter and clause 2 Article 47 Proposed amendment Internal Regulations on Corporate Governance</p>

		one or more candidates. However, shareholders or authorized persons can only vote for the maximum number of Supervisors as requested by the Company within the total candidates for the Supervisory Board.	authorized to attend the meeting may only elect the maximum number of Supervisors requested by the Company among the total number of candidates for the Board of Supervision.	
15	Clause 6 Article 8	Article 8. Method of election, relief of duty, removal from office of members of the Supervisory Board 6. If 02 or more candidates gain the same number of votes for the last member of the 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 approved by the General Meeting of Shareholders.	Article 8. Method of election, removal, dismissal of members of the Board of Supervision 5. 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 selection according to criteria of voting regulations previously imposed by the General Assembly of Shareholders or conduct a re-election among such candidates receiving the same number of votes.	Rewrite to follow clause 4 Article 47 Proposed amendment Internal Regulations on Corporate Governance
16	Point c clause 2 Article 9	Article 9. Cases of relief of duty, removal from office of members of the Supervisory Board 2. A member of the Supervisory Board shall be removed from office by the General Meeting of Shareholders in the following cases: c) Committing serious, multiple violations of the obligations of supervisors provided in the Law on Enterprises and the Company Charter;	Article 9. Cases of removal, dismissal of members of the Board of Supervision 2. The General Assembly of Shareholders Members shall dismiss members of the Board of Supervision in the following cases: c. Committing repeated violations, committing serious violations of the obligations of members of the Board of Supervision as provided by the Laws, the Company's Charter, the Internal Regulations on Corporate Governance and this Regulation;	Add referencing content to make it clearer
17	Delete clause 3 Article 9	Article 9. Cases of relief of duty, removal from office of members of the Supervisory Board 3. Where the Supervisory Board seriously breaches its obligations, threatening to cause damage to the Company, the Board of Directors shall convene the General Meeting of Shareholders to consider removal of the incumbent Supervisory Board and election of a new Supervisory Board for replacement.		Delete to follow the Mandatory Template and Article 42 Proposed amendment Company Charter; Article 49 Proposed amendment Internal Regulations on Corporate Governance
18	Point d clause 1 Article 10	Article 10. Notice of election, relief of duty, removal from office of Supervisors	Article 10. Notification of election, removal, dismissal of members of the Board of Supervision	Rewrite to follow clause 2 Article 41

		<p>1. Information related to the candidates for Supervisors to be disclosed includes:</p> <p>d) Other managerial titles;</p>	<p>1. Information related to candidates for the Board of Supervision to be published shall include:</p> <p>d. Other management titles (including titles in the Board of Supervision of other companies);</p>	<p>Proposed amendment Company Charter and clause 2 Article 46 Proposed amendment Internal Regulations on Corporate Governance</p>
19	Delete point f clause 1 Article 10	<p>Article 10. Notice of election, relief of duty, removal from office of Supervisors</p> <p>f) Other information (if any) according to the Company Charter.</p>		<p>Delete to follow clause 2 Article 41 Proposed amendment Company Charter and clause 2 Article 46 Proposed amendment Internal Regulations on Corporate Governance</p>
20	Clause 2, 3 Article 10	<p>Article 10. Notice of election, relief of duty, removal from office of Supervisors</p> <p>2. Notice of election, relief of duty, removal from office, submission of resignation letter with effective date according to the Law on Enterprises and Company Charter 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>3. 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 Supervisor (if any) to competent authorities.</p>	<p>Article 10. Notification of election, removal, dismissal of members of the Board of Supervision</p> <p>2. Việc bổ nhiệm, miễn nhiệm, bãi nhiệm, thay thế thành viên Ban Kiểm phải được công bố thông tin theo quy định Pháp luật về công bố thông tin trên thị trường chứng khoán.</p>	<p>Rewrite to follow the Mandatory Template</p>
21	Point a clause 1 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>1. Rights of the Supervisory Board</p> <p>a) To use independent consultants, internal audit department of the company to fulfill its assigned tasks.</p>	<p>Article 11. Rights and obligations of the Board of Supervision</p> <p>10. To use independent consultants, internal audit department of the Company to perform the assigned duties.</p>	<p>Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations</p>

				on Corporate Governance
22	Point b clause 1 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>1. Rights of the Supervisory Board</p> <p>b) To consult the Board of Directors: The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.</p>	<p>Article 11. Rights and obligations of the Board of Supervision</p> <p>11. The Board of Supervision may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Assembly of Shareholders.</p>	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance
23	Delete point c clause 1 Điều 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>1. Rights of the Supervisory Board</p> <p>c) To be provided with information:</p> <ul style="list-style-type: none"> - Notice of invitation for meeting, forms of opinion collection from members of the Board of Directors and attached documents must be sent to members of the Supervisory Board at the same time and by the same methods as to members of the Board of Directors; - Resolutions, decisions and meeting minutes of the General Meeting of Shareholders, Board of Directors must be sent to members of the Supervisory Board at the same time and by the same methods as to members of the Board of Directors; - Reports of Chief Executive Officer submitted to the Board of Directors or other documents issued by the company must be sent to members of the Supervisory Board at the same time and by the same methods as to members of the Board of Directors; - Members of the Supervisory Board have the right to access the company's files and documents kept at the head office, branches and other locations; have the right to access workplaces of managers and employees of the company during working hours to perform their duties. - The Board of Directors, Chief Executive Officer, and 		This content is stipulated at Article 12 Proposed amendment Company Charter

		<p>other managers shall fully, accurately and promptly provide information and documents relating to the management, administration and business operations of the company at the request of supervisors or the Supervisory Board. The person in charge of corporate governance must ensure that all copies of financial information, other information provided to members of the Board of Directors and copies of Minutes of the Board of Directors and General Meeting of Shareholders must be provided to members of the Supervisory Board at the same time they are provided</p>		
24	Delete point d clause 1 Điều 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>1. Rights of the Supervisory Board</p> <p>d) To receive remuneration and other benefits:</p> <ul style="list-style-type: none"> - Members of the Supervisory Board shall be entitled to remuneration for work and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the annual total remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board based on the estimated number of working days, number and nature of jobs and the per diem rate of remuneration of each member; - Members of the Supervisory Board shall be paid expenses for meals, accommodation, travel, use of independent consultancy services and other incurred expenses at reasonable rates when they attend meetings of the Supervisory Board or conducting other duties of the Supervisory Board. 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; - Salaries and operating expenses of the Supervisory Board shall be included in business expenses of the Company according to the law on enterprise income tax and other 		<p>This content is stipulated at Article 17 this Proposed amendment Regulations on Operations of the BoS</p>

		relevant laws and shall be recorded as a separate item in annual financial statements of the company.		
25	Delete clause 2 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>2. While performing their duties, members of the Supervisory Board must have the following obligations:</p> <p>a) To comply with law, Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising vested rights and performing assigned obligations.</p> <p>b) To exercise vested rights and perform assigned obligations in an honest, prudent and best manner in order to ensure the maximum lawful interests of the Company.</p> <p>c) To be loyal to the interests of the Company and shareholders; refrain from abusing their positions and posts and using business information, know - how, opportunities and other assets of the company for their own personal benefits or for the benefits of other organizations, individuals.</p> <p>d) Other obligations stipulated by applicable laws.</p>		Delete to follow the Mandatory Template and Article 44 Proposed amendment Company Charter; Article 43 Proposed amendment Internal Regulations on Corporate Governance
26	Point a clause 3 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>3. Responsibilities of the Supervisory Board:</p> <p>a) The Supervisory Board shall supervise the Board of Directors, the Board of Management in the management and administration of the company; The Supervisory Board takes responsibility before the laws, the General Meeting of Shareholders for its supervision;</p>	<p>Article 11. Rights and obligations of the Board of Supervision</p> <p>1. The Board of Supervision shall supervise the Board of Directors, the Chief Executive Officer in the management and operation of the Company.</p> <p>17. To take responsibility before the Shareholders for its supervision operations.</p>	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance
27	Point c clause 3 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>3. Responsibilities of the Supervisory Board:</p> <p>c) To appraise the completeness, legality and truthfulness of the Company's business reports and annual and biannual financial statements, and reports evaluating management work of the Board of Directors; and to submit appraisal</p>	<p>Article 11. Rights and obligations of the Board of Supervision</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</p>	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations

		reports of financial statements at the annual meeting of the General Meeting of Shareholders, annual business performance reports and reports evaluating management of the Board of Directors to the General Meeting of Shareholders;	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 of 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.	on Corporate Governance
28	Point d clause 3 Article 11	Article 11. Rights, obligations and responsibility of the Supervisory Board 3. Responsibilities of the Supervisory Board: d) To propose for selection of the independent auditing company, audit fee and all related matters; to propose and recommend the General Meeting of Shareholders to approve the list of auditing companies approved to audit the financial statements of the Company; to decide on which independent auditing companies shall inspect the Company operations, relief from duty independent auditors when necessary;	Article 11. Rights and obligations of the Board of Supervision 16. 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.	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance
29	Delete point e,f,g,h,i,j clause 3 Article 11	Article 11. Rights, obligations and responsibility of the Supervisory Board 3. Responsibilities of the Supervisory Board: e) To discuss with the independent auditor about the nature and audit scope before starting the audit; f) To consult independent professionals or legal adviser and ensure the participation of outside experts with appropriate professional experiences if deemed necessary; g) To discuss problems and shortcomings found from the mid-term or final audit results as well as any issues that independent auditors want to discuss; h) Review management letter of the independent auditor and the feedback of the Management Board; i) To review the Company's reports on internal control systems before submitting to the Board of Directors for approval;		Delete to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance

		j) To review the results of internal investigation and feedback of the Management Board;		
30	Point m clause 3 Article 11	Article 11. Rights, obligations and responsibility of the Supervisory Board 3. Responsibilities of the Supervisory Board: m) To review accounting books, accounting entries and other documents of the Company, and examine management and administration activities of the company when finding it necessary or pursuant to a resolution of the General Meeting of Shareholders or as requested by a shareholder or a group of shareholders as provided in Point d Clause 1 Article 16 of the Company Charter.	Article 11. Rights and obligations of the Board of Supervision 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 shares as provided in Article 17 of the Company's Charter.	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance
31	Point n clause 3 Article 11	Article 11. Rights, obligations and responsibility of the Supervisory Board 3. Responsibilities of the Supervisory Board: n) At the request of a shareholder or a group of shareholders as provided in Point d Clause 1 Article 16 of the Company Charter, the Supervisory Board shall carry out an inspection within 07 working days after receiving the request. Within 15 days after completing inspection, the Supervisory Board must submit a report on matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The Supervisory Board's inspection provided in this Clause must neither disrupt the normal operation of the Board of Directors nor interrupt the administration of the company's business operations.	Article 11. Rights and obligations of the Board of Supervision 6. At the request of a Shareholder or a group of Shareholders as provided in Article 17 of the Company's Charter, the Board of Supervision shall carry out an inspection within seven (07) working days from receiving the request. Within 15 days from 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.	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance
32	Point o, p clause 3 Article 11	Article 11. Rights, obligations and responsibility of the Supervisory Board 3. Responsibilities of the Supervisory Board: o) When detecting that a member of the Board of Directors, Chief Executive Officer and other managers violates the Laws or the Company Charter, the Supervisory Board shall immediately send a written notice to the Board of Directors	Article 11. Rights and obligations of the Board of Supervision 20. When discovering that a member of the Board of Directors, the Chief Executive Officer and other Executives of the Company violate the Laws or the Company's Charter, the Board of Supervision shall send a written notice to the Board of Directors within 48 hours, requesting the violating person to cease the	Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance

		<p>and request the violator to stop his/her violation and take remedial measures.</p> <p>p) Upon discovery of a member of the Board of Directors or a member of the Executive Management Board who is in breach of the Law, the Company Charter resulting in a violation of the rights and interests of the Company, of the shareholders or of clients, the Supervisory Board must request the person in breach to report the matter in a specific time-limit or request to convene the General Meeting of Shareholders for resolution. For a breach of Law, the Supervisory Board must report in writing the matter to the SSC within seven (7) working days from the date of discovery of such breach;</p>	<p>violation and take remedial measures. With regards to the violations of the laws, the Board of Supervision must report in writing to the SSC within 07 working days from the date of discovery of the violation.</p>	
33	Point q clause 3 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>3. Responsibilities of the Supervisory Board:</p> <p>q) To develop supervision process and the operation regulation of the Supervisory Board and submit it to the Shareholders' General Meeting for approval</p>	<p>Article 11. Rights and obligations of the Board of Supervision</p> <p>21. To develop the Regulations on Operations of the Board of Supervision and submit it to the General Assembly of Shareholders for approval.</p>	<p>Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance</p>
34	Point r,s clause 3 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>3. Responsibilities of the Supervisory Board:</p> <p>r) Other responsibilities provided by the Law on Enterprises and resolutions of the General Meeting of Shareholders.</p> <p>s) To report activities of the Supervisory Board at the Annual General Meeting of Shareholders in accordance with the laws.</p>	<p>Article 11. Rights and obligations of the Board of Supervision</p> <p>24. Other rights and obligations pursuant to the Laws, the Company's Charter, the Internal Regulations on Corporate Governance and this Regulation.</p>	<p>Rewrite to follow Article 44 Proposed amendment Company Charter and Article 43 Proposed amendment Internal Regulations on Corporate Governance</p>
35	Add Clause 8, 9, 12, 13, 14, 15, 18, 19, 22, 23		<p>Article 11. Rights and obligations of the Board of Supervision</p> <p>8. When discovering that a member of the Board of Directors or the Chief Executive Officer violates the responsibilities of Managers of enterprise pursuant to</p>	<p>Add to follow the Mandatory Template and Article 44 Proposed amendment Company Charter; Article 43 Proposed</p>

	<p>Article 11 Proposal</p>		<p>Article 165 of the 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>12. To inspect each specific issue 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 request the Chairman of the Board of Directors to convene meetings of the Board of Directors.</p> <p>15. 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>18. 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>19. To ensure the coordination of activities with the Board of Directors, the Chief Executive Officer and Shareholders.</p> <p>22. 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>23. 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</p>	<p>amendment Internal Regulations on Corporate Governance</p>
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			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.	
36	Delete clause 4, 5 Article 11	<p>Article 11. Rights, obligations and responsibility of the Supervisory Board</p> <p>4. In case the Supervisory Board violates the responsibility specified in Clause 2 of this Article and causes damage to the company, members of the Supervisory Board shall bear personal or joint responsibility for compensating for such damage; All income and other benefits directly or indirectly obtained by members of the Supervisory Board due to their breach of obligations are owned by the Company.</p> <p>5. If detecting that a member of the Supervisory Board commits a violation during the exercise of vested rights and performance of assigned obligations, a written notice thereof must be sent to the Supervisory Board; requesting the violator to stop his/her violation and take remedial measures.</p>		Delete to follow the Mandatory Template; This content is stipulated at Article 3 this Proposed amendment Regulations on Operations of the BoS
37	Point c Clause 1 Article 12	<p>Article 12. Right of the Supervisory Board to be provided with information</p> <p>1. Documents and information must be sent to supervisors at the same time and by the same methods as to members of the Board of Directors, including:</p> <p>c) Reports of Chief Executive Officer submitted to the Board of Directors or other documents issued by the company.</p>	<p>Article 12. Rights of the Board of Supervision to be provided with information</p> <p>1. Documents and information must be sent to members of the Board of Supervision at the same time and in the same manner as that to members of the Board of Directors, which shall include:</p> <p>c) Reports of the Chief Executive Officer submitted to the Board of Directors or other documents issued by the Company.</p>	Rewrite to follow the organizational structure of the company
38	Clause 3 Article 12	<p>Article 12. Right of the Supervisory Board to be provided with information</p> <p>3. The Board of Directors, members of the Board of Directors, Chief Executive Officer and other managers shall fully, accurately and promptly provide information and documents relating to the management, administration</p>	<p>Article 12. Rights of the Board of Supervision to be provided with information</p> <p>3. Members of the Board of Supervision may request the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Managers to fully, accurately, promptly provide</p>	Rewrite to follow the organizational structure of the company

		and business operations of the Company at the request of members of the Supervisory Board or the Supervisory Board.	information, documents relating to the management, operation and business activities of the Company.	
39	Point a,b clause 1 Article 13	<p>Article 13. Responsibilities of the Supervisory Board in convocation of the extraordinary meeting of the General Meeting of Shareholders.</p> <p>1. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, within the following 30 days, the Supervisory Board shall replace the Board of Directors in convening a meeting of the General Meeting of Shareholders in the following cases:</p> <p>a) 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;</p> <p>b) Upon request of a shareholder or a group of shareholders holding at least 05% of the total ordinary shares convening an extraordinary meeting of the General Meeting of Shareholder. 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 (according to Clause 3, Article 26 of the Charter);</p>	<p>Article 13. Responsibility of the Board of Supervision in convening extraordinary meetings of the General Assembly of Shareholders</p> <p>1. If the Board of Directors fails to convene meeting of the General Assembly of Shareholders, the Board of Supervision shall be responsible to convene meeting of the General Assembly of Shareholders within 30 days in replacement of the Board of Directors in the following cases:</p> <p>a. The number of the remaining members of the Board of Directors or the Board of Supervision is less than the minimum number of members as required by Laws;</p> <p>b. Upon a written request of a shareholder of a group of shareholders owning 5% or more of the ordinary shares to convene meeting of the General Assembly of Shareholders. The request to convene meeting of the General Assembly of Shareholders must be in writing and include the following contents: 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; number of shares owned and time of shares registration of each Shareholder, total number of shares of the whole group of Shareholders and ownership ratio in the total shares in the Company, basis and reasons to convene meeting of the General Assembly of Shareholders. Enclosed with the request to convene a meeting, there must be documents and evidences about the violations of the Board of Directors, the seriousness of the violations or the decisions beyond power.</p>	Rewrite to follow Article 6 Proposed amendment Internal Regulations on Corporate Governance

40	Clause 2 Article 14	Article 14. Meetings of the Supervisory Board 2. The Supervisory Board has the right to request members of the Board of Directors, Chief Executive Officer and representatives of the approved audit firm to attend the meeting and answer issues that need to be clarified.	Article 14. Meetings of the Board of Supervision 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.	Rewrite to follow the organizational structure of the company
41	Clause 1 Article 16	Article 16. Submission of annual reports Reports of the Supervisory Board submitted at the General Meeting of Shareholders shall include the followings: 1. Report on business results of the company and results of performance of the Board of Directors and Chief Executive Officer will be submitted to the General Meeting of Shareholders for approval.	Article 16. Submission of annual reports Reports of the Board of Supervision at the annual meeting of the General Assembly of Shareholders shall include the following contents: 1. Reports on the business result of the Company, on the performance of the Board of Directors, the Chief Executive Officer for submission to the General Assembly of Shareholders for approval at the annual meeting of the General Assembly of Shareholders.	Rewrite to follow the organizational structure of the company
42	Clause 5 Article 16	Article 16. Submission of annual reports 5. A 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.	Article 16. Submission of annual reports 5. Reports on evaluation of transactions between the Company, its subsidiaries, other companies of which the Company controls more than fifty percent (50%) of charter capital and members of the Board of Directors, the Chief Executive Officer and their related persons; transactions between the Company and companies in which members of the Board of Directors, the Chief Executive Officer, other Executives of the Company are founding members or enterprise managers within the latest 03 years prior to the transaction time.	Rewrite to follow point d clause 23 Article 43 Proposed amendment Internal Regulations on Corporate Governance
43	Clause 6, 7 Article 16	Article 16. Submission of annual reports 6. Results of supervision of the Board of Directors, Chief Executive Officer and other executives of the Company. 7. Results of assessment of the operation coordination between the Supervisory Board and the Board of Directors, Chief Executive Officer and shareholders.	Article 16. Submission of annual reports 6. Results of supervision over the Board of Directors, the Chief Executive Officer and other enterprise executives. 7. Result of evaluation of the coordination of activities between the Board of Supervision and the Board of Directors, the Chief Executive Officer and Shareholders.	Rewrite to follow the organizational structure of the company

44	Add clause 5 Article 17 Proposal		Article 17. Salary and other benefits 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 in accordance with the Internal Regulations on Corporate Governance. The procurement of insurance of other types for members of the Board of Supervision must be approved by the General Assembly of Shareholders.	Add to follow clause 5 Article 46 Proposed amendment Company Charter and clause 5 Article 51 Proposed amendment Internal Regulations on Corporate Governance
45	Delete clause 1 Article 18	Article 18. Public disclosure of related interests 1. The Company shall prepare and update the list of affiliated persons of the company as provided in the Law on Enterprises and their respective contracts, transactions with the Company;		Delete to follow the Mandatory Template
46	Clause 4 Article 18	Article 18. Public disclosure of related interests 4. Members of the Supervisory Board and their affiliated persons are not allowed to use business opportunities that may bring benefits to the Company for personal purposes; and they must only take advantage of the information obtained by the influence of their own positions for the benefit of the Company.	Article 18. Disclosure of related interests 3. Members of the Board of Supervision and related persons of members of the Board of Supervision shall only be permitted to use information obtained thanks to their positions for the benefit of the Company.	Rewrite to follow clause 2 Article 47 Proposed amendment Company Charter
47	Article 20	Article 20. Relationship with the Board of Management The Supervisory Board has an independent relationship with the Board of Management of the Company and performs the function of supervising the activities of the Board of Management.	Article 20. Relationship with the Chief Executive and the executive board The Board of Supervision shall have an independent relationship with the Chief Executive Officer and other Executives of the Company, being the unit to perform the function of supervising activities of the Chief Executive Officer and other Executives.	Rewrite to follow the organizational structure of the company