

CÔNG BỐ THÔNG TIN ĐỊNH KỲ
PERIODIC INFORMATION DISCLOSURE

- Kính gửi/To: - Ủy ban Chứng khoán Nhà nước
The State Securities Commission
- Sở Giao dịch Chứng khoán Việt Nam
Vietnam Stock Exchange
- Sở Giao dịch Chứng khoán TP. Hồ Chí Minh
Hochiminh Stock Exchange
- Sở Giao dịch Chứng khoán Hà Nội
Hanoi Stock Exchange

1. **Tên tổ chức: Công ty Cổ phần Chứng khoán TP. Hồ Chí Minh**
Name of organization: Ho Chi Minh City Securities Corporation

- Mã chứng khoán: HCM
Securities code: HCM
- Địa chỉ liên lạc: Tầng 2, 5, 6, 7, 11 và 12 Tòa nhà AB, 76A Lê Lai, P. Bến Thành, Quận 1, TP. Hồ Chí Minh
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2. **Nội dung thông tin công bố: Biên bản và Nghị quyết Đại hội đồng cổ đông thường niên năm tài chính 2021**
Contents of disclosure: Meeting Minutes and Resolution of the Annual General Meeting's Shareholders for the fiscal year 2021

- Biên bản số 01/2022/BB-ĐHĐCĐ ngày 08/08/2022 của Đại hội đồng cổ đông thường niên năm tài chính 2021 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).
Meeting Minutes No.01/2022/BB-ĐHĐCĐ dated 08 August 2022 of the Annual General Meeting's Shareholders for the fiscal year 2021 of Ho Chi Minh City Securities Corporation (HSC).
- Nghị quyết số 01/2022/NQ-ĐHĐCĐ ngày 08/08/2022 của Đại hội đồng cổ đông thường niên năm tài chính 2021 Công ty Cổ phần Chứng khoán Tp. Hồ Chí Minh (HSC).

Resolution No.01/2022/NQ-ĐHĐCĐ dated 08 August 2022 of the Annual General Meeting's Shareholders for the fiscal year 2021 of Ho Chi Minh City Securities Corporation (HSC).

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 09/08/2022 tại đường dẫn <https://www.hsc.com.vn/cong-bo-thong-tin>
This information was published on the company's website on 09 August 2022, as in the link <https://www.hsc.com.vn/en/information-disclosure>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby certify that the information provided is true and correct; we bear the full responsible to the law.

ĐẠI DIỆN TỔ CHỨC

ORGANIZATION REPRESENTATIVE

Người được ủy quyền công bố thông tin

Person authorized to disclose information



Lê Anh Quân

Giám đốc Điều hành Phát triển Quan hệ hợp tác
Chief Partnership Officer

Tài liệu đính kèm

Attached documents

- Biên bản số 01/2022/BB-ĐHĐCĐ ngày 08/08/2022;
Meeting Minutes No. 01/2022/BB-ĐHĐCĐ dated 08 August 2022;
- Nghị quyết số 01/2022/NQ-ĐHĐCĐ ngày 08/08/2022;
Resolution No. 01/2022/NQ-ĐHĐCĐ dated 08 August 2022;

**MEETING MINUTES****ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION****I. COMPANY PROFILE**

- Company name: Ho Chi Minh City Securities Corporation (HSC)
- Head Office: 2, 5, 6, 7, 11 & 12, AB Tower, 76A Le Lai Street, Ben Thanh Ward, Dist.1, HCMC
- Phone: (+84 28) 3823 3299 Fax: (+84 28) 3823 3301 Website: www.hsc.com.vn
- Business Registration Certification No. 11/GPHĐKD dated April 19, 2003, issued by State Securities Committee of Vietnam and the License Amendment No. 02/GPĐC – UBCK dated January 7, 2022, issued by State Securities Committee of Vietnam.

II. TIME, VENUE AND PARTICIPANTS

- Time: 13:00 – Monday, 08 August 2022
- Venue: Ben Thanh Grand Ballroom – First Floor – New World Saigon Hotel, 76 Le Lai, Dist.1, HCMC.
- Participants

1. Shareholders of Ho Chi Minh City Securities Corporation and their delegated persons
2. The Chair
 1. Mr. Johan Nyvene
 2. Ms. Nguyen Thi Hoang Lan
 3. Mr. Le Hoang Anh
 4. Mr. Pham Nghiem Xuan Bac
 5. Mr. Trinh Hoai Giang
3. The Vote – counting Committee and a representative of shareholders who monitors the vote-counting process
 - The Vote – counting Committee
 1. Mr. Le Anh Quan
 2. Mr. Nguyen Anh Khoa
 - A representative of shareholders who monitors the vote-counting process
 1. Ms. Nguyen Thi Xuan Dung
4. The Secretary Committee
 1. Ms. Nguyen Thi My Linh
 2. Ms. Nguyen Hoang Truc Nhi
5. Members of Board of Directors (“BOD”), Board of Supervision (“BOS”), Board of Management (“BOM”), representatives of Managing Directors, Function Heads, and employees of the Company.
6. Representative of Price Waterhouse Coopers Vietnam Ltd.,
 1. Ms. Tran Thanh Truc – Deputy Director
 2. Mr. Dao Nhat Sinh – Senior Audit Manager
 3. Ms. Truong Thi Ngoc Anh – Audit Supervisor

7. Representative of Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV)
 1. Ms. Nguyen Thi Minh Chau – Head of Department of Financial Institutions and Securities Depository

III. PROCEDURES

1. Report on verification of the qualifications of shareholders attending the AGM FY2021

Mr. Pham Nghiem Xuan Bac, Head of BOS, reported the verification of qualifications of shareholders attending the Meeting:

Up to 14:00, 08 August 2022, the Company's charter capital registered according to the regulation was of VND 4,580,523,670,000 equivalent to 458,052,367 shares; in which, the voting capital was of VND 4,572,119,490,000 equivalent to 457,211,949 shares (as eliminating 840,418 treasury shares hold by the Company). Therefore, the AGM would vote based on the capital of VND 4,572,119,490,000 equivalent to 457,211,949 shares.

Total number of shareholders invited to attend the AGM FY2021 were 29,286 shareholders, representing for shareholders holding 457,211,949 shares of the Company.

Total number of participants who are shareholders or delegated persons to attend the Meeting were 967 shareholders, representing 326,428,795 shares of the Company and accounting for 71.26% of total number of shares of the Company.

Pursuant to Section 1, Article 28 of the Company Charter, as the number of shareholders attending the AGM FY2021 was more than 50% of the number of voting shares of the Company, the AGM FY2021 of HSC was legal and valid. (*See the attached verification report of the BOS*)

2. Approval of the persons of the Chair

Pursuant to Section 5, Article 29 of the Company Charter, Mr. Johan Nyvene shall be the chairman of the Meeting.

The Organizing committee of the Meeting nominated the other members of the Chair, including:

1. Ms. Nguyen Thi Hoang Lan – Independent Board Member
2. Mr. Le Hoang Anh – Non-executive Board Member
3. Mr. Pham Nghiem Xuan Bac – Head of the BOS
4. Mr. Trinh Hoai Giang – CEO

The Meeting voted and approved the members of the Chair with 320,369,193 votes in favor, accounting for 99.92%; 0 against, accounting for 0%; and 253,412 abstentions, accounting for 0.08%.

3. Approval of the persons of the Vote – counting Committee and one representative of shareholders who monitors the vote-counting process

The Organizing committee of the Meeting nominated the members of the Vote – counting Committee, including:

1. Mr. Le Anh Quan
2. Mr. Nguyen Anh Khoa

One representative of shareholders who monitors the vote-counting process:

1. Ms. Nguyen Thi Xuan Dung

The Meeting voted and approved the members of the Vote – counting Committee and One representative of shareholders who monitors the vote-counting process with 320,385,393 votes in favor, accounting for 99.93%; 0 against, accounting for 0%; and 237,212 abstentions, accounting for 0.07%.

4. The Chair nominated the members of the Secretary Committee

1. Ms. Nguyen Thi My Linh
2. Ms. Nguyen Hoang Truc Nhi

IV. CONTENTS

1. Approval of the Meeting Agenda

Mr. Johan Nyvene, the Chairman, proposed the Meeting Agenda with the following contents:

1. The Board of Directors' 2021 Performance Report
2. The Board of Directors's 2021 Performance Assessment
3. Business and Financial Performance 2021
4. Business Plan 2022
5. The Supervisory Board's Report on Company's operation in 2021
6. Proposals
 - Audited financial statements 2021
 - Profit distribution plan 2021
 - Dividend rate of 2nd dividend payment in 2021
 - Issuing shares to existing shareholders
 - Issuing shares to the employees under ESOP 2022 program
 - Dividend plan 2022
 - Selection of auditing firms for FY 2022
 - BOD & BOS Budget 2022
 - Amendments to the Company's Charter
 - Amendments to the Internal Regulations on corporate governance
 - Amendments to the Regulations on Operations of the Board of Directors
 - Amendments to the Regulations on Operations of the Board of Supervisors

The Meeting voted and approved the agenda with 320,316,693 votes in favor, accounting for 99.90%; 0 against, accounting for 0%, and 305,912 abstentions, accounting for 0.10%.

2. The Board of Directors's 2021 Performance Report

According to the AGM FY2021 documents circulated to the shareholders, Mr. Johan Nyvene, the Chairman, presented the main contents of BOD's 2021 Performance. *(See the attached document)*

3. The Board of Directors's 2021 Performance Assessment Report of Independent Board Members

According to the AGM FY2021 documents circulated to the shareholders, Ms. Nguyen Thi Hoang Lan, the Independent Board Member, presented the main contents of BOD's 2021 Performance Assessment. *(See the attached document)*

4. Business and Financial Performance 2021

According to the AGM FY2021 documents circulated to the shareholders, Mr. Trinh Hoai Giang, CEO, presented the main contents of Business and Financial Performance 2021. *(See the attached document)*

5. Business Plan 2022

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According to the AGM FY2021 documents circulated to the shareholders, Mr. Trinh Hoai Giang, CEO, proposed to approve Business Plan 2022. *(See the attached document)*

6. The Supervisory Board's Report on Company's operation in 2021

According to the AGM FY2021 documents circulated to the shareholders, Mr. Pham Nghiem Xuan Bac, Head of the Board of Supervisors, presented the main contents of The Supervisory Board's Report on Company's operation in 2021. *(See the attached document)*

7. Proposals

At the time of AGM, we have not received approval from authorities on the adjustment of new capital. Therefore, for the contents related to economic benefits (dividends, issuance of shares to existing shareholders, issuance of shares to employees, change of new capital in the Company's Charter), AGM authorize the Board of Directors to decide the implementation time based on the actual situation and compliance with relevant laws.

7.1. Audited Financial Statements 2021

Mr. Johan Nyvene, Chairman, proposed to approve Audited Financial Statements 2021. *(See the attached document)*

7.2. Profit distribution plan 2021

Mr. Johan Nyvene, Chairman, proposed to approve Profit distribution plan 2021. *(See the attached document)*

7.3. Dividend rate of 2nd dividend payment in 2021

Mr. Johan Nyvene, Chairman, proposed to approve Dividend rate of 2nd dividend payment in 2021. *(See the attached document)*

7.4. Issuing shares to existing shareholders

Mr. Johan Nyvene, Chairman, proposed to approve Issuing shares to existing shareholders. *(See the attached document)*

7.5. Issuing shares to the employees under ESOP 2022 program

Mr. Johan Nyvene, Chairman, proposed to approve Issuing shares to the employees under ESOP 2022 program. *(See the attached document)*

7.6. Dividend plan 2022

Mr. Johan Nyvene, Chairman, proposed to approve Dividend plan 2022. *(See the attached document)*

7.7. Selection of auditing firms for FY2022

Mr. Johan Nyvene, Chairman, proposed to approve Selection of auditing firms for FY2022. *(See the attached document)*

7.8. BOD & BOS Budget 2022

Mr. Johan Nyvene, Chairman, proposed to approve BOD & BOS Budget 2022. *(See the attached document)*

7.9. Amendments to the Company's Charter

Mr. Pham Nghiem Xuan Bac, Head of BOS, proposed to approve Amendments to the Company's Charter. *(See the attached document)*

7.10. Amendments to the Internal Regulations on corporate governance

Mr. Pham Nghiem Xuan Bac, Head of BOS, proposed to approve Amendments to the Internal Regulations on corporate governance. *(See the attached document)*

7.11. Amendments to the Regulations on Operations of the Board of Directors

Mr. Pham Nghiem Xuan Bac, Head of BOS, proposed to approve Amendments to the Regulations on Operations of the Board of Directors. *(See the attached document)*

7.12. Amendments to the Regulations on Operations of the Board of Supervisors

Mr. Pham Nghiem Xuan Bac, Head of BOS, proposed to approve the Regulations on Operations of the Board of Supervisors. *(See the attached document)*

V. DISCUSSION AND VOTING

1. Discussion

Question 1: For the BOD & BOS Budget 2022, suggested: “Need to have a detailed expenses list”

Answer: BOD was authorized to discuss and adopt the detailed budget of the BOD and BOS, which is estimated expenses, not an operating fund the same as previous years.

Question 2: The profit distribution plan for 2021, dividend rate of 2nd dividend payment in 2021 and the 2022 dividend plan, suggested: “Use up all of the undistributed earnings to pay cash dividends after allocating the Funds according to the Company Charter, financial management Regulations of HSC”.

Answer: HSC’s shareholder structure includes State shareholder; therefore, the capital increase takes a long time to receive the approval from the authorities. While, many other securities companies have completed capital increase many times, but so far HSC has not received approval for a capital increase in 2021. If we use up all of the undistributed earnings to pay cash dividends, this is like reducing our capital and becoming a small company.

Question 3: As for the drafted Charter, Internal Governance Regulations, and Operational Regulations of the Board of Directors, suggested: “These draft documents contain the content of organizing meetings of the Board of Directors and approving decisions of the Board of Directors in writing. This regulation has not been mentioned in the 2020 Enterprise Law; therefore, HFIC does not have enough legal basis for voting.

Answer: The law allows companies to choose appropriate regulations, so it is not illegal. This content is stipulated in most of the Charters of other companies, which is the current practice.

Question 4: On what basis does the Company use capital from the share issuance to bring about efficiency in business?

Answer: We base on the needs of capital use and capital allocation to optimize profits along with ensuring financial safety, including margin lending, prop trading and underwriting.

2. Voting

Content 1: The Board of Directors’s 2021 Performance Report

The Meeting had taken a vote on The Board of Directors’s 2021 Performance Report.

The result was:

- 324,584,067 votes in favor, accounting for 99.93%
- 2,000 votes against, accounting for 0.00 %
- 241,012 abstentions, accounting for 0.07%

Content 2: The Board of Directors's 2021 Performance Assessment Report of Independent Members

The Meeting had taken a vote on The Board of Directors's 2021 Performance Assessment Report of Independent Members.

The result was:

- 324,580,167 votes in favor, accounting for 99.92%
- 8,500 votes against, accounting for 0.00%
- 238,412 abstentions, accounting for 0.07%

Content 3: Business and Financial Performance 2021

The Company's 2021 Business and Financial Performance with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2021	2020	YoY
Revenue	3,368	1,592	112%
Operating expenses	1,938	932	108%
Profit before tax	1,430	660	117%
Profit after tax	1,147	530	116%
Return on average equity (ROE)	23.8%	12.1%	
Earnings per share (EPS) – (VND)	3,760	1,738	116%
Book value pershare (VND)	16,022	14,557	10%

The Meeting had taken a vote on Business and Financial Performance 2021.

The result was:

- 324,574,367 votes in favor, accounting for 99.92%
- 5,500 votes against, accounting for 0.00%
- 247,212 abstentions, accounting for 0.08%

Content 4: Business Plan 2022

Business Plan 2022 with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2022P	2021A	YoY	6M2022
Revenue	3,593	3,368	7%	1,642
Operating expenses	2,090	1,938	8%	939
Profit before tax	1,502	1,430	5%	703
Profit after tax	1,202	1,147	5%	562
Return on average equity (ROE)	16.0%	23.8%		7.3%
Earnings per share (EPS) – (VND)	2,629	3,760	-30%	1,230
Book value pershare (VND)	17,902	16,022	12%	17,134

The Meeting had taken a vote on Business Plan 2021.

The result was:

- 324,474,379 votes in favor, accounting for 99.89%
- 83,600 votes against, accounting for 0.03%
- 269,100 abstentions, accounting for 0.08%

Content 5: The Supervisory Board's Report on Company's operation 2021

The Meeting had taken a vote on the Supervisory Board's Report on Company's operation 2021.

The result was:

- 324,519,929 votes in favor, accounting for 99.91%
- 43,600 votes against, accounting for 0.01%
- 263,550 abstentions, accounting for 0.08%

Content 6: Audited Financial Statements 2021

The Audited Financial Statements 2021. Details are as below:

1. Report of the Board of Managers
2. Independent Auditors' Report
3. Balance sheet as of 31 December 2021
4. Income Statement for the year ended 31 December 2021
5. Cash flow statement
6. Statement of changes in equity
7. Notes to the financial statements

In which:

The FY2021 Financial Statements of HSC with basic financial indicators are as follows:

No.	Items (VND)	FY2021	FY2020
1	Total assets	24,369,103,140,717	12,488,827,553,087
2	Net revenue	4,462,480,795,673	2,249,516,671,671
3	Profit before tax	1,430,335,317,647	660,305,435,709
4	Profit after tax	1,147,062,381,087	530,451,694,165

The Meeting had taken a vote on Audited Financial Statements 2021.

The result was:

- 324,534,579 votes in favor, accounting for 99.91%
- 40,100 votes against, accounting for 0.01%
- 252,400 abstentions, accounting for 0.08%

Content 7: Profit Distribution 2021

Profit distribution 2021. Details are as follows:

STT	Items (VND)	2021		Actual 2020	
		%/PAT	(VND)	%/PAT	(VND))
I	Profit before tax		1,430,335,317,647		660,305,435,709
II	Profit after tax	100%	1,147,062,381,087	100%	530,451,694,165
III	Profit distribution	98.00%	1,124,630,678,413	100%	530,451,694,165
1	Provisions	15.00%	172,059,357,163	29.49%	156,444,704,753
	Charter capital supplement fund	5.00%	57,353,119,054	13.00%	68,958,720,241
	Compulsory reserve fund	5.00%	57,353,119,054	13.00%	68,958,720,241
	Welfare and reward fund	5.00%	57,353,119,054	3.49%	18,527,264,270
2	Budget for the BOD and BOS	0.00%	0	1.50%	7,956,775,412
3	Dividends	83.00%	952,571,321,250	69.01%	366,050,214,000
	1 st payment in cash (5%)	13.30%	152,450,410,500	28.75%	152,520,922,500

STT	Items (VND)	2021		Actual 2020	
		%/PAT	(VND)	%/PAT	(VND)
	2 nd payment in cash (2.5%)	10.00%	114,302,987,250	40.25%	213,529,291,500
	2 nd payment in stocks (15%)	59.80%	685,817,923,500	-	-
IV	Retained profit (IV)=(II)-(III)	2.00%	22,431,702,674	0.00%	0
V	Retained profit from previous years		350,409,027,898		350,409,027,898
VI	Total retained profit		372,840,730,572		350,409,027,898

The Meeting had taken a vote on Profit distribution 2021.

The result was:

- 218,572,709 votes in favor, accounting for 67.29%
- 105,977,670 votes against, accounting for 32.63%
- 276,700 abstentions, accounting for 0.09%

Content 8: Dividend rate of 2nd dividend payment in 2021

Dividend rate of 2nd dividend payment in 2021. Details are as follows:

The second FY2021 cash dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND10,000 per share
4. Charter capital: VND4,580,523,670,000
5. Ratio: 2.5% (equivalent to VND250 per share)
6. Payment method: Cash
7. Implementation time: The AGM authorizes the BoD to decide the implementation time based on the actual situation and the basic of compliance with relevant laws.
8. Personal income tax (PIT): The AGM authorizes the BoD to deduct the PIT of shareholders corresponding to the dividend income and. on behalf of the shareholders, to pay the deducted PIT to the tax authorities in accordance with applicable laws.

The second FY2021 stock dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND10,000 per share
4. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
5. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
6. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
7. Total number of shares to be issued: 68,581,792 (Sixty eight million, five hundred and eighty-one thousand, seven hundred and ninety-two) shares
8. Total par value of shares to be issued: VND685,817,920,000 (Six hundred and eighty-five billion, eight hundred and seventeen million, nine hundred and twenty thousand Vietnamese Dong)

9. Issuance ratio: 15% on charter capital as at the date of the Plan (Example: a shareholder who owns 1,000 shares are entitled to receive 150 newly issued shares)
(Issuance ratio: newly issued shares/ total number of outstanding shares as at the record date)
10. Purpose of the issuance: To pay the second interim FY2021 dividend
11. Source of capital: Retained earnings as at December 31, 2021 as stated in the FY2021 audited financial statements of HSC
12. Participants in the issuance: Existing shareholders on the list of shareholders at the record date provided by Vietnam Securities Depository Center for the purpose of paying FY2021 stock dividend
13. Method of implementation: Shareholders who are entitled to receive FY2021 stock dividend will exercise the right to receive newly issued shares and are not allowed to transfer the right.
14. Processing with arising odd shares (if any): The number of shares to be issued to existing shareholders for the purpose of paying FY2021 stock dividend will be rounded down to unit digit. The decimal fraction (if any) will be canceled.

Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will be entitled to receive $1,001 \times 0.15 = 150.15$ shares. The decimal fraction (0.15) is rounded down to zero and thus is canceled. Therefore, the shareholder will receive 150 shares.
15. Expected time of share issuance: After HSC receives the approval of the State Securities Commission (“SSC”). The AGM authorizes the BoD to select the time of share issuance in accordance with approval of the AGM and applicable laws.
16. A positive variance between retained earnings that are expected to be used for FY2021 stock dividend (based on par value of VND10,000 per share) and the total par value of shares actually issued to existing shareholders (based on par value of VND10,000 per share) will be retained at retained earnings of HSC.
17. Authorization for the BoD:
 1. Decide the record date to finalize the list of shareholders and carry out procedures for obtaining necessary approval from the State agencies to implement the Plan;
 2. Decide on the capital source and the specific time to issue shares to pay FY2021 stock dividend according to the method approved by the AGM and in accordance with applicable laws;
 3. Develop a detailed plan to submit and supplement (if requested) required dossiers and procedures to relevant State agencies in compliance with applicable laws;
 4. Carry out procedures to amend the content of Charter capital in the Certificate of Business Registration and the company's Charter upon completion of the Plan;
 5. Carry out procedures to register the newly issued shares at the Vietnam Securities Depository Center and register for listing of the shares at the Ho Chi Minh City Stock Exchange upon completion of the Plan; and
 6. Carry out all other related works and procedures to implement the Plan in accordance with applicable laws or requests of relevant State agencies.

The Meeting had taken a vote on Dividend rate of 2nd dividend payment in 2021.

The result was:

- 218,352,259 votes in favor, accounting for 67.22%
- 106,213,120 votes against, accounting for 32.70%
- 261,700 abstentions, accounting for 0.08%

Content 9: Plan to issue shares to existing shareholders

Plan to issue shares to existing shareholders. Details are as follows:

The plan to issue shares to existing shareholders

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Total number of new shares to be issued: 228,605,975 (Two hundred and twenty-eight million, six hundred and five thousand, nine hundred and seventy-five) shares
9. Total par value of new shares to be issued: VND2,286,059,750,000 (Two thousand two hundred and eighty six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong)
10. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 50% (fifty percent)
11. Offering target: Existing shareholders of HSC including local and foreign shareholders whose names are in the list of HSC's shareholders as at the record date are entitled to exercise the right to purchase shares
12. Offering method: Rights issue to existing shareholders
13. Subscription ratio: 2:1. As at the record date, a shareholder who owns one (01) share is entitled to receive one (01) right. A shareholder who has two rights is entitled to buy one (01) new share
14. Offering price: VND10,000/ share (Ten thousand Vietnamese Dong per share)
15. Right transfer: The rights to purchase new shares issued are only transferable one (01) time (the transferees of the rights are not allowed to transfer the rights)
Existing local shareholders are only allowed to transfer the rights to other local shareholders and are not allowed to transfer the rights to foreign shareholders
16. Share transfer restriction: The new shares to be issued are not subject to transfer restriction
17. Shareholders who own transfer-restricted stocks are also entitled to the rights to buy new shares. New shares to be issued are not subject to transfer restriction
18. Processing with arising odd shares (if any) and the remaining unsubscribed shares that shareholders do not exercise the rights to purchase (if any):
 - 18.1 Odd shares: The number of shares issued to existing shareholders will be rounded down to unit digit. The decimal fraction (if any) will be canceled.
Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will have 1,001 rights to purchase new shares. With the issuance ratio of 2:1, the shareholder will be entitled to purchase $(1,001 \times 1) / 2 = 500.5$ shares. The decimal fraction (0.5) is rounded down to zero and thus is canceled. Therefore, the shareholder will be entitled to purchase 500 shares.
 - 18.2 The remaining unsubscribed shares: The remaining unsubscribed shares comprise of:
 1. The shares that existing shareholders do not exercise their rights to purchase; and

2. The total number of odd shares which arise due to the rounding down effect of the shares that existing shareholders subscribed to purchase.
 - The remaining unsubscribed shares will be offered to other existing shareholders and/or employees of HSC who want to purchase the shares at prices not below the Offering price.
 - In the situation that percentages of ownership of shareholders whom the BoD offers the remaining unsubscribed shares to exceed the threshold of percentage of ownership stipulated at the Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14, the shareholders do not have to process a public tender offer.
 - If the remaining unsubscribed shares are offered to other investors rather than the existing shareholders as stated in this Share Issuance Plan, the shares are subject to one (01) year transfer restriction from the date of completion of this Share Issuance Plan in accordance with applicable laws.
 - In the situation that there are still undistributed shares after the deadline of the Share Issuance Plan has passed (including the extended time, if any), the remaining undistributed shares will be cancelled and the BoD could announce the completion of the Share Issuance Plan.
19. The successful offering rate: The AGM authorizes the BoD to determine the successful offering rate in accordance with applicable laws to ensure that the Share Issuance Plan is successfully completed.
20. Use of proceeds plan: The AGM authorizes the BoD to decide and adjust the use of proceeds received from the Share Issuance Plan to ensure that the ordinary course of business of HSC is carried out smoothly and effectively.
21. Expected time of the share issuance: After HSC receives the approval of the State Securities Commission (“SSC”).

Purpose of share issuance and use of proceeds plan

The estimated amount of capital raised via this Share Issuance Plan is VND2,286,059,750,000 (Two thousand two hundred and eighty six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong) will be used as follows:

- To finance for margin lending business: VND1,786,059,750,000 (One thousand seven hundred and eighty-six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong)
- To finance for proprietary investments business: VND500,000,000 (Five hundred billion Vietnamese Dong)

The AGM authorizes the BoD to amend the use of proceeds plan when necessary to ensure that the capital raised is used in the best interest of shareholders of HSC and report the amended use of proceeds at the nearest AGM.

Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Decide, amend and supplement the Share Issuance Plan;
2. Decide to cancel or temporarily postpone the Share Issuance Plan if the BoD considers that such cancellation or postponement necessary for the best interest of shareholders and report such events at the nearest AGM;
3. Prepare and sign off required documents related to the Share Issuance Plan;
4. Select the record date for the list of existing shareholders who are entitled to the rights to purchase new shares according to the Share Issuance Plan as soon as possible after the State

Securities Commission acknowledges receipt of required documents of the Share Issuance Plan and ensure the rights and benefits of existing shareholders of HSC in accordance with applicable laws.

5. Carry out necessary procedures to process and to complete the Share Issuance Plan in accordance with HSC's Charter and applicable laws;
6. Register and list all newly issued shares for existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the Share Issuance Plan; and
7. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") and the Business Registration License at the Department of Planning and Investment of Ho Chi Minh City upon completion of the Share Issuance Plan.
8. Decide the implementation time based on the actual situation and the basic of compliance with relevant laws.

The Meeting had taken a vote on the Plan to issue shares to existing shareholders.

The result was:

- 216,325,962 votes in favor, accounting for 66.60%
- 106,349,270 vote against, accounting for 32.74%
- 2,151,847 abstentions, accounting for 0.66%

Content 10: The Employee Stock Option Plan 2022

The Employee Stock Option Plan 2022. Details are as follows:

HSC's 2022 Employee Stock Option Plan

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Number of shares to be issued: 16,000,000 (Sixteen million) shares
9. Offering price: VND10,000 (Ten thousand Vietnamese Dong) per share
10. Total value of the number of shares to be issued based on par value: VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong)
11. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 3.50% (Three point five percent)
12. Offering targets: Employees of HSC
13. Transfer restriction: Shares issued to employees under this FY2022 Employee Stock Option Plan are subject to transfer restriction as stated in the 2022 Employee Stock Option Plan Regulation issued by the BoD.

14. ESOP vesting schedule:
 - On the first anniversary of the issuance date (12 months after the completion date of the 2022 ESOP): 40% of the shares issued to employees are vested;
 - On the second anniversary of the issuance date (24 months after the completion date of the 2022 ESOP): Additional 30% of the shares issued to employees are vested; and
 - On the third anniversary of the issuance date (36 months after the completion of the 2022 ESOP): Additional 30% of the shares issued to employees are vested.
15. Processing unsubscribed rights: In the situation that employees who are offered rights to participate in the 2022 ESOP do not exercise the rights, the corresponding ESOP shares shall be offered to other employees of HSC.
16. Redemption of ESOP shares: The redemption will be processed in accordance with the 2022 Employee Stock Option Plan Regulation issued by the BoD.
17. Expected implementation time: The AGM authorises the BoD to select an appropriate time to implement the 2022 ESOP upon the AGM's approval.

Purpose of issuance and use of proceeds plan of the 2022 ESOP

Proceeds of the 2022 ESOP of VND VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong) will be used to finance for the margin lending business of HSC.

Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Approve the list of employees of HSC who are qualified to participate in the 2022 ESOP and the number of shares to be offered to the qualified employees;
2. Carry out necessary procedures to process and to complete the 2022 ESOP in accordance with HSC's Charter and applicable laws;
3. Register and list all newly issued shares to employees under the 2022 ESOP at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the 2022 ESOP; and
4. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") and the Business Registration License at the Department of Planning and Investment of Ho Chi Minh City after completing the 2022 ESOP.
5. Decide the content and issue of the 2022 Employee Stock Option Plan Regulation.
6. Decide the implementation time based on the actual situation and the basic of compliance with relevant laws.

The Meeting had taken a vote on the Employee Stock Option Plan 2022.

The result was:

- 208,837,942 votes in favor, accounting for 65.16%
- 111,242,474 vote against, accounting for 34.71%
- 443,636 abstentions, accounting for 0.14%

Content 11: Dividend Plan 2022

The Dividend Plan 2022. Details are as follows:

1. Dividend ratio: 12% (VND1,200 per share), which is subject to HSC's actual performance in 2022. The AGM authorizes the BoD to decide FY2022 dividend payment(s) based on HSC's actual financial performance at the time(s) of dividend declaration date(s).
2. Payment method: Cash and/or stock
3. Implementation time: The AGM authorizes the BoD to decide 2022 dividend payment date(s) and report the decision(s) at the nearest AGM.
4. Personal income tax (PIT): The AGM authorizes the BoD to deduct PIT on dividend income of shareholders, and on behalf of the shareholders, HSC will pay their deducted PIT to tax authorities in accordance with the applicable laws.

The Meeting had taken a vote on the Dividend Plan 2022.

The result was:

- 218,438,259 votes in favor, accounting for 67.25%
- 106,106,720 vote against, accounting for 32.67%
- 282,100 abstentions, accounting for 0.09%

Content 12: Selection of auditing firms for FY2022

To delegate the Board of Directors to select one of the Big 4 independent auditing firms for the interim and annual statutory audit of its financial statements in accordance with the law regulations. The selected auditor must be approved by the State Securities Commission of Vietnam to provide the statutory auditing services to listed companies and securities companies in Vietnam.

The following list of four auditing firms:

1. Ernst & Young Vietnam Co., Ltd.
2. KPMG Vietnam Co., Ltd.
3. Price Waterhouse Coopers Vietnam Co., Ltd.
4. Deloitte Vietnam Co., Ltd

The Meeting had taken a vote on Selection of auditing firms for FY2022.

The result was:

- 322,358,279 votes in favor, accounting for 99.24%
- 2,115,800 vote against, accounting for 0.65%
- 353,000 abstentions, accounting for 0.11%

Content 13: The Budget for activities of the Board of Directors and the Board of Supervisors in 2022

The Budget for activities of the Board of Directors and the Board of Supervisors in 2022. Details are as follows:

- Total budget: VND17,000,000,000 (Seventeen billion Vietnamese Dong), which is equivalent to 1.5% of profit after tax of HSC in 2021.
- The budget will be used for remunerations of seven (07) members of the BoD and three (03) members of the BoS and other expenses related to activities of the BoD and the BoS in 2022.
- To authorize the Board of Directors to determine the remuneration of each members of the BoD and the BoS based on recommendations of the Board Nomination and Remuneration Committee.

The Meeting had taken a vote on the Budget for activities of the Board of Directors and the Board of Supervisors in 2022.

The result was:

- 218,239,123 votes in favor, accounting for 67.19%
- 105,922,920 votes against, accounting for 32.61%
- 665,036 abstentions, accounting for 0.20%

Content 14: Amendments to the Company's Charter

The Amendments to the Company's Charter. Details are as follows:

1. The new Company Charter with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Charter shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Charter approved by the General Shareholders Meeting on 22 April 2021.
3. The Chief Executive Officer cum the Company's at-law representative shall be entitled to sign for issuance of the Company's Charter, and complete necessary requirements related to notification to regulators and public disclosure as required by regulations.
4. The AGM authorizes the BoD to decide the implementation time based on the actual situation and the basic of compliance with relevant laws.

The Meeting had taken a vote on the Amendments to the Company's Charter.

The result was:

- 218,314,123 votes in favor, accounting for 67.21%
- 105,812,620 votes against, accounting for 32.58%
- 700,336 abstentions, accounting for 0.22%

Content 15: Amendments to the Internal Regulations on Corporate Governance

The Amendments to the Internal Regulations on Corporate Governance. Details are as follows:

1. The new Company Internal Regulations on Corporate Governance with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Internal Regulations on Corporate Governance shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company Internal Regulations on Corporate Governance approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Internal Regulations on Corporate Governance.
4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Meeting had taken a vote on The Amendments to the Internal Regulations on Corporate Governance.

The result was:

- 218,263,623 votes in favor, accounting for 67.19%
- 105,816,120 vote against, accounting for 32.58%
- 747,336 abstentions, accounting for 0.23%

Content 16: Amendments to the Regulations on Operations of the Board of Directors

The Amendments to the Regulations on Operations of the Board of Directors. Details are as follows:

1. The new Company Regulations on Operations of the Board of Directors with all replacement, changes and supplements have been described in AGM documents.

2. The new Company Regulations on Operations of the Board of Directors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Directors approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Regulations on Operations of the Board of Directors.
4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Meeting had taken a vote on The Amendments to the Regulations on Operations of the Board of Directors.

The result was:

- 218,277,923 votes in favor, accounting for 67.20%
- 105,812,620 vote against, accounting for 32.58%
- 736,536 abstentions, accounting for 0.23%

Content 17: The Amendments to the Regulations on Operations of the Board of Supervisors

The Amendments to the Regulations on Operations of the Board of Supervisors. Details are as follows:

1. The new Company Regulations on Operations of the Board of Supervisors with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Regulations on Operations of the Board of Supervisors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Supervisors approved by the General Shareholders Meeting on 22 April 2021.
3. The Head of the Board of Supervisors shall be entitled to sign and issue the Regulations on Operations of the Board of Supervisors.
4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Meeting had taken a vote on the Amendments to the Regulations on Operations of the Board of Supervisors.

The result was:

- 324,004,843 votes in favor, accounting for 99.75%
- 87,900 vote against, accounting for 0.03%
- 734,336 abstentions, accounting for 0.23%

VI. APPROVAL OF THE MEETING MINUTES AGM FY2021

1. Approval of the Meeting Minutes AGM FY2021

Mr. Johan Nyvene, the Chairman, presented the Meeting Minutes AGM FY2021.

The Meeting had taken a vote on the Meeting Minutes AGM FY2021.

The result was:

- 268,284,274 votes in favor, accounting for 99.99%
- 2,000 vote against, accounting for 0.00%
- 17,350 abstentions, accounting for 0.01%

2. Disclosure of the Resolution AGM FY2021

Mr. Johan Nyvene, the Chairman, presented the Resolution AGM FY2021.

2. The closing of AGM FY2021

Mr. Johan Nyvene, the Chairman, declared that the AGM FY2021 was closed.

The AGM FY2021 ended at 17:10 on the same day.

THE CHAIR

MEMBER



NGUYEN THI HOANG LAN

CHAIRMAN



JOHAN NYVENE

MEMBER



PHAM NGHIEM XUAN BAC

MEMBER



LE HOANG ANH

MEMBER



TRINH HOAI GIANG

THE SECRETARY COMMITTEE



NGUYEN THI MY LINH



NGUYEN HOANG TRUC NHI

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Base on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-ĐHĐCĐ dated 22 April 2021;
- Minutes No. 01/2022/BB-ĐHĐCĐ dated 08 August 2022 of the AGM FY2020 of Ho Chi Minh City Securities Corporation,

RESOLUTION

ARTICLE 1

The Annual General Meeting FY2021 approved the Board of Directors' 2021 Performance Report.

- Votes in favor accounted for 99,93%.

ARTICLE 2

The Annual General Meeting FY2021 approved the Board of Directors' 2021 Performance Assessment Report by Independent Board Members.

- Votes in favor accounted for 99,92%.

ARTICLE 3

The Annual General Meeting FY2021 approved the Report on the Company's 2021 Business and Financial Performance with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2021	2020	YoY
Revenue	3,368	1,592	112%
Operating expenses	1,938	932	108%
Profit before tax	1,430	660	117%
Profit after tax	1,147	530	116%
Return on average equity (ROE)	23.8%	12.1%	
Earnings per share (EPS) – (VND)	3,760	1,738	116%
Book value pershare (VND)	16,022	14,557	10%

- Votes in favor accounted for 99,92%.

ARTICLE 4

The Annual General Meeting FY2021 approved Business Plan 2022 with the following basic financial indicators:

Business performance (VND billion otherwise stated)	2022P	2021A	YoY	6M2022
Revenue	3,593	3,368	7%	1,642
Operating expenses	2,090	1,938	8%	939
Profit before tax	1,502	1,430	5%	703
Profit after tax	1,202	1,147	5%	562
Return on average equity (ROE)	16.0%	23.8%		7.3%
Earnings per share (EPS) – (VND)	2,629	3,760	-30%	1,230
Book value pershare (VND)	17,902	16,022	12%	17,134

➤ Votes in favor accounted for 99,89%.

ARTICLE 5

The Annual General Meeting FY2021 approved the Supervisory Board's Report on Company's operation 2021.

➤ Votes in favor accounted for 99,91%.

ARTICLE 6

The Annual General Meeting FY2021 approved the Audited Financial Statements 2021. Detail are as below:

1. Report of the Board of Managers
2. Independent Auditors' Report
3. Balance sheet as of 31 December 2021
4. Income Statement for the year ended 31 December 2021
5. Cash flow statement
6. Statement of changes in equity
7. Notes to the financial statements

In which:

The FY2021 Financial Statements of HSC with basic financial indicators are as follows:

No.	Items (VND)	FY2021	FY2020
1	Total assets	24,369,103,140,717	12,488,827,553,087
2	Net revenue	4,462,480,795,673	2,249,516,671,671
3	Profit before tax	1,430,335,317,647	660,305,435,709
4	Profit after tax	1,147,062,381,087	530,451,694,165

➤ Votes in favor accounted for 99,91%.

ARTICLE 7

The Annual General Meeting FY2021 approved Profit distribution 2021 with the following details:

STT	Items (VND)	2021		Actual 2020	
		%/PAT	(VND)	%/PAT	(VND))
I	Profit before tax		1,430,335,317,647		660,305,435,709
II	Profit after tax	100%	1,147,062,381,087	100%	530,451,694,165
III	Profit distribution	98.00%	1,124,630,678,413	100%	530,451,694,165
1	Provisions	15.00%	172,059,357,163	29.49%	156,444,704,753
	Charter capital supplement fund	5.00%	57,353,119,054	13.00%	68,958,720,241
	Compulsory reserve fund	5.00%	57,353,119,054	13.00%	68,958,720,241
	Welfare and reward fund	5.00%	57,353,119,054	3.49%	18,527,264,270
2	Budget for the BOD and BOS	0.00%	0	1.50%	7,956,775,412
3	Dividends	83.00%	952,571,321,250	69.01%	366,050,214,000
	1 st payment in cash (5%)	13.30%	152,450,410,500	28.75%	152,520,922,500
	2 nd payment in cash (2.5%)	10.00%	114,302,987,250	40.25%	213,529,291,500
	2 nd payment in stocks (15%)	59.80%	685,817,923,500	-	-
IV	Retained profit (IV)=(II)-(III)	2.00%	22,431,702,674	0.00%	0
V	Retained profit from previous years		350,409,027,898		350,409,027,898
VI	Total retained profit		372,840,730,572		350,409,027,898

➤ Votes in favor accounted for 67,29%.

ARTICLE 8

The Annual General Meeting FY2021 approved Dividend rate of 2nd dividend payment in 2021. Details are as follows:

I. The second FY2021 cash dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND10,000 per share
4. Charter capital: VND4,580,523,670,000
5. Ratio: 2.5% (equivalent to VND250 per share)
6. Payment method: Cash
7. Implementation time: The AGM authorizes the BoD to decide the implementation time based on the actual situation and the basic of compliance with relevant laws.
8. Personal income tax (PIT): The AGM authorizes the BoD to deduct the PIT of shareholders corresponding to the dividend income and, on behalf of the shareholders, to pay the deducted PIT to the tax authorities in accordance with applicable laws.

II. FY2021 stock dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND10,000 per share
4. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares

5. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
6. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
7. Total number of shares to be issued: 68,581,792 (Sixty eight million, five hundred and eighty-one thousand, seven hundred and ninety-two) shares
8. Total par value of shares to be issued: VND685,817,920,000 (Six hundred and eighty-five billion, eight hundred and seventeen million, nine hundred and twenty thousand Vietnamese Dong)
9. Issuance ratio: 15% on charter capital as at the date of the Plan (Example: a shareholder who owns 1,000 shares are entitled to receive 150 newly issued shares)
(Issuance ratio: newly issued shares/ total number of outstanding shares as at the record date)
10. Purpose of the issuance: To pay the second interim FY2021 dividend
11. Source of capital: Retained earnings as at December 31, 2021 as stated in the FY2021 audited financial statements of HSC
12. Participants in the issuance: Existing shareholders on the list of shareholders at the record date provided by Vietnam Securities Depository Center for the purpose of paying FY2021 stock dividend
13. Method of implementation: Shareholders who are entitled to receive FY2021 stock dividend will exercise the right to receive newly issued shares and are not allowed to transfer the right.
14. Processing with arising odd shares (if any): The number of shares to be issued to existing shareholders for the purpose of paying FY2021 stock dividend will be rounded down to unit digit. The decimal fraction (if any) will be canceled.

Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will be entitled to receive $1,001 * 0.15 = 150.15$ shares. The decimal fraction (0.15) is rounded down to zero and thus is canceled. Therefore, the shareholder will receive 150 shares.
15. Expected time of share issuance: After HSC receives the approval of the State Securities Commission (“SSC”). The AGM authorizes the BoD to select the time of share issuance in accordance with approval of the AGM and applicable laws.
16. A positive variance between retained earnings that are expected to be used for FY2021 stock dividend (based on par value of VND10,000 per share) and the total par value of shares actually issued to existing shareholders (based on par value of VND10,000 per share) will be retained at retained earnings of HSC.
17. Authorization for the BoD:
 1. Decide the record date to finalize the list of shareholders and carry out procedures for obtaining necessary approval from the State agencies to implement the Plan;
 2. Decide on the capital source and the specific time to issue shares to pay FY2021 stock dividend according to the method approved by the AGM and in accordance with applicable laws;
 3. Develop a detailed plan to submit and supplement (if requested) required dossiers and procedures to relevant State agencies in compliance with applicable laws;
 4. Carry out procedures to amend the content of Charter capital in the Certificate of Business Registration and the company's Charter upon completion of the Plan;
 5. Carry out procedures to register the newly issued shares at the Vietnam Securities Depository Center and register for listing of the shares at the Ho Chi Minh City Stock Exchange upon completion of the Plan; and

6. Carry out all other related works and procedures to implement the Plan in accordance with applicable laws or requests of relevant State agencies.

➤ Votes in favor accounted for 67,22%.

ARTICLE 9

The Annual General Meeting FY2021 approved the Plan to issue shares to existing shareholders. Details are as follows:

I. The plan to issue shares to existing shareholders

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Total number of new shares to be issued: 228,605,975 (Two hundred and twenty-eight million, six hundred and five thousand, nine hundred and seventy-five) shares
9. Total par value of new shares to be issued: VND2,286,059,750,000 (Two thousand two hundred and eighty six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong)
10. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 50% (fifty percent)
11. Offering target: Existing shareholders of HSC including local and foreign shareholders whose names are in the list of HSC's shareholders as at the record date are entitled to to exercise the right to purchase shares
12. Offering method: Rights issue to existing shareholders
13. Subscription ratio: 2:1. As at the record date, a shareholder who owns one (01) share is entitled to receive one (01) right. A shareholder who has two rights is entitled to buy one (01) new share
14. Offering price: VND10,000/ share (Ten thousand Vietnamese Dong per share)
15. Right transfer: The rights to purchase new shares issued are only transferable one (01) time (the transferees of the rights are not allowed to transfer the rights)
Existing local shareholders are only allowed to transfer the rights to other local shareholders and are not allowed to transfer the rights to foreign shareholders
16. Share transfer restriction: The new shares to be issued are not subject to transfer restriction
17. Shareholders who own transfer-restricted stocks are also entitled to the rights to buy new shares. New shares to be issued are not subject to transfer restriction
18. Processing with arising odd shares (if any) and the remaining unsubscribed shares that shareholders do not exercise the rights to purchase (if any):
- 18.1 Odd shares: The number of shares issued to existing shareholders will be rounded down to unit digit. The decimal fraction (if any) will be canceled.

Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will have 1,001 rights to purchase new shares. With the issuance ratio of 2:1, the shareholder will be entitled to purchase $(1,001 \times 1) / 2 = 500.5$ shares. The decimal fraction (0.5) is rounded down to zero and thus is canceled. Therefore, the shareholder will be entitled to purchase 500 shares.

18.2 The remaining unsubscribed shares: The remaining unsubscribed shares comprise of:

1. The shares that existing shareholders do not exercise their rights to purchase; and
 2. The total number of odd shares which arise due to the rounding down effect of the shares that existing shareholders subscribed to purchase.
 - The remaining unsubscribed shares will be offered to other existing shareholders and/or employees of HSC who want to purchase the shares at prices not below the Offering price.
 - In the situation that percentages of ownership of shareholders whom the BoD offers the remaining unsubscribed shares to exceed the threshold of percentage of ownership stipulated at the Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14, the shareholders do not have to process a public tender offer.
 - If the remaining unsubscribed shares are offered to other investors rather than the existing shareholders as stated in this Share Issuance Plan, the shares are subject to one (01) year transfer restriction from the date of completion of this Share Issuance Plan in accordance with applicable laws.
 - In the situation that there are still undistributed shares after the deadline of the Share Issuance Plan has passed (including the extended time, if any), the remaining undistributed shares will be cancelled and the BoD could announce the completion of the Share Issuance Plan.
19. The successful offering rate: The AGM authorizes the BoD to determine the successful offering rate in accordance with applicable laws to ensure that the Share Issuance Plan is successfully completed.
20. Use of proceeds plan: The AGM authorizes the BoD to decide and adjust the use of proceeds received from the Share Issuance Plan to ensure that the ordinary course of business of HSC is carried out smoothly and effectively.
21. Expected time of the share issuance: After HSC receives the approval of the State Securities Commission (“SSC”).

II. Purpose of share issuance and use of proceeds plan

The estimated amount of capital raised via this Share Issuance Plan is VND2,286,059,750,000 (Two thousand two hundred and eighty six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong) will be used as follows:

- To finance for margin lending business: VND1,786,059,750,000 (One thousand seven hundred and eighty-six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong)
- To finance for proprietary investments business: VND500,000,000 (Five hundred billion Vietnamese Dong)

The AGM authorizes the BoD to amend the use of proceeds plan when necessary to ensure that the capital raised is used in the best interest of shareholders of HSC and report the amended use of proceeds at the nearest AGM.

III. Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Decide, amend and supplement the Share Issuance Plan;
2. Decide to cancel or temporarily postpone the Share Issuance Plan if the BoD considers that such cancellation or postponement necessary for the best interest of shareholders and report such events at the nearest AGM;
3. Prepare and sign off required documents related to the Share Issuance Plan;
4. Select the record date for the list of existing shareholders who are entitled to the rights to purchase new shares according to the Share Issuance Plan as soon as possible after the State Securities Commission acknowledges receipt of required documents of the Share Issuance Plan and ensure the rights and benefits of existing shareholders of HSC in accordance with applicable laws.
5. Carry out necessary procedures to process and to complete the Share Issuance Plan in accordance with HSC's Charter and applicable laws;
6. Register and list all newly issued shares for existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the Share Issuance Plan; and
7. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") upon completion of the Share Issuance Plan.
8. Decide the implementation time based on the actual situation and the basic of compliance with relevant laws.

➤ Votes in favor accounted for 66,60%.

ARTICLE 10

The Annual General Meeting FY2021 approved the Employee Stock Option Plan 2022. Details are as follows:

I. HSC's 2022 Employee Stock Option Plan

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Number of shares to be issued: 16,000,000 (Sixteen million) shares
9. Offering price: VND10,000 (Ten thousand Vietnamese Dong) per share
10. Total value of the number of shares to be issued based on par value: VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong)
11. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 3.50% (Three point five percent)
12. Offering targets: Employees of HSC

13. **Transfer restriction:** Shares issued to employees under this FY2022 Employee Stock Option Plan are subject to transfer restriction as stated in the 2022 Employee Stock Option Plan Regulation issued by the BoD.
14. **ESOP vesting schedule:**
 - On the first anniversary of the issuance date (12 months after the completion date of the 2022 ESOP): 40% of the shares issued to employees are vested;
 - On the second anniversary of the issuance date (24 months after the completion date of the 2022 ESOP): Additional 30% of the shares issued to employees are vested; and
 - On the third anniversary of the issuance date (36 months after the completion of the 2022 ESOP): Additional 30% of the shares issued to employees are vested.
15. **Processing unsubscribed rights:** In the situation that employees who are offered rights to participate in the 2022 ESOP do not exercise the rights, the corresponding ESOP shares shall be offered to other employees of HSC.
16. **Redemption of ESOP shares:** The redemption will be processed in accordance with the 2022 Employee Stock Option Plan Regulation issued by the BoD.
17. **Expected implementation time:** The AGM authorises the BoD to select an appropriate time to implement the 2022 ESOP upon the AGM's approval.

IV. Purpose of issuance and use of proceeds plan of the 2022 ESOP

Proceeds of the 2022 ESOP of VND VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong) will be used to finance for the margin lending business of HSC.

V. Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Approve the list of employees of HSC who are qualified to participate in the 2022 ESOP and the number of shares to be offered to the qualified employees;
2. Carry out necessary procedures to process and to complete the 2022 ESOP in accordance with HSC's Charter and applicable laws;
3. Register and list all newly issued shares to employees under the 2022 ESOP at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the 2022 ESOP; and
4. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the 2022 ESOP.
5. Decide the content and issue of the 2022 Employee Stock Option Plan Regulation.
6. Decide the implementation time based on the actual situation and the basic of compliance with relevant laws.

➤ Votes in favor accounted for 65,16%.

ARTICLE 11

The Annual General Meeting FY2021 approved the Dividend plan 2022. Details are as follows:

1. Dividend ratio: 12% (VND1,200 per share), which is subject to HSC's actual performance in 2022. The AGM authorizes the BoD to decide FY2022 dividend payment(s) based on HSC's actual financial performance at the time(s) of dividend declaration date(s).

2. Payment method: Cash and/or stock
 3. Implementation time: The AGM authorizes the BoD to decide 2022 dividend payment date(s) and report the decision(s) at the nearest AGM.
 4. Personal income tax (PIT): The AGM authorizes the BoD to deduct PIT on dividend income of shareholders, and on behalf of the shareholders, HSC will pay their deducted PIT to tax authorities in accordance with the applicable laws.
- Votes in favor accounted for 67,25%.

ARTICLE 12

The Annual General Meeting FY2021 approved to delegate the Board of Directors to select one of the Big 4 independent auditing firms for the interim and annual statutory audit of its financial statements in accordance with the law regulations. The selected auditor must be approved by the State Securities Commission of Vietnam to provide the statutory auditing services to listed companies and securities companies in Vietnam.

The following list of four auditing firms:

1. Ernst & Young Vietnam Co., Ltd.
2. KPMG Vietnam Co., Ltd.
3. Price Waterhouse Coopers Vietnam Co., Ltd.
4. Deloitte Vietnam Co., Ltd

➤ Votes in favor accounted for 99,24%.

ARTICLE 13

The Annual General Meeting FY2021 approved the Budget for activities of the Board of Directors and the Board of Supervisors in 2022. Details are as follows:

- Total budget: VND17,000,000,000 (Seventeen billion Vietnamese Dong), which is equivalent to 1.5% of profit after tax of HSC in 2021.
- The budget will be used for remunerations of seven (07) members of the BoD and three (03) members of the BoS and other expenses related to activities of the BoD and the BoS in 2022.
- To authorize the Board of Directors to determine the remuneration of each members of the BoD and the BoS based on recommendations of the Board Nomination and Remuneration Committee.

➤ Votes in favor accounted for 67,19%.

ARTICLE 14

The Annual General Meeting FY2021 approved the Amendments to the Company's Charter. Details are as follows:

1. The new Company Charter with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Charter shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Charter approved by the General Shareholders Meeting on 22 April 2021.
3. The Chief Executive Officer cum the Company's at-law representative shall be entitled to sign for issuance of the Company's Charter, and complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

4. The AGM authorizes the BoD to decide the implementation time based on the actual situation and the basic of compliance with relevant laws

➤ Votes in favor accounted for 67,21%.

ARTICLE 15

The Annual General Meeting FY2021 approved the Amendments to the Internal Regulations on Corporate Governance. Details are as follows:

1. The new Company Internal Regulations on Corporate Governance with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Internal Regulations on Corporate Governance shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company Internal Regulations on Corporate Governance approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Internal Regulations on Corporate Governance.
4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

➤ Votes in favor accounted for 67,19%.

ARTICLE 16

The Annual General Meeting FY2021 approved the Amendments to the Regulations on Operations of the Board of Directors. Details are as follows:

1. The new Company Regulations on Operations of the Board of Directors with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Regulations on Operations of the Board of Directors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Directors approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Regulations on Operations of the Board of Directors.
4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

➤ Votes in favor accounted for 67,20%.

ARTICLE 17

The Annual General Meeting FY2021 approved the Amendments to the Regulations on Operations of the Board of Supervisors. Details are as follows

1. The new Company Regulations on Operations of the Board of Supervisors with all replacement, changes and supplements have been described in the AGM documents.
2. The new Company Regulations on Operations of the Board of Supervisors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Supervisors approved by the General Shareholders Meeting on 22 April 2021.
3. The Head of the Board of Supervisors shall be entitled to sign and issue the Regulations on Operations of the Board of Supervisors.

4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.
- Votes in favor accounted for 99,75%.

ARTICLE 18

This Resolution takes effect from the signing date. All shareholders of Ho Chi Minh City Securities Corporation, members of the Board of Directors, members of the Board of Supervisors and all employees of the Company have responsible for the implementation of this Resolution.

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



JOHAN NYVENE

To:

- HSC Shareholders;
- The State Securities Commission (SSC);
- Vietnam Stock Exchange (VNX);
- Hochiminh Stock Exchange (HOSE);
- Hanoi Stock Exchange (HNX);
- Vietnam Securities Depository (VSD);
- HSC BoD, BoS and BoM;
- BoD Office for archiving



REPORT
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: The Board of Directors' 2021 Performance

The Board of Directors (“BOD”) would like to report to the Annual General Meeting of Shareholders (“AGM”) the activities of the BoD in 2021 and the plan of the BoD in 2022.

I. Activities of the BoD in 2021

In 2021, the Board of Directors made strong efforts to further enhance corporate governance of HSC towards global best practices and in accordance with current regulations. In last year, Vietnam and perhaps most of other countries had to face unprecedented economic challenges and difficulties caused by the Covid-19 pandemic. However, the Vietnamese stock market in 2021 recorded exceptional performances when it continuously set new records and grew strongly in all aspects, from index level to liquidity and the number of securities accounts. In the midst of such profound challenges, the BoD closely coordinated with the Board of Management to help HSC maintain business activities uninterruptedly and retain talented team so that the Company was able to serve clients and create value to shareholders and other stakeholders.

1. General activities of the Board of Directors

Changes in structure of the BoD

The Board of Directors for the term V (2021 - 2025) is comprised of seven (07) members including the Chairman, two (02) independent members and four (04) non-executive members and follows the model that has the Board of Supervisors approved by the Annual General FY2020 held on April 22, 2021. Amongst the seven (07) members, there are three (03) re-elected members and four (04) newly-elected members. Amongst the four (04) newly elected members, there are two (02) independent members and two (02) non-executive members.

Having two (02) independent members in the Board of Directors for the term V (2021 - 2025) not only helps HSC comply with the current regulations but also allows the Company to benefit from new innovative ideas to be contributed by the seasoned independent members to its effective and sustainable development path. That also proves HSC’s ability and willingness to adopt best global practices in corporate governance.

Important decisions of the Board of Directors

The Board of Directors fulfilled its commitment and responsibilities as all members participated in all BoD meetings and made important decisions in 2021.

In 2021, the BoD held fifty-two (52) meetings including regular meetings, extraordinary meetings and meetings in the form of written opinions. In order to ensure the timeliness in decision making while still complying with regulations on prevention and control of the Covid-19, regular and extraordinary meetings of the Board of Directors were conducted online.

In the BoD meetings, the BoD approved quarterly, six-month and full-year business results, analyzed the market conditions, reviewed strategic plans for the next quarters and approved other issues under its authority to ensure that the Company's business activities are always well managed. In 2021, the BoD made important decisions on the Company's operations and development orientation including the followings:

- Implementing the decision to issue shares to the public according to the Certificate of Registration for Public Offering No.186/GCN-UBCK issued by the State Securities Commission on September 22, 2021.
- Completing the cash dividend payments approved by the Annual General Meeting of Shareholders - the second payment of 2020 dividend at the rate of 7% of par value and the first payment of 2021 dividend at the rate of 5% of par value.
- Amending and supplementing the Company's Charter and Internal Regulations on Corporate Governance as well as promulgating the Operational Regulations of the Board of Directors and the Operational Regulations of the Board of Supervisors in accordance with the current laws and regulations.
- Nominating independent members and non-executive members of the BoD to the Subcommittees under the BoD and amending and supplementing the operational regulations of these Subcommittees.
- Other important matters under the authority of the BoD.

Details of Resolution/ Decisions of the Board of Directors

No.	Resolution No.	Date	Contents
1.	01/2021/NQ-HĐQT	06/1/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
2.	02/2021/NQ-HĐQT	22/1/2021	<ul style="list-style-type: none"> - Approving 2020 business performance; - Forecast 2021 business plan; - Agreed in principle the Share Issuance Plan to existing shareholders to raise charter capital; - Approving the record date to determine which shareholders were eligible to obtain shareholders' votes by written ballot of issuing shares for existing shareholders to increase charter capital; - Approving in principle to sign contracts and transactions expected to be entered into in 2021 between the Company and related parties, - Approving to supplement Proposal" Adjustment of foreign ownership limit" to the agenda of AGM FY2020. - Approving to supplement Proposal" Amendments of HSC's Corporate Charter and Internal Regulations on Corporate Governance" to the agenda of AGM FY2020. - Approving the time, venue, agenda of AGM FY2020; - Approving the record date to determine which shareholders were eligible to attend AGM FY2020.
3.	03/2021/NQ-HĐQT	01/2/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
4.	04/2021/NQ-HĐQT	11/1/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
5.	05A/2021/NQ-HĐQT	19/2/2021 For seeking BOD's writing approval	Approving the main contents of Share Issuance Plan to existing shareholders.

No.	Resolution No.	Date	Contents
6.	05/2021/NQ-HĐQT	22/2/2021 For seeking BOD's writing approval	Approving the documents of collecting shareholders' votes by written ballot of Share Issuance Plan to existing shareholders.
7.	06/2020/NQ-HĐQT	09/3/2021 For seeking BOD's writing approval	Approving to extend the timing of collecting shareholders' votes by written ballot to submit to GSM for the approval of the Share Issuance Plan to existing shareholders in the Proposal on share issuance plan No.02/2021/TT-HĐQT dated February 22, 2021.
8.	07/2021/NQ-HĐQT	24/3/2021	<ul style="list-style-type: none"> - Approving Q1.2021 forecast business performance; - Noticing to receive Mr. Lam Hoai Anh' s resignation letter as the member of the HSC's BOD of the term IV (2016 – 2020); - Approving 2020 bonus; - Approving to authorize the Board of Management to submit AGM FY2020 the share issuance for HSC's Employee Stock Ownership Plan (ESOP); - Approving to supplement proposals to the agenda of AGM FY2020; - Approving the covered warrant issuance (the eighth time) - Approving to change the address of Hoan Kiem Transaction Office.
9.	08/2021/NQ-HĐQT	31/3/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
10.	09/2020/NQ-HĐQT	31/3/2021 For seeking BOD's writing approval	Approving the agenda and documents of AGM FY2020.
11.	10/2021/NQ-HĐQT	01/4/2021 For seeking BOD's writing approval	Approving the documents for registration of share issuance to existing shareholders of Ho Chi Minh City Securities Corporation (HSC) approved GSM Resolution No.01/2021/ĐHĐCD dated March 31, 2021.
12.	11/2021/NQ-HĐQT	01/4/2021 For seeking BOD's writing approval	Approving the covered warrant issuance: FPT-HSC-MET07, HDB-HSC-MET01, MBB-HSC-MET07, MWG-HSC-MET08, PNJ-HSC-MET04, VIC-HSC-MET02, VNM-HSC-MET06.
13.	12/2021/NQ-HĐQT	13/4/2021 For seeking BOD's writing approval	Approving to supplement Proposal" Adjustment of Head Office's address" to the agenda of AGM FY2020.
14.	13/2021/NQ-HĐQT	19/4/2021 For seeking BOD's writing approval	Approving to supplement Proposal" Transfer of trading of HCM share to HNX" to the agenda of AGM FY2020.
15.	14/2021/NQ-HĐQT	22/4/2021	Electing Chairman and Vice Chairman of the Board of Directors for the fifth (V) term (2021 – 2025).
16.	15/2021/NQ-HĐQT	20/5/2020	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
17.	16/2021/NQ-HĐQT	12/5/2021 For seeking BOD's writing approval	Changing the Representative of Ha Noi Branch.
18.	17/2021/NQ-HĐQT	20/5/2021 For seeking	Approving the restriction on purchasing right transfer of existing shareholders of share issuance to ensure the foreign

No.	Resolution No.	Date	Contents
		BOD's writing approval	ownership limit of Ho Chi Minh City Securities Corporate (HSC),
19.	18/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
20.	19/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
21.	20/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
22.	21/2021/NQ-HĐQT	20/5/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
23.	22/2021/NQ-HĐQT	20/5/2021	Approving to invest in a tier-2 bond of Bank for Investment and Development of Vietnam (BIDV).
24.	23/2021/NQ-HĐQT	26/5/2021 For seeking BOD's writing approval	Contributing to Vaccine Fund against Covid-19 of Vietnamese Government.
25.	24/2021/NQ-HĐQT	07/7/2021 For seeking BOD's writing approval	Approving to purchase the ambulances to donate the public healthcare system of Ho Chi Minh City.
26.	25/2021/NQ-HĐQT	04/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
27.	26/2021/NQ-HĐQT	07/6/2021 For seeking BOD's writing approval	Changing the addresses of Hoan Kiem Transaction Office and Ha Noi Branch.
28.	27/2021/NQ-HĐQT	10/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
29.	28/2021/NQ-HĐQT	10/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
30.	29/2021/NQ-HĐQT	22/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
31.	30/2021/NQ-HĐQT	30/6/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
32.	31/2021/NQ-HĐQT	07/7/2021	Approving the bank loan credit line (the credit line was included in the total credit limit approved by BOD in 2020, which was posted in Disclosure Information No. 20/2020/CV-CBTT dated April 01, 2020).
33.	32/2021/NQ-HĐQT	07/7/2021 For seeking	Approving the covered warrant issuance HPG-HSC-MET07, STB-HSC-MET03, TCB-HSC-MET06, VHM-HSC-MET06, VPB-HSC-MET07, VRE-HSC-MET07.

No.	Resolution No.	Date	Contents
		BOD's writing approval	
34.	33/2021/NQ-HĐQT	29/7/2021	<ul style="list-style-type: none"> - Approving the business results in Q2.2021 and accumulative first half of 2021. - Approving to raise the level of outstanding debt. - Approving to raise the total amount of bank credit lines. - Approving personnel of the Board Risk Committee. - Approving personnel of the Board Audit Committee. - Approving personnel of the Board Nomination and Remuneration Committee.
35.	34/2021/NQ-HĐQT	16/8/2021 For seeking BOD's writing approval	Approving to continue to Vaccine Fund against Covid -19 of Vietnamese Government.
36.	35/2021/NQ-HĐQT	17/8/2021 For seeking BOD's writing approval	Complying with the legal regulations as stipulated in Article 9 of Decree 155/2020/NĐ-CP dated December 31, 2020, on detailing and guiding the implementation of number of articles of Law on Securities, the BOD is only allowed to adjust the using plan of capital and proceeds with the adjust value less than 50% of the capital and proceeds gained from the share offering.
37.	36/2021/NQ-HĐQT	26/8/2021	Approving the bank loan credit line.
38.	37/2021/NQ-HĐQT	13/9/2021	Approving the bank loan credit line.
39.	38/2021/NQ-HĐQT	13/9/2021	Approving the bank loan credit line.
40.	39/2021/NQ-HĐQT	23/9/2021	Approving the bank loan credit line.
41.	40/2021/NQ-HĐQT	27/9/2021 For seeking BOD's writing approval	<ul style="list-style-type: none"> - Approving the date of finalizing shareholder list, in which shareholders are eligible to exercise their purchase rights. - Approving the time of transferring purchase rights, time of bidding and payment for securities, and place to receive subscription when shareholders exercise purchase rights.
42.	41/2021/NQ-HĐQT	21/10/2021	<ul style="list-style-type: none"> - Approving the business results Q3.2021 and accumulative 09 months of 2021. - Approving the 11th issuance round of covered warrants. - Approving Terms of Reference of Board Audit Committee - Approving Terms of Reference of Board Risk Management Committee. - Approving Terms of Reference of Risk Management Executive Committee. - Approving in principle to buy Directors & Officers Liability Insurance.
43.	42/2021/NQ-HĐQT	21/10/2021	Approving the bank loan credit line.
44.	43/2021/NQ-HĐQT	21/10/2021	Approving the bank loan credit line.
45.	44/2021/NQ-HĐQT	05/11/2021	Approving the bank loan credit line.
46.	45/2021/NQ-HĐQT	05/11/2021	Approving the bank loan credit line.
47.	46/2021/NQ-HĐQT	22/11/2021 For seeking BOD's writing approval	Approving FY2021 first interim cash dividend.
48.	47/2021/NQ-HĐQT	24/11/2021 For seeking BOD's writing approval	Approving to change the record date and the payment date of the FY2021 first interim cash dividen
49.	48/2021/NQ-HĐQT	07/12/2021	Committing to redistribute the number of shares equivalent to number of issue rights to Hochiminh city Finance and Investment State-owned Company (HFIC), which HFIC has

No.	Resolution No.	Date	Contents
			not subscribed and made payment as stipulated in Notice of public offering dated September 28, 2021.
50.	49/2021/NQ-HĐQT	08/12/2021	Approving the bank loan credit line.
51.	50/2021/NQ-HĐQT	08/12/2021	Approving the bank loan credit line.
52.	51/2021/NQ-HĐQT	16/12/2021 For seeking BOD's writing approval	- Approving the results of issue rights exercised in the share public offering in 2021. - Approving the proposed treatment to the undistributed shares in the share public offering in 2021 because existing shareholders did not exercise their issue rights.

2. Supervisory activities of the BoD

In 2021, the Board of Directors supervised activities of the Chief Executive Officer (“CEO”) and the Board of Management (“BoD”) in implementing the resolutions of the Annual General Meeting of Shareholders and of the BoD through inspecting and monitoring mechanism and via quarterly business result reports and daily operation reports of the Company as well as reports prepared on an ad-hoc basis.

The BoD acknowledged that the CEO and the BoM exercised their rights and assigned duties in accordance with relevant provisions of applicable laws and regulations as well as the Company's Charter and resolutions of the Annual General Meeting of Shareholders. The CEO and the BoM made their best efforts to accomplish and exceed the business guidance approved by the Annual General Meeting of Shareholders and to continue to build a business environment based on the foundation of sustainable development and to further enhance corporate governance and the role of risk management and control.

3. Activities of independent members of the Board of Directors and independent members' evaluation of activities of the Board of Directors

Assessing the independence of a member is not only based on the factors of competence, experience, ethics and understanding on the Company's business operation but also must be based on integrity, objectivity, independence and assurance to ensure their loyalty to the common interests of the Company and be able to make the right decision to protect the legitimate interests of shareholders, especially the minority shareholders.

The existing of two (02) independent members in the BoD helps HSC not only to comply with legal regulations but also to bring out new ideas, helping HSC to apply international management practices.

The BoD has made great efforts to improve the corporate governance and align with current regulations and international best practices. Particularly:

- Maintained regular activities in accordance with the Company Charter, ensuring that regular meetings are held and that all Board members attended the meetings to meet legal requirements;
- Clearly defined the roles for independent and nonexecutive members have been made to maximize the interests of all shareholders and to assure fairness of minor shareholders.
- Supervised the implementation of the BoD' decisions and resolutions that were made at the AGM.
- Supervised activities of Committee to ensure compliance with the operating principles and the Company Charter.

4. Committees under the Board of Directors

There are three committees reporting to the BoD. They are the Risk Management Committee, the Audit Committee, and the Remuneration Committee.

These three committees are tasked with advising and assisting the Board in maintaining and enhancing internal control operations. All members of these three committees are all non-executive members. The Chairmen of the Risk Management Committees and the Remuneration Committees are all independent members.

No.	Name	Position	Risk Management Committee	Internal Audit Committee	Remuneration Committee
1	Mr. Johan Nyvene	Chairman Non-executive Board member	√		√
2	Mr. Lê Anh Minh	Vice Chairman Non-executive Board member	√	√	√
3	Mr. Lê Hoàng Anh	Member Non-executive Board member	√	√	
4	Mr. Andrew Colin Vallis	Member Independent member	Chairman	√	
5	Ms. Nguyễn Thị Hoàng Lan	Member Independent member			Chairman
6	Ms. Đặng Nguyệt Minh	Member The Supervisory Board		Chairman	

Activities of the Board Committees

The Risk Management Committee

The Risk Management Committee was established in 2013. The Risk Management Committee is responsible for advising the BoD on the issuance of risk management strategies, processes, and policies.

The Chairman of the Risk Management Committee is an independent member of the BoD elected at the FY2021 AGM. This structure strengthens HSC current corporate governance framework and meet with international practice of risk management in financial service sector.

Activities of the Risk Management Committee in 2021:

- Approved the operational regulation of the Executive Risk Committee under the Board of Management before submitting to the BoD for approval.
- Reviewed and approved the risk management policy before submitting to the BoD for approval
- Reviewed the compliance control and risk management reports on a monthly, quarterly, six-monthly and annual basis.
- Reviewed and approved the transactions within its authority.

The Internal Audit Committee

The Internal Audit Committee was established in 2014 to assist the BoD in performing their rights and obligation related to internal audit function. The Internal Audit Department was also established, as an independent department, supporting the BoD through the Internal Audit Committee. Currently the Internal Audit department is conducting co-audit with the consulting service of KPMG Vietnam Co., Ltd.

Activities of the Internal Audit Committee in 2021:

- Approved the amended and supplemented operating regulations of the Audit Committee before submitting to the Board of Directors for approval.
- Adjusted the Internal Audit Handbook in line with legal regulations and advanced practices.
- Reviewed the Anti-Money Laundering Activity Report, Operational Model of the Finance and Accounting Department and the Treasury Department issued by the Internal Audit Department.



The Remuneration Committee

The Board Remuneration Committee was officially established in 2016 with the aim of advising and proposing the BoD on rights and obligation related to compensation, remuneration and benefits for employees.

Activities of the Remuneration Committee in 2021:

- Approved the revised and supplemented operational regulation of the Remuneration Committee before submitting to the BoD.
- Carefully reviewed profile of candidates for the BoD members term V (2021-2025) according to the criteria and progress before submitting to BoD consideration and AGM for election.
- Approved the remuneration package for each member of BoD and BoS of term V (2021-2025) before submitting to BoD.

5. Remuneration, operation expenses and other benefits of the Board of Directors, the Board of Supervisors and each member of the Board of Directors, the Board of Supervisors

Details of remunerations of BoD members in 2021 are as follows:

No.	Full name	Position	Amount (VND)	Note
1	Mr. Johan Nyvene	Chairperson	1,960,230,768	from 22/04/2021
2	Mr. Le Anh Minh	Vice Chairperson	746,666,667	from 22/04/2021
3	Mr. Le Hoang Anh	Member	496,666,667	from 22/04/2021
4	Mr. Nguyen Hong Van	Member	230,000,000	from 22/04/2021
5	Mr. Tran Quoc Tu	Member	263,333,333	from 22/04/2021
6	Mr. Andrew Colin Vallis	Member	546,666,667	from 22/04/2021
7	Ms. Nguyễn Thị Hoàng Lan	Member	480,000,000	from 22/04/2021
8	Mr. Do Hung Viet	Chairperson	320,000,000	until 21/04/2021
9	Mr. Pham Nghiem Xuan Bac	Member	66,666,667	until 21/04/2021
10	Mr. Le Thang Can	Member	100,000,000	until 21/04/2021
11	Mr. Lam Hoai Anh	Member	66,666,667	until 21/04/2021
	Total		5,276,897,435	

Details of remunerations of Board of Supervision in 2021 are as follows:

No.	Full name	Position	Amount (VND)	Note
1	Mr. Pham Nghiem Xuan Bac	Chief Supervisor	370,000,000	from 22/04/2021
2	Ms. Dang Nguyet Minh	Member	420,000,000	from 22/04/2021
3	Ms. Nguyen Thi Thu Thanh	Member	170,000,000	from 22/04/2021
4	Mr. Vo Van Chau	Chief Supervisor	116,666,667	until 22/04/2021
5	Mr. Doan Van Hinh	Member	20,000,000	until 22/04/2021
	Total		1,096,666,667	

Details of salary of Chief Executive and other Managers in 2021 are as follows:

No.	Full name	Position	Amount (VND)	Note
1	Mr. Trinh Hoai Giang	CEO	6,300,000,000	
2	Other Managers			N/A

Other benefits for BoD members

Currently, the cost-benefit regimes (the company's car, telephones, social, medical and other insurance, annual health check, and other items specified in the Company's policies) only apply to the Chairman of the BoD. Only business travel expenses for other members of the BoD and BoS are charged to HSC (if costs are incurred).

6. Transactions between HSC and related persons

The policy will be designed and implemented to ensure that any potential conflicts of interest hidden in related party transactions are identified and closely controlled.

In 2021, HSC executed transactions with the relevant organization as a market maker for the DCVFMVN30 Fund and the DCVFMVN DIAMOND managed by DCVFM. As follows:

STT	Organization	Relationship with HSC	Certificate of business registration	Address	Trading period	Fund certificate	Content			
							01/01/2021		31/12/2021	
							Quantity	Par value	Quantity	Par value
1	Dragon Capital Vietfund Fund Management Company (DCVFM)	Relevant organization	45/UBCK-GP issued by the State Securities Commission on January 8, 2009	Tầng 17, Mê Linh Point, Số 2 Ngõ Đức Kế, quận 1, Tp.HCM	From January 1, 2021 to December 31, 2021	DCVFMVN30	602.720	6.027.200.000	1.463.770	14.637.700.000
						DCVFMVN DIAMOND	133.141	1.331.410.000	2.401.476	24.014.760.000

II. Work plan of the BoD in 2022

With the assessment that the Vietnamese stock market still has tremendous room to grow strongly in the future, the BoD prepared an action plan for 2022 as follows:

- Promoting the digital transformation throughout HSC towards complete digitalization of the trading system to offer investors convenient, reliable and value-added services and experiences when using services at HSC;
- Researching and developing new products and services to offer investors more investment options so that they can allocate their wealth based on their risk appetite as well as ease of access to the products and services;
- Standardizing the risk management process to identify and control risks effectively; and
- Training and developing talent.

The Board of Directors believes that with the endless efforts of HSC people and the trust of our shareholders, investors, clients and other stakeholders, HSC will continue to grow and accomplish its business plan in 2022.

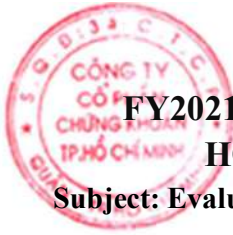
FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



Johan Nyvene
JOHAN NYVENE

To:

- As mentioned above
- BoD's office for record

**REPORT****FY2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HO CHI MINH CITY SECURITIES CORPORATION****Subject: Evaluation of Independent Member(s) on Activities of the Board of Directors of
HSC in FY2021**

Implementing Decree 155/2020/ND-CP guiding the Law on Securities, representative of independent members of the Board of Directors (BoD) would like to report to the General Meeting of Shareholders the evaluation of the BoD's performance in 2021 as follows:

I. General comments

- In 2021, the BoD of HSC demonstrated a strong sense of responsibility to shareholders, investors, partners as well as other stakeholders, transparency in governance and compliance with laws and regulations applicable for listed companies. All meetings of the BoD were convened in a timely manner and followed the procedures specified in the charter and internal regulations on corporate governance of HSC.
- Matters related to strategy, business plan implementation, technology investment, solidification and enhancement of management system etc. were reviewed and evaluated assiduously by the BoD in its periodic meetings. The BoD's efforts were especially important in 2021 when HSC faced unprecedented challenges caused by the severe Covid-19 outbreak. Particularly, the BoD made strategic decisions in enhancing the agility and resilience of HSC operations so that the company was able to not only maintain its business activities to capture opportunities in the buoyant stock market but also adapt to social distancing conditions to ensure health and safety of employees and clients.
- Decisions of the BoD at the meetings were approved on the principle of majority. Meeting minutes were fully prepared and signed by members who attended the meetings.

II. Detailed evaluations**1. Evaluation on organization of the BoD**

- In the term V (2021-2025), the BoD is comprised of seven (07) members, including two (02) independent members. Therefore, the structure of the BoD of HSC complies with the Decree 155/2020/ND-CP guiding the Law on Securities.
- The Sub-committees under the BoD were also very proactive and contributed considerably to the effectiveness of the BoD's activities. The Chairman and Vice-chairman of the BoD participated in all Sub-committees with advisory and supporting roles, while independent members of the BoD serve as chairmen of the Sub-committees with supervisory roles. In the capacities, the independent BoD members worked directly with the Governance, Risk and Compliance division, Internal Audit division, Human Resources division to monitor and review risk management activities, to assess the compliance and accounting standards and to monitor the company's financial performance and positions, human resources and salary, bonus and welfare policies. On a quarterly basis, the Subcommittees report their activities at BoD meetings.

2. Evaluation on operations of the BoD

- In 2021, the BoD held fifty-two (52) meetings including regular meetings, extraordinary meetings and meetings in the form of written opinions. Meetings of the BoD were convened

and conducted with clear schedules and had all documents prepared and circulated in advance in accordance with provisions of HSC's charter as well as applicable laws. In all meetings, the BoD members had transparent and frank discussions on the content and related matters. All decisions were made based on holistic and careful considerations.

- The BoD and Subcommittees operated in accordance with the company's charter, internal regulations on corporate governance and operational regulations of the BoD and the Subcommittees.

3. Evaluation on governance and supervision activities

- In general, the BoD fulfilled its roles and responsibilities in implementing business plans, policies and strategic orientations approved by the General Meeting of Shareholders.
- The BoD complied with regulations on corporate governance, convened periodic and extraordinary meetings in a timely manner to promptly make strategic decisions to guide the company through challenging situations.
- The Company's governance activities complied with the principle of fairness and transparency, ensuring that shareholders and investors can access necessary and legitimate information related to HSC's operations for their investment decisions.
- The BoD effectively performed its supervisory role over activities of the Chief Executive Officer (CEO) and the Board of Management (BoM) in implementing the resolutions of the General Meeting of Shareholders and the BoD through the mechanism of inspection, supervision, quarterly reports on business results, ad-hoc reports at the request of the BoD as well as daily operation monitoring, etc. It is acknowledged that, in 2021, the CEO and the BoD exercised their assigned rights and duties in accordance with applicable regulations and laws, the company's charter, resolutions of the General Meeting of Shareholders. Furthermore, the CEO and the BoM made strong efforts to accomplish and exceed the business plan approved by the General Meeting of Shareholders, continue to drive HSC towards sustainable development and further promote the roles of corporate governance and risk management in HSC's operations.

The aforementioned are major evaluations of independent BoD members on the activities of the BoD in 2021. The BoD would like to take this opportunity to share and have shareholders' kind understanding on the equity capital raising plan, which was approved in 2021. Despite the strong efforts the BoD and the BoM, the issuance was behind the initial schedule due to unexpected reasons that were beyond the controls of the BoD and the BoM.

As independent members of the BoD, we believe that the BoD of HSC performed its duties fully, honestly and carefully to guide and support the BoM to overcome difficulties in 2021 and effectively implement the resolutions of the General Meeting of Shareholders, demonstrating a high sense of responsibility and strong commitments to shareholders, investors, partners and other stakeholders of HSC.

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



NGUYEN THI HOANG LAN

To:

- As mentioned above
- BoD's office for record

REPORT
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: FY2021 Business and Financial Performance

The Board of Management would like to submit 2021 business and financial performance for the consideration and approval of the shareholders at the Annual General Meeting.

A. Business performance of HSC in 2022

In 2021, HSC achieved record-high business results with a pre-tax profit of VND1,430 billion, which translates to a 117% growth yoy and a 119% of the year plan.

- Total revenue reached the record level of VND3,368 billion, up 112% yoy.
- Operating expenses increased by 108% yoy which was lower than the revenue growth of 112% as fixed costs were well controlled and only increased by 26% yoy. Cost to revenue ratio reached 58%, which was similar to 2020 level.
- Earnings per share (EPS) reached VND3,760, which increased by 116% yoy.
- Return on capital (ROE) reached 23.8%, significantly higher than that in 2020 (12.1%).

Business performance (VND billion otherwise stated)	2021	2020	YoY
Revenue (*)	3,368	1,592	112%
Operating expenses (*)	1,938	932	108%
Profit before tax	1,430	660	117%
Profit after tax	1,147	530	116%
Return on average equity (ROE)	23.8%	12.1%	
Earnings per share (EPS) – (VND)	3,760	1,738	116%
Book value pershare (VND)	16,022	14,557	10%

(*) Profit and loss are presented on a net basic for comparison purpose.

Detailed business performances of major businesses are as follows:

Revenue structure (VND billion)	2021	2020	YoY
Securities brokerage fee	1,390	621	124%
Margin loan interest income	1,179	550	114%
Proprietary investments	722	369	95%
Financial advisory service fee	47	38	23%
Other revenue	30	13	131%
Total revenue	3,368	1,592	112%

1. Securities Brokerage Services

Securities brokerage services remain the core business of HSC. In 2021, revenue from brokerage fees reached VND1,390 billion, up by 124% yoy and accounting for 41% of HSC's



revenue (2020: 39%). This impressive result was mainly driven by the sharp increase in brokerage fees on the underlying stock market. Specifically:

- Revenue of securities brokerage services provided to retail investors increased sharply to VND969 billion, an increase of 156% yoy. HSC has been able to maintain its strong position in the high-net-worth client segment underpinned by its strong team of highly qualified professionals, exceptional service quality and large margin lending capacity.
- Revenue of securities brokerage services provided to institutional investors reached VND421 billion, up 74% yoy. HSC's market share in this segment was stable at 24%.

2. Margin Lending

HSC's margin loan balance increased sharply to nearly VND13,700 billion, which increased by 59% over the last year balance and accounted for approximately 7% of the total margin loan balance of the market. Interest income from margin loans was nearly VND1,180 billion, which was a record-high level and accounted for 35% of total revenue of HSC in 2021.

We still strictly adhered to our prudent approach to margin lending and regularly assessed the risks of securities in our margin loan portfolio. The portfolio is currently comprised of only 60 names, which are the largest stocks in the market that have high liquidity and of companies with strong fundamentals.

3. Financial Advisory Services

2021 continued to be a challenging year for the Financial Advisory business as the Covid-19 pandemic disrupted the progress of almost all corporate financial advisory deals. However, the business still was able to deliver encouraging revenue of VND46.5 billion, an increase of 23.6% yoy. Furthermore, the Investment Banking division successfully secured various new deals, promising good growth prospect of fee revenue in 2022.

4. Proprietary Investments and Treasury Management

HSC's proprietary investments primarily focus on market-making activities for exchange-traded funds (ETF) and market-making for covered warrants. These two businesses have relatively low risk while could potentially generate attractive returns. In 2021, HSC's proprietary trading portfolio delivered a rate of return of 30%, better than that in 2020 of 25%.

• Market-making activities for ETFs and covered warrants

- Market making activities for ETF index funds recorded good results in 2021 with a profit of VND153 billion. At the end of 2021, the total asset value (AUM) managed by the two ETFs that HSC is amongst the market markers for, E1VFN30 and Diamond, was about VND24,400 billion.
- The covered warrant business delivered impressive growth in 2021 with a profit of VND162 billion, an increase of more than five times yoy. In 2021, HSC was the second largest player in the market in terms of warrant trading value with a market share of 23%.

• Treasury Management

In 2021, the Treasury Management division well accomplished its roles in raising and mobilizing capitals to help HSC optimize capital structure and costs of capital. Specifically, the division successfully raised nearly US\$150 million of unsecured loans from foreign financial institutions, bringing HSC's total USD-denominated unsecured loans to nearly US\$200 million. The division has also been working with prospective international lenders for new debt financing packages in 2022.

B. Financial position

- Total assets reached VND24,370 billion as at the end of 2021, an increase of nearly 100% compared to that at the end of 2020. The balance was primarily comprised of margin loans and short-term deposits.
- In 2021, HSC actively sought short-term debt financing, from both domestic and international banks to finance for high margin loan demand. The debt-to-equity ratio as at the end of 2021 was 2.3 times (31/12/2020: 1.8 times).
- The newly raised equity capital was just available for disbursement at the end of 2021. Therefore, the capital will be put to work and contribute to business performance of HSC in 2022.

STT	Balance sheet (VND billion)	31/12/2021	31/12/2020	YoY
A	Current assets	24,187	12,308	97%
I	Financial assets	24,187	12,118	99%
1	Cash and cash-equivalents	7,199	207	3380%
2	Financial assets	2,372	3,061	-23%
3	Margin loans	13,690	8,586	59%
4	Other receivables	854	264	223%
II	Other current assets	72	190	-62%
B	Long-term assets	182	181	1%
	Total assets	24,369	12,489	95%
A	Liabilities	17,044	8,048	112%
I	Short-term liabilities	17,044	8,048	112%
1	Short-term borrowings	15,040	6,717	124%
2	Other payables	2,004	8,042	-75%
B	Owners' equity	7,325	4,440	65%
I	Owner's equity	7,325	4,440	65%
	Total resources	24,369	12,489	95%

Above is 2022 business plan of Ho Chi Minh City Securities Corporation for the consideration and approval of shareholders at the Annual General Meeting.

FOR AND BEHALF OF HSC
CHIEF EXECUTIVE OFFICER



TRINH HOAI GIANG



To:

- As above-mentioned
- BOD Office for archiving

REPORT
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: FY2022 Business Plan

The Board of Management would like to submit 2022 business plan for the consideration and approval of the shareholders at the Annual General Meeting.

A. Major assumptions on the stock market in 2022

Based on the market average daily trading value in 2021, the actual market performance in the first half of 2022 and HSC's view on market performance for the rest of this year, the Board of Management makes major assumptions on the stock market in 2022 as below:

Trading value of the stock market (VND billion)	2022F	2021A	YoY	6M2022
Total trading value of the stock market	5,554,210	6,663,509	-17%	3,082,210
The average daily trading value	22,217	26,654	-17%	25,685
Trading value of foreign investors	815,483	888,812	-8%	419,963
% of total trading value of the market	7%	7%		7%
Trading value of local investors	4,738,727	5,774,697	-18%	2,662,247
% of total trading value of the market	93%	93%		93%

B. Business target of HSC

In 2022, HSC targets to achieve a pretax profit of VND1,502 billion, which translates to a 5% yoy growth.

Business performance (VND billion otherwise stated)	2022P	2021A	YoY	6M2022
Revenue (*)	3,593	3,368	7%	1,633
Operating expenses (*)	2,090	1,938	8%	930
Profit before tax	1,502	1,430	5%	703
Profit after tax	1,202	1,147	5%	562
Return on average equity (ROE)	16.0%	23.8%		7.4%
Earnings per share (EPS) – (VND)	2,629	3,760	-30%	1,229
Book value pershare (VND)	17,902	16,022	12%	17,126

(*) Profit and loss are presented on a net basic for comparison purpose.

HSC plans to deliver a revenue of VND3,593 billion in 2022, up by 7% yoy. Operating expenses in 2022 are expected to increase by 8% yoy. The ratio of operating expenses over revenue is expected to maintain at 58% (2021: 58%).

Securities brokerage, margin lending and proprietary investments will remain the major revenue drivers of HSC in 2022. Business targets of each business are as follows:

Revenue structure (VND billion)	2022P	2021A	YoY	6M2022
Securities brokerage fee	1,051	1,390	-24%	519
Margin loan interest income	1,540	1,179	31%	700
Proprietary investments	884	722	22%	354
Financial advisory service fee	87	47	87%	49
Other revenue	30	30	-1%	11
Total revenue	3,593	3,368	7%	1,633

1. Securities Brokerage Services

Based on two major assumptions on the market daily average trading value and the proportion of trading value of local investors in total trading value of the market, HSC plans to achieve VND1,051 billion of securities brokerage fee in 2022 (-24% yoy). Particularly:

- The Retail Client division targets to achieve 5% market share in the total trading value of local investors and 8% market share in the derivatives market.
- The Institutional Client division is expected to maintain its market share of 23% in total trading value of foreign investors in 2022.

2. Margin Lending Service

The margin lending business is expected to maintain growth momentum in 2022. With the additional owners' equity raised via share issuance to existing shareholders in late 2021, HSC's margin lending capability has been strengthened significantly. The stronger shareholder capital base also provides HSC more room to raise other sources of capital to finance for margin loan demand from clients. As regards risk management, HSC will continue to strictly adhere to our rigorous risk management policies to ensure that credit risks are managed properly.

3. Financial Advisory Services

The Covid-19 pandemic in 2021 dramatically impacted progress of transactions that HSC has been working on. However, HSC's Financial Advisory business has been able to strengthen its team and deal pipeline and thus is well-positioned to capture opportunities post Covid-19 in 2022. Based on the in-progress transactions that are expected to be successfully concluded in 2022, the business sets a revenue target of VND87 billion, a strong growth of 87% yoy.

4. Proprietary Investments and Treasury Management

Unlike the traditional proprietary investments, HSC's model primarily focuses on market making activities, risk hedging and supporting clients' transactions. In 2022, the Proprietary Investments division plans to further scale up its covered warrant business. The division will also continue to coordinate with the Financial Advisory business to carry out large business restructuring and securities issuance underwriting transactions. The stronger capital base provides HSC more room and flexibility to strengthen its footprint in these potential segments.

C. Focast financial position of HSC in 2022

Total assets are forecast to reach VND25 trillion as at the end of 2022, which translates to a 3% yoy increase. Assets will primarily comprise of margin loans and financial assets. HSC's plans to deploy and raise additional capital in 2022 are as below:

- Optimize the new capital base to scale up the margin lending business and proprietary investments with a focus on market making and risk hedging activities.
- To expand the corporate bond portfolio to VND2,000 billion to VND3,000 billion and use this secondary source of capital to finance for working capital needs when necessary.



- Seek for both onshore and offshore loans at reasonable costs of fund. Total offshore loan balance is expected to reach US\$250 million.
- To issue HSC's corporate bond to enhance the company's financial flexibility and capital structure.

STT	Balance sheet (VND billion)	31/12/2022F	31/12/2021	YoY
A	Current assets	24,800	24,187	3%
I	Financial assets	24,720	24,187	3%
1	Cash and cash-equivalents	5,000	7,199	-31%
2	Financial assets	4,300	2,372	81%
3	Margin loans	15,000	13,690	10%
4	Other receivables	420	854	-51%
II	Other current assets	80	72	11%
B	Long-term assets	250	182	37%
	Total assets	25,050	24,369	3%
A	Liabilities	16,923	17,044	-1%
I	Short-term liabilities	16,923	17,044	-1%
1	Short-term borrowings	14,923	15,040	-1%
2	HSC's bond	1,000	-	0%
3	Other payables	1,000	2,004	-50%
B	Owners' equity	8,127	7,325	11%
I	Owner's equity	8,127	7,325	11%
	Total resources	25,050	24,369	3%

Above is 2022 business plan of Ho Chi Minh City Securities Corporation for the consideration and approval of shareholders at the Annual General Meeting.

FOR AND BEHALF OF HSC
CHIEF EXECUTIVE OFFICER



TRINH HOAI GIANG

To:

- As above-mentioned
- BOD Office for archiving



REPORT**ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION****Subject: Company's operation 2021 of the Board of Supervisors**

In 2021, the Board of Supervisors (“BoS”) fulfilled its duties as stated in HSC’s Charter and Governance regulations on the organization and operation of the BoS, assisting the Board of Management (“BoM”) in executing the business plan and other matters that were approved by shareholders at the 2020 annual general meeting (“AGM”). The BoS is comprised of three (03) members including one independent member, who is the chairman of the board. The BoS represents shareholders to carry out regular audit and supervision tasks and make necessary and important recommendations to enhance HSC’s risk management and corporate governance. In 2021, the BoS carried out the following activities:

- Supervised activities of the Board of Directors (“BoD”) and the implementation of resolutions approved at the 2020 AGM;
- Supervised HSC’s business activities and financial performances in 2021; and
- Supervised the activities of the internal audit department in 2021.

1. Supervision of activities of the BoD and the execution of resolutions approved at the 2020 AGM

In 2021, the BoD held fifty-two (52) meetings, of which thirty-two (32) meetings were in-person and virtual meetings and the remaining twenty (20) meetings were in the form of written opinions. In these meetings, the BoS reviewed the Company’s performance and, along with the BoD and BoM, contributed strategic opinions to help the Company achieve the business plan as approved by the 2020 AGM.

The key issues discussed in the BoD’s meetings included the followings:

- FY2020 business performance and 2021 quarterly business reports;
- Approval of the agenda and proposals related to the 2020 AGM;
- Approval of the intention, detailed plan, and result of issuing shares to existing shareholders to increase shareholders’ capital;
- Acceptance of the letter of resignation of member of the BoD for the term of office IV (2016-2020) and election of the chairman and vice chairman of the BoD for the term of office V (2021-2025);
- Approval of the organization and operational regulations of the Risk Management Sub-committee, Audit Sub-committee and Human Resources - Remuneration Sub-committee;
- Approval of the change in Representatives of Hanoi Branch, the change in location of Hoan Kiem transaction office and Hanoi branch;
- Use-of-capital plans for each business, capital needs in the following years and bank-loan proposals;
- Approval on covered warrant issuances in 2021;
- Approval on the first interim cash dividend in 2021 of 5% on par value; and
- Approval of contributions to the Vaccine Fund and to Ho Chi Minh City’s Department of Health.

All contributions and recommendations of the Supervisory Board as supervisors and representatives of shareholders were respected and thoughtfully considered by the BoD when they made decisions and resolutions on relevant matters.

2. Supervision of 2021 business activities and financial performances

In 2021, together with members of the Audit Sub-committee (“BAC”) members, the BoS participated in the interim and year-end meetings with HSC’s external auditor, PwC Vietnam Limited, to discuss the scope, audit findings and relevant matters mentioned in the Management letter. According to the auditor’s opinion, HSC’s business operations were conducted in a transparent manner and had no violations in accounting, finance, and operational processes.

In last year, PwC provided statutory audit service to HSC with total fee of VND1,005,400,000 (one billion five million four hundred thousand dong) (VAT included). Besides, in 2021, PwC also prepared and issued the report on change in owner equity after HSC completed the share issuance to existing shareholders pursuant to the certificate of registering for the offer of shares to public No. 186/GCN-UBCK dated 22/09/2021 for a service fee of VND49,500,000 (forty nine five hundred thousand dong (VAT included). PwC did not provide any other advisory services in addition to the services mentioned.

In addition, the BoS also reviewed and analyzed HSC’s quarterly and YE2021 financial statements and capital adequacy ratio review reports. About financial safety, HSC maintained high liquidity and capital-related ratios. HSC’s financial safety ratio, calculated in accordance with the guidances of the Ministry of Finance, was 705% as at the end of 2021 (566% as at the end of 2019), 3.9 times higher than the 180% requirement of the State Securities Commission of Vietnam.

Regarding business results, in 2020, HSC achieved a total revenue of VND3,368 billion, which translates to a 112% growth yoy and 126% of the approved business plan. Net profit after tax in 2021 was up by 116% yoy to VND1,147 billion, or 119% of the approved business plan. That was the record business performance of HSC since its inception. The BoS highly appreciates the efforts of the BoM and of all employees of HSC in overcoming the profound challenges caused by the Covid-19 pandemic to exceed the business guidance. HSC was well-positioned to capture opportunities from favorable conditions of the stock market and the strong enthusiasm of retail investors. In last year, liquidity of the stock market surged as the combined average daily trading value of the three stock exchanges, reached VND26,654 billion, 3.6 times higher yoy. The number of new securities trading accounts opened in 2021 was 1,532,637, 1.5 times higher than the total number of accounts opened during 2017-2020.

The BoS acknowledged growth across major businesses of HSC. Particularly:

- Revenue of brokerage fees reached VND1,390 billion, an increase of VND759 billion or 120% yoy, accounting for 41% of HSC’s total revenue.
 - In which: brokerage fees from the underlying stock market was VND1,331 billion (+127% yoy) and brokerage fees from the derivatives market was VND59 billion (+35% yoy).
- The margin lending business posted a total revenue of VND1,179 billion, which was VND629 billion or 114% higher yoy, accounting for 35% of HSC’s total revenue.
 - The average lending rate lowered to 10.1% p.a. from 10.7% p.a. in 2020. The rate adjustment was aligned with HSC’s strategy in 2021 to enhance the competitiveness of the business.
 - HSC was one of the top five securities companies with the largest margin lending book as at the end of 2021 and consistently pursued a prudent approach to margin lending, in which HSC focused primarily on large-cap companies with strong fundamentals and high liquidity.

- In 2021, HSC faced margin lending capacity constraint as the completion of the approved share issuance was behind the initially expected schedule. As a result, despite the impressive performance, HSC was not able to fully capture market demand.
- The proprietary trading business delivered impressive performance with a total revenue of VND722 billion, which translates to an average return of 31% and increase of VND353 billion or 95% yoy, contributing to 21.4% of HSC's total revenue.
- The corporate finance business delivered VND47 billion, which was VND9 billion or 28% increase yoy.
 - The revenue in 2021 was primarily contributed by successfully concluded deals in the real estate, banking and financial services industries.

Total operating expenses in 2021 was 32% higher than the budget, largely because variable expenses increased proportionally with revenue, which was up by 26% yoy.

The BoM recognized the importance of effective branding positioning and client-engaging activities to strengthening client relationship and enlarging client base across segments. Therefore, in 2021, HSC carried out different client-centricity campaigns as follows:

- Renovating the office spaces at the headquarter in AB tower in Ho Chi Minh City and at Hanoi branch in Red River building in 1Q 2021 to offer clients better experience. --
- Launching the version 3.0 of myhsc, the first digital platform of HSC in 4Q 2021.
- Retail clients:
 - Organizing C2C events to serve the existing clients and attract prospective ones. Particularly, the events were held in cooperation with leading companies including the Orient Commercial Joint Stock Bank (OCB), Housing Development Bank (HDB), REE Corporation (REE) and Vinhomes JSC (VHM) to offer clients more insights about the companies to facilitate their investment decisions.
 - Redesigning the client advisory process to provide information and analysis on listed companies and the stock market that are customized to best suit clients in each segment.
- Institutional clients:
 - Organizing the virtual conferences in cooperation with Goldman Sachs.
 - Organizing the annual Emerging Vietnam conference.

HSC's total brokerage market share in the total trading value of the Ho Chi Minh City Stock Exchange (HSX) was at 6.6% in 2021. HSC also had a leading position in the derivatives market (HNX) with approximately 15.4% market share. The BoS recommends HSC to further digitalize its services and operational processes in order to achieve target market share and business goals.

Key financial indicators

No.	Indicators	2021	2020
1	Capital safety ratio	707%	658%
2	Liquidity ratio		
a	Current ratio (times)	1.4	1.5
b	Total debt to Total assets ratio (times)	0.7	0.6
3	Capital structure ratios		
a	Shareholder's capital to Total resources (times)	0.3	0.4
4	Profitability ratios		
a	ROAE (Net profit after tax/ Owner's equity)	23.8%	12.1%
b	ROAA (Net profit after tax/ Total assets)	6.2%	5.3%



3. Supervision of internal audit activities in 2021

For the internal audit activities, the BoS proposed HSC to update and rebuild the regulation framework and operational process of the internal audit to be aligned with the company's operations, new applicable laws of Vietnam as well as global internal audit practices. The BoS acknowledged the Internal Audit Sub-committee under the BoD approved the framework and the process, which was implemented since the beginning of 2022.

In 2021, HSC's Internal Audit department completed and issued the following audit reports

No.	Internal Audit Review
1	Review the anti-money laundering activities (annual audit)
2	Review the operational model of the Finance and Accounting department and the Treasury Management department (FTOM)
3	Monitor the progress of implementing audit recommendations stated in the previously issued internal audit reports

In 2021, the Internal Audit department conducted the first audit of the FTOM departments after it recognized that the operations of the departments needed to be upgraded, that there were certain risks which might impact the ability of the departments to achieve their goals and that the efficiency of the departments' processes needed to be evaluated against those of industry best practices. The objective of the audit was to provide the BoD, the BoS and the Executive Management Team an independent assessment of risk management and control measures in the financial operating model including governance structure, cost control, cash flow and capital management, financial planning, budgeting and forecasting, and financial management reporting. The Internal Audit department continued to coordinate with the external co-auditor, KPMG Vietnam Limited ("KPMG"), to conduct specialized audits in which the department needed to have opinions of external experts on. In the year, KPMG only provided the internal audit service to HSC at the total service fee of VND1,081,176,250 (one billion eighty one million one hundred and seventy six thousand two hundred and fifty dong) (VAT included).

The BoS did not identify any material audit findings during the audits of the FTOM departments. However, the BoS recognized that the FTOM departments lacked sufficient resources to carry out their operations and functions efficiently. Besides, the BoS recommended that HSC should review the organization of the Finance and Accounting department and enhance the treasury management and the governance, risk management and control processes of the FTOM model to ensure that it is consistent with and integrated to HSC's Total Operating Model (TOM) so that the company could grow and enhance shareholder value sustainably.

Based on the assessment and recommendations of the BoS, in 2021, the Chief Executive Officer ("CEO") decided to redesign the organization and redefine the roles and responsibilities of not only the Finance and Accounting department and the Treasury Management department but also other business functions of the company. Besides, the CEO also decided to rebuild the financial operation model of HSC after receiving approval from the BoD. The BoS acknowledged that those initiatives had been being carried out since 3Q 2021.

4. Remuneration of the BoS in 2021

Total remuneration of the BoS in 2021 was VND1,280,000,000 (one billion two hundred and eighty million dong) (inclusive of personal income tax).

5. Plan of the BoS in 2022

In 2022, the BoS will continue to accompany and supervise the Internal Audit department in completing the audit projects in the approved 2022 audit plan as below:

No.	Internal Audit Review
1	Anti-money laundering activities (annual audit)
2	The project in which the Internal Audit department advises the Executive Management Team on its action plan with the FTOM department
3	The project in which the Internal Audit department provides assurance services to HSC's high-risk operations

**FOR AND ON BEHALF OF
THE BOARD OF SUPERVISORS
HEAD**



PHAM NGHIEM XUAN BAC

To:

- *As mentioned above*
- *BoD's office for record*



PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: The Audited Financial Statements for the year ended 31 December 2021

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-DHĐCĐ dated 22 April 2021,

The Board of Directors ("BOD") would like to submit the FY2021 Financial Statements audited by Price Waterhouse Coopers Vietnam Co., Ltd to the Annual General Meeting FY2021 ("AGM") for your respective approval.

The FY2021 Audited Financial Statements has been disclosed in accordance with the law regulations and posted on HSC's webpage. The details are as follows:

1. Report of the Board of Managers
2. Independent Auditors' Report
3. Balance sheet as of 31 December 2021
4. Income Statement for the year ended 31 December 2021
5. Cash flow statement
6. Statement of changes in equity
7. Notes to the financial statements

In which:

The FY2021 Financial Statements of HSC with basic financial indicators are as follows:

No.	Items (VND)	FY2021	FY2020
1	Total assets	24,369,103,140,717	12,488,827,553,087
2	Net revenue	4,462,480,795,673	2,249,516,671,671
3	Profit before tax	1,430,335,317,647	660,305,435,709
4	Profit after tax	1,147,062,381,087	530,451,694,165

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



A handwritten signature in blue ink, appearing to read "Johan Nyvene".

JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Profit distribution plan 2021

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-ĐHĐCĐ dated 22 April 2021,

Based on FY2021 Income Statement of the Board of Management, Report of the Supervisory Board on the Company's activities 2021; FY2021 Financial Statements audited by the independent auditing firm to be approved by the Board of Directors ("BOD") and the regulations on appropriation rate to funds as set forth in HSC's Corporate Charter, the BOD would like to submit FY2021 profit distribution plan to the Annual General Meeting ("AGM") for your respective consideration and approval.

The profit after tax for the fiscal year 2021 is VND **1,430,335,317,647**. The BOD would like to propose the profit distribution plan with the following details:

STT	Items (VND)	Plan 2021		Actual 2020	
		%/PAT	(VND)	%/PAT	(VND)
I	Profit before tax		1,430,335,317,647		660,305,435,709
II	Profit after tax	100%	1,147,062,381,087	100%	530,451,694,165
III	Profit distribution	98.00%	1,124,630,678,413	100%	530,451,694,165
1	Provisions	15.00%	172,059,357,163	29.49%	156,444,704,753
	Charter capital supplement fund	5.00%	57,353,119,054	13.00%	68,958,720,241
	Compulsory reserve fund	5.00%	57,353,119,054	13.00%	68,958,720,241
	Welfare and reward fund	5.00%	57,353,119,054	3.49%	18,527,264,270
2	Budget for the BOD and BOS	0.00%	0	1.50%	7,956,775,412
3	Dividends (*)	83.00%	952,571,321,250	69.01%	366,050,214,000
	1 st payment in cash (5%)	13.30%	152,450,410,500	28.75%	152,520,922,500
	2 nd payment in cash (2.5%)	10.00%	114,302,987,250	40.25%	213,529,291,500
	2 nd payment in stocks (15%)	59.80%	685,817,923,500	-	-
IV	Retained profit (IV)=(II)-(III)	2.00%	22,431,702,674	0.00%	0
V	Retained profit from previous years		350,409,027,898		350,409,027,898
VI	Total retained profit		372,840,730,572		350,409,027,898

(*) Temporary figures depending to the AGM's decision on the FY2021 final dividend rates.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Dividend rate of 2nd dividend payment in 2021

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-ĐHĐCĐ dated 22 April 2021,*

The Annual General Meeting of Shareholders (“AGM”) of Ho Chi Minh City Securities Corporation (“the company”) for the FY2020 approved the plan to distribute FY2021 dividends, which are based on the net profit of HSC in 2021 after appropriating funds and budgets for activities in accordance with HSC’s Charter and applicable laws.

Pursuant to the AGM Resolution No. 02/2021/NQ-ĐHĐCĐ dated April 22, 2021 of the AGM, the Board of Directors (“BoD”) distributed the first interim FY2021 cash dividend and now would like to propose the AGM to approve the distribution of the second interim FY2021 cash dividend and 2021 stock dividend as below.

A. Distribution of the first interim FY2021 dividend

The BoD distributed the first interim FY2021 dividend as follows:

1. Ratio: 5% (equivalent to VND500 per share)
2. Payment method: Cash
3. Record date: December 07, 2021
4. Payment date: January 06, 2022

B. Distribution of second interim FY2021 dividend

The BoD would like the AGM to approve the second FY2021 dividends as follows:

I. The second FY2021 cash dividend

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND10,000 per share
4. Charter capital: VND4,580,523,670,000
5. Ratio: 2.5% (equivalent to VND250 per share)
6. Payment method: Cash
7. Implementation time:
 - Record date: August 25, 2022



- Expected payment date: September 15, 2022
8. Personal income tax (PIT): The AGM authorizes the BoD to deduct the PIT of shareholders corresponding to the dividend income and, on behalf of the shareholders, to pay the deducted PIT to the tax authorities in accordance with applicable laws.

II. FY2021 stock dividend

The plan to issue shares to pay dividend (the “Plan”)

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Type of shares: Ordinary shares
3. Par value: VND10,000 per share
4. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
5. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
6. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
7. Total number of shares to be issued: 68,581,792 (Sixty eight million, five hundred and eighty-one thousand, seven hundred and ninety-two) shares
8. Total par value of shares to be issued: VND685,817,920,000 (Six hundred and eighty-five billion, eight hundred and seventeen million, nine hundred and twenty thousand Vietnamese Dong)
9. Issuance ratio: 15% on charter capital as at the date of the Plan (Example: a shareholder who owns 1,000 shares are entitled to receive 150 newly issued shares)
(Issuance ratio: newly issued shares/ total number of outstanding shares as at the record date)
10. Purpose of the issuance: To pay the second interim FY2021 dividend
11. Source of capital: Retained earnings as at December 31, 2021 as stated in the FY2021 audited financial statements of HSC
12. Participants in the issuance: Existing shareholders on the list of shareholders at the record date provided by Vietnam Securities Depository Center for the purpose of paying FY2021 stock dividend
13. Method of implementation: Shareholders who are entitled to receive FY2021 stock dividend will exercise the right to receive newly issued shares and are not allowed to transfer the right.
14. Processing with arising odd shares (if any): The number of shares to be issued to existing shareholders for the purpose of paying FY2021 stock dividend will be rounded down to unit digit. The decimal fraction (if any) will be canceled.
Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will be entitled to receive $1,001 * 0.15 = 150.15$ shares. The decimal fraction (0.5) is rounded down to zero and thus is canceled. Therefore, the shareholder will receive 150 shares.
15. Expected time of share issuance: In 2022 after HSC receives the approval of the State Securities Commission (“SSC”). The AGM authorizes the BoD to select the time of share issuance in accordance with approval of the AGM and applicable laws.
16. A positive variance between retained earnings that are expected to be used for FY2021 stock dividend (based on par value of VND10,000 per share) and the total par value of shares actually issued to existing shareholders (based on par value of VND10,000 per share) will be retained at retained earnings of HSC.

17. Authorization for the BoD:

1. Decide the record date to finalize the list of shareholders and carry out procedures for obtaining necessary approval from the State agencies to implement the Plan;
2. Decide on the capital source and the specific time to issue shares to pay FY2021 stock dividend according to the method approved by the AGM and in accordance with applicable laws;
3. Develop a detailed plan to submit and supplement (if requested) required dossiers and procedures to relevant State agencies in compliance with applicable laws;
4. Carry out procedures to amend the content of Charter capital in the Certificate of Business Registration and the company's Charter upon completion of the Plan;
5. Carry out procedures to register the newly issued shares at the Vietnam Securities Depository Center and register for listing of the shares at the Ho Chi Minh City Stock Exchange upon completion of the Plan; and
6. Carry out all other related works and procedures to implement the Plan in accordance with applicable laws or requests of relevant State agencies.

The Board of Directors would like to submit to the AGM for your respective approval. --

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



A handwritten signature in blue ink, appearing to read "Johan Nyvene".

JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*



PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Plan of issuing shares to existing shareholders

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-DHĐCĐ dated 22 April 2021,*

The Board of Directors (“BoD”) of Ho Chi Minh City Securities Corporation would like to submit the plan of issuing shares to existing shareholders (“Share Issuance Plan”) for the consideration and approval of the Annual General Meeting of Shareholders. Details of the Share Issuance Plan are as follows:

I. The plan to issue shares to existing shareholders

The plan to issue shares to existing shareholders:

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Total number of new shares to be issued: 228,605,975 (Two hundred and twenty-eight million, six hundred and five thousand, nine hundred and seventy-five) shares
9. Total par value of new shares to be issued: VND2,286,059,750,000 (Two thousand two hundred and eighty six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong)
10. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 50% (fifty percent)
11. Offering target: Existing shareholders of HSC including local and foreign shareholders whose names are in the list of HSC’s shareholders as at the record date are entitled to to exercise the right to purchase shares
12. Offering method: Rights issue to existing shareholders
13. Subscription ratio: 2:1. As at the record date, a shareholder who owns one (01) share is entitled to receive one (01) right. A shareholder who has two rights is entitled to buy one (01) new share



14. Offering price: VND10,000/ share (Ten thousand Vietnamese Dong per share)
15. Right transfer: The rights to purchase new shares issued are only transferable one (01) time (the transferees of the rights are not allowed to transfer the rights)
Existing local shareholders are only allowed to transfer the rights to other local shareholders and are not allowed to transfer the rights to foreign shareholders
16. Share transfer restriction: The new shares to be issued are not subject to transfer restriction
17. Shareholders who own transfer-restricted stocks are also entitled to the rights to buy new shares. New shares to be issued are not subject to transfer restriction
18. Processing with arising odd shares (if any) and the remaining unsubscribed shares that shareholders do not exercise the rights to purchase (if any):
 - 18.1 Odd shares: The number of shares issued to existing shareholders will be rounded down to unit digit. The decimal fraction (if any) will be canceled.
Example: As at the record date, Nguyen Van A owns 1,001 HCM shares and therefore will have 1,001 rights to purchase new shares. With the issuance ratio of 2:1, the shareholder will be entitled to purchase $(1,001 \times 1) / 2 = 500.5$ shares. The decimal fraction (0.5) is rounded down to zero and thus is canceled. Therefore, the shareholder will be entitled to purchase 500 shares.
 - 18.2 The remaining unsubscribed shares: The remaining unsubscribed shares comprise of:
 1. The shares that existing shareholders do not exercise their rights to purchase; and
 2. The total number of odd shares which arise due to the rounding down effect of the shares that existing shareholders subscribed to purchase.
 - The remaining unsubscribed shares will be offered to other existing shareholders and/or employees of HSC who want to purchase the shares at prices not below the Offering price.
 - In the situation that percentages of ownership of shareholders whom the BoD offers the remaining unsubscribed shares to exceed the threshold of percentage of ownership stipulated at the Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14, the shareholders do not have to process a public tender offer.
 - If the remaining unsubscribed shares are offered to other investors rather than the existing shareholders as stated in this Share Issuance Plan, the shares are subject to one (01) year transfer restriction from the date of completion of this Share Issuance Plan in accordance with applicable laws.
 - In the situation that there are still undistributed shares after the deadline of the Share Issuance Plan has passed (including the extended time, if any), the remaining undistributed shares will be cancelled and the BoD could announce the completion of the Share Issuance Plan.
19. The successful offering rate: The AGM authorizes the BoD to determine the successful offering rate in accordance with applicable laws to ensure that the Share Issuance Plan is successfully completed.
20. Use of proceeds plan: The AGM authorizes the BoD to decide and adjust the use of proceeds received from the Share Issuance Plan to ensure that the ordinary course of business of HSC is carried out smoothly and effectively.
21. Expected time of the share issuance: In 2022 after HSC receives the approval of the State Securities Commission (“SSC”).

II. Purpose of share issuance and use of proceeds plan

The estimated amount of capital raised via this Share Issuance Plan is VND2,286,059,750,000 (Two thousand two hundred and eighty six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong) will be used as follows:

- To finance for margin lending business: VND1,786,059,750,000 (One thousand seven hundred and eighty-six billion, fifty-nine million, seven hundred and fifty thousand Vietnamese Dong)
- To finance for proprietary investments business: VND500,000,000 (Five hundred billion Vietnamese Dong)

The AGM authorizes the BoD to amend the use of proceeds plan when necessary to ensure that the capital raised is used in the best interest of shareholders of HSC and report the amended use of proceeds at the nearest AGM.

III. Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Decide, amend and supplement the Share Issuance Plan;
2. Decide to cancel or temporarily postpone the Share Issuance Plan if the BoD considers that such cancellation or postponement necessary for the best interest of shareholders and report such events at the nearest AGM;
3. Prepare and sign off required documents related to the Share Issuance Plan;
4. Select the record date for the list of existing shareholders who are entitled to the rights to purchase new shares according to the Share Issuance Plan as soon as possible after the State Securities Commission acknowledges receipt of required documents of the Share Issuance Plan and ensure the rights and benefits of existing shareholders of HSC in accordance with applicable laws.
5. Carry out necessary procedures to process and to complete the Share Issuance Plan in accordance with HSC's Charter and applicable laws;
6. Register and list all newly issued shares for existing shareholders at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the Share Issuance Plan; and
7. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") upon completion of the Share Issuance Plan.

The Board of Directors would like to submit to the AGM for your respective approval.

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



To:

- As above-mentioned
- BOD Office for archiving

JOHAN NYVENE

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: FY2022 Employee Stock Option Plan (ESOP 2022)

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-DHĐCĐ dated 22 April 2021.

The Board of Directors ("BoD") of Ho Chi Minh City Securities Corporation would like to submit HSC's FY2022 Employee Stock Option Plan (ESOP 2022) for the consideration and approval of the Annual General Meeting of Shareholders. Details of the ESOP 2022 are as follows:

I. HSC's 2022 Employee Stock Option Plan

2022 Employee Stock Option Plan:

1. Name of share: Share of Ho Chi Minh City Securities Corporation (HSC)
2. Ticker: HCM
3. Type of shares: Ordinary shares
4. Par value: VND10,000 per share
5. Total number of shares in issue: 458,052,367 (Four hundred and fifty eight million, fifty two thousand, three hundred and sixty seven) shares
6. Total number of outstanding shares: 457,211,949 (Four hundred and fifty seven million, two hundred and eleven thousand, nine hundred and forty-nine) shares
7. Total number of treasury shares: 840,418 (Eight hundred and forty thousand, four hundred and eighteen) shares
8. Number of shares to be issued: 16,000,000 (Sixteen million) shares
9. Offering price: VND10,000 (Ten thousand Vietnamese Dong) per share
10. Total value of the number of shares to be issued based on par value: VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong)
11. New share issuance ratio (The total number of new shares to be issued/ total number of outstanding shares): 3.50% (Three point five percent)
12. Offering targets: Employees of HSC
13. Transfer restriction: Shares issued to employees under this FY2022 Employee Stock Option Plan are subject to transfer restriction as stated in the 2022 Employee Stock Option Plan Regulation issued by the BoD.
14. ESOP vesting schedule:
 - On the first anniversary of the issuance date (12 months after the completion date of the

2022 ESOP): 40% of the shares issued to employees are vested;

- On the second anniversary of the issuance date (24 months after the completion date of the 2022 ESOP): Additional 30% of the shares issued to employees are vested; and
 - On the third anniversary of the issuance date (36 months after the completion of the 2022 ESOP): Additional 30% of the shares issued to employees are vested.
15. Processing unsubscribed rights: In the situation that employees who are offered rights to participate in the 2022 ESOP do not exercise the rights, the corresponding ESOP shares shall be offered to other employees of HSC.
 16. Redemption of ESOP shares: The redemption will be processed in accordance with the 2022 Employee Stock Option Plan Regulation issued by the BoD.
 17. Expected implementation time: The AGM authorises the BoD to select an appropriate time to implement the 2022 ESOP upon the AGM's approval.

II. Purpose of issuance and use of proceeds plan of the 2022 ESOP

Proceeds of the 2022 ESOP of VND VND160,000,000,000 (One hundred and sixty billion Vietnamese Dong) will be used to finance for the margin lending business of HSC.

III. Authorization for the Board of Directors

The AGM authorizes the BoD to carry out, including but not limited to, the followings:

1. Approve the list of employees of HSC who are qualified to participate in the 2022 ESOP and the number of shares to be offered to the qualified employees;
2. Carry out necessary procedures to process and to complete the 2022 ESOP in accordance with HSC's Charter and applicable laws;
3. Register and list all newly issued shares to employees under the 2022 ESOP at Vietnam Securities Depository ("VSD") and Ho Chi Minh Stock Exchange ("HOSE") upon completion of the 2022 ESOP; and
4. Authorize the BoD and the Board of Management to amend HSC's Charter and register new charter capital and amend the Business Registration Certification of HSC at State Securities Commission ("SSC") after completing the 2022 ESOP.

The Board of Directors would like to submit to the AGM for your respective approval.

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



JOHAN NYVENE

To:

- As above-mentioned
- BOD Office for archiving

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: 2022 Dividend plan

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-DHĐCĐ dated 22 April 2021,*

The Board of Directors (“BoD”) of Ho Chi Minh City Securities Corporation (the “Company”) would like to submit HSC’s 2022 dividend plan, based on the Company’s 2022 business plan, for the consideration and approval of the Annual General Meeting of Shareholders. Details of HSC’s 2022 dividend proposal are as below:

1. Dividend ratio: 12% (VND1,200 per share), which is subject to HSC’s actual performance in 2022. The AGM authorizes the BOD to decide FY2022 dividend payment(s) based on HSC’s actual financial performance at the time(s) of dividend declaration date(s).
2. Payment method: Cash and/or stock
3. Implementation time: The AGM authorizes the BOD to decide 2022 dividend payment date(s) and report the decision(s) at the nearest AGM.
4. Personal income tax (PIT): The AGM authorizes the BOD to deduct PIT on dividend income of shareholders, and on behalf of the shareholders, HSC will pay their deducted PIT to tax authorities in accordance with the applicable laws.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Selection of auditing firms for FY2022

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-ĐHĐCĐ dated 22 April 2021,

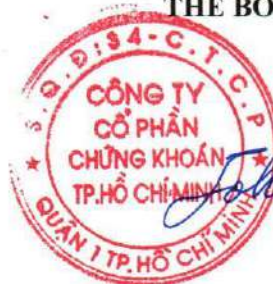
The Board of Directors ("BOD") would like to propose that the Annual General Meeting ("AGM") delegates the BOD to select one of the Big 4 independent auditing firms for the interim and annual statutory audit of its financial statements in accordance with the law regulations. The selected auditor must be approved by the State Securities Commission of Vietnam to provide the statutory auditing services to listed companies and securities companies in Vietnam.

Based on the quality and the reputation of such auditing firms in Vietnam, the BOD would like to nominate the following list for your respective selection:

1. Ernst & Young Vietnam Co., Ltd.
2. KPMG Vietnam Co., Ltd.
3. Price Waterhouse Coopers Vietnam Co., Ltd.
4. Deloitte Vietnam Co., Ltd

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- As above-mentioned
- BOD Office for archiving

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Budget for activities of the Board of Directors and the Board of Supervisors 2022

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-ĐHĐCĐ dated 22 April 2021,*

Previously, budget for activities of the Board of Directors (“BoD”) and the Board of Supervisors (“BoS”) was appropriated from annual profit after tax approved by the Annual General Meetings of Shareholders of HSC (the “AGM”).

Since 2022, in compliance with the Article 163 of the 2020 Law of Enterprises, HSC will record remunerations of the BoD and BoS and other eligible expenses related to activities of the BoD and the BoS as operating expenses of the company.

Accordingly, the BoD would like the AGM FY2021 of HSC to consider and approve the budget for activities of the BoD and the BoS in 2022 as follows:

- Total budget: VND17,000,000,000 (Seventeen billion Vietnamese Dong), which is equivalent to 1.5% of profit after tax of HSC in 2021.
- The budget will be used for remunerations of seven (07) members of the BoD and three (03) members of the BoS and other expenses related to activities of the BoD and the BoS in 2022.
- To authorize the BoD to determine the remuneration of each members of the BoD and the BoS based on recommendations of the Board Nomination and Remuneration Committee.

The Board of Directors would like to submit to the AGM for your respective approval.

FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Amendments to the Company's Charter

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;*
- *Circular No. 121/2020/TT-BTC dated 31 December 2020 issued by the Ministry of Finance regulating the operation of securities companies;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of corporate governance applying to public companies in Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-DHĐCĐ dated 22 April 2021,*

Decree No. 155/2020/ND-CP dated 31 December 2020, effective 01 January 2021 requires all listed companies to issue their Company Charter which are approved by the coming general shareholders closest to the effective date of the Decree. To fully comply with the aforesaid regulations, HSC had its Company Charter drafted and approved by the general shareholders meeting on 22 April 2021 under a pressing manner.

After short period of enforcement, there is a need to refresh the whole Company Charter to ensure specificity, consistency, avoidance of overlaps, compliance with applicable regulations and best practice in the market, establishing framework for the governance and management of the Company in coming time.

The Company Charter has been newly drafted using the template attached to Circular No. 116/2020/TT-BTC dated 21 December 2020 to achieve the need as mentioned above.

On that basis, the Board of Directors of Ho Chi Minh City Securities Corporation hereby submit to the General Shareholders Meeting for approval of the following:

1. The new Company Charter with all replacement, changes and supplements have been described in the attachment (please see Table of Detailed Changes to Company's Charter 2022).
2. The new Company Charter shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company Charter approved by the General Shareholders Meeting on 22 April 2021.
3. The Chief Executive Officer cum the Company's at-law representative shall be entitled to sign for issuance of the Company Charter, and complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



A handwritten signature in blue ink, appearing to read "Johan Nyvene".

JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

HO CHI MINH CITY SECURITIES CORPORATION
Table of Detailed Changes to the Company Charter 2022

NO.	PROVISION	CURRENT CHARTER	PROPOSED AMENDMENT	REASONS
1	Legal basis	Legal basis - Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and its implementing regulations; - Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 and its implementing regulations.		Delete to follow the Mandatory Template
2	Add Clause 1 Article 1		Article 1. Interpretation of terms b. "Shareholder" means an individual, organization holding at least one share in the Company;	Add newly
3	Point c Clause 1 Article 1	Article 1. Interpretation of terms 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;	Article 1. Interpretation of terms d. "Law on Securities" means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;	Amend to make it clearer
4	Point d Clause 1 Article 1	Article 1. Interpretation of terms 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;	Article 1. Interpretation of terms e. "Law on Enterprises" means 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;	Add to reflect new amendment
5	Point f Clause 1 Article 1	Article 1. Interpretation of terms f) "Establishment Date" means the date on which the Company obtained its Enterprise Registration Certificate (Enterprise Registration Certificate or other documents with equivalent validity) for the first time;	Article 1. Interpretation of terms f. "Establishment Date" means 29 April 2003 being the date of issuance by the State Securities Commission of the Securities Business Operation License No. 11/GPHDKD to the Company, after conducting business registration with Department of Planning and	Amend to reflect factual records

			Investment of Ho Chi Minh City on 23 April 2003;	
6	Point h Clause 1 Article 1	Article 1. Interpretation of terms h) “Managers” means members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors	Article 1. Interpretation of terms k.“Managers” means the following persons: Chairman and members of the Board of Directors, Chairman and members of the Committees of the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer (if any), Chief Accountant and Managing Directors;	Amend to reflect current practice at Company
7	Point i Clause 1 Article 1	Article 1. Interpretation of terms i) “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;	Article 1. Interpretation of terms i.“Executives” means the members of the Executive Board including the Chief Executive Officer, Deputy Chief Executive Officer (if any), Chief Accountant, Managing Directors and other executives pursuant to clause 1 Article 39 of this Charter (if any)	Amend to reflect current practice and avoid misunderstanding
8	Point j Clause 1 Article 1	Article 1. Interpretation of terms j) “Person who has family relationships” means persons as stipulated in Clause 22, Article 4, Law on Enterprises;	Article 1. Interpretation of terms h.“Persons with Family Relationship” means persons who have relationship with each other pursuant to clause 22 Article 4 of the Law on Enterprises, including: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, children-in-law, siblings, siblings-in-law, spouse's siblings;	Amend to clarify the provisions of the Law
9	Point k Clause 1 Article 1	Article 1. Interpretation of terms k) “Insider” means persons as stipulated in Clause 45, Article 4, Law on Securities	Article 1. Interpretation of terms j. “Internal Persons” means persons who hold critical roles in management and executive system of the Company, including: Chairman and members of the Board of Directors, Chief Executive Officer cum legal representative, Deputy Chief Executive Officer (if any), Financial Director, Chief Accountant, Head and members of the Board of Supervision (Supervisor), Chairman and members of the Committees of the Board of Directors,	Amend to reflect current practice and apply easily

			Company secretary, person in charge of the Company's governance, person authorized for Company's information disclosure;	
10	Point l Clause 1 Article 1	Article 1. Interpretation of terms l) "Affiliated persons" means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities;	Article 1. Interpretation of terms g. "Related Persons" means individuals, organizations that are interrelated pursuant to clause 46 Article 4 of the Law on Securities, specifically including the following circumstances: i. The Company and its Internal Person; ii. The Company and Major Shareholders that are organizations, individuals owning more than 10% of the voting shares in the Company; iii. Organizations, individuals that, in connection with other organizations, individuals, directly or indirectly control or are under control of such organizations, individuals or together with such organizations, individuals are subject to the same control; iv. Individuals and their biological parents, adoptive parents, parents-in-law, spouses, biological children, adopted children, children-in-law, siblings and siblings-in-law; v. Contractual relations in which an organization, individual acts as the representative of the other organization, individual; and vi. Other organizations, individuals which are considered as related persons pursuant to the Law on Enterprises.	Amend to clarify Article 4.46 of the Securities Law
11	Add Point m Clause 1 Article 1 Proposal		Article 1. Interpretation of terms m. "Stock Exchange" means Vietnam Stock Exchange and its Subsidiaries, including Ho Chi Minh Stock Exchange;	Add newly

12	Clause 2 Article 2	<p>Article 2. Name, legal status, head office, organisational structure and term of operation of the Company</p> <p>2. Legal status of the Company: The Company is a joint stock company under the License No. 11/GPHĐKD issued on 29/04/2003. The Company operates pursuant to the Law on Securities and has the status of a legal entity in accordance with the applicable Laws of Vietnam.</p>	<p>Article 2. Name, form, head office, organizational structure and term of operation of the Company</p> <p>2. The Company is a joint stock company having status of a legal entity in accordance with the applicable Laws of Vietnam.</p>	Follow the Mandatory Template
13	Add Point a Clause 4 Article 2 Proposal		<p>Article 2. Name, form, head office, organizational structure and term of operation of the Company</p> <p>4. Organizational structure, operational network: a. The Company is structured and operates in accordance with the model stipulated in point a clause 1 Article 137 of the Law on Enterprises, including: the General Assembly of Shareholders, the Board of Directors, the Board of Supervision and the Chief Executive Officer.</p>	Add to ensure compliance with Enterprise Law
14	Delete Point d Clause 4 Article 2	<p>Article 2. Name, legal status, head office, organizational structure and term of operation of the Company</p> <p>4. Organisational structure, operational network: d) The names of the branches, transaction offices and representative offices of the Company must bear the name of the Company together with the phrase “branch”, “transaction office” or “representative office” together with their proper name for distinguishment.</p>		It is not necessary because the establishment must always comply with relevant regulations and laws

15	Clause 5 Article 2	<p>Article 2. Name, legal status, head office, organizational structure and term of operation of the Company</p> <p>5. Term of operation: The term of operation of the Company shall start from the Establishment Date and shall be unlimited, except in the case of early termination of operation of the Company pursuant to this Charter.</p>	<p>Article 2. Name, form, head office, organizational structure and term of operation of the Company</p> <p>5. Term of operation : The term of operation of the Company shall be indefinite starting from the Establishment Date, except in the case of termination of operation pursuant to the applicable Laws or this Charter.</p>	Amend to reflect the Mandatory Template and ensure compliance with Article 24.2 & Article 137.1 Enterprise Law
16	Add Clause 1 Article 3 Proposal		<p>Article 3. Legal Representative</p> <p>1. The Legal Representative of the Company shall exercise the rights and perform the obligations arising from transactions of the Company, and represent the Company in the capacity as the requester for settlement of civil matters, the plaintiff, the defendant, the person with related rights, interests, obligations before the Arbitration, the Court, and have other rights, obligations pursuant to the Laws.</p>	Add to reflect Article 12.1 Enterprise Law
17	Point a Clause 2 Article 3	<p>Article 3. At-law representative</p> <p>2. Authorisation of the at-law representative</p> <p>a) The Legal Representative of the Company under this Charter must reside in Vietnam. If the Legal Representative is absent from Vietnam more than thirty (30) days, the Legal Representative must authorize another person in writing to exercise the rights and perform the obligations of the Legal Representative;</p>	<p>Article 3. Legal Representative</p> <p>3. Authorization by the Legal Representative:</p> <p>a. The Legal Representative of the Company shall reside in Vietnam, and in case of absence from Vietnam, he/she must authorize in writing another person residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative of the Company;</p>	According to HFIC's recommendation
18	Point c Clause 2 và Clause 3 Article 3	<p>Article 3. At-law representative</p> <p>2. Authorisation of the at-law representative c)</p> <p>In case the at-law representative who is absent from Vietnam for more than 30 days without authorizing any other person to exercise the rights and perform the obligations for the company's at-law representative or is dead,</p>	<p>Article 3. Legal Representative</p> <p>3. Authorization by the Legal Representative:</p> <p>c. In case the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing any other person to exercise the rights and perform the obligations of the Legal Representative of the Company,</p>	As this amendment, Clause 3 is not necessary

		<p>missing, examined for penal liability, held in temporary detention, serving their imprisonment penalty, administrative handling measures at compulsory drug rehabilitation establishment or compulsory education establishment, has his/her civil act capacity limited or lost, has difficulty in perceiving and controlling their acts, is prohibited by court from holding certain positions or prohibited from practicing certain professions or performing certain jobs, the Board of Directors shall appoint another person to act as the at-law representative of the company</p> <p>3. If the Chief Executive Officer is absent from Vietnam for more than 30 days without authorizing any other person to exercise the rights and perform the obligations for the company's at-law representative or is dead, missing, examined for penal liability, held in temporary detention, serving their imprisonment penalty, administrative handling measures at compulsory drug rehabilitation establishment or compulsory education establishment, is prohibited by court from holding the position or if the Company has not appointed a new Chief Executive Officer after the Chief Executive Officer of the Company is dismissed, then the Chairman of Board of Directors shall be the at-law representative of the Company until the Board of Directors appoints a new Chief Executive Officer.</p>	<p>or is dead, missing, being prosecuted for criminal liability, held in temporary detention, serving their imprisonment penalty, serving administrative settlement measures at compulsory drug rehabilitation establishment or compulsory education establishment, has his/her civil act capacity limited or lost, has difficulty in perceiving and controlling his/her acts, is prohibited by the Court from holding certain positions or practicing certain professions or performing certain jobs, then the Board of Directors shall appoint another person the Legal Representative of the Company. During the period in which the Board of Directors has not so appointed the Legal Representative of the Company yet, the Chairman of the Board of Directors shall automatically become the Legal Representative of the Company.</p>	
19	Combine Clause 1 and Clause 3 Article 4	<p>Article 4. Scope of business activities</p> <p>1. The professional business activities of the Company include:</p> <p>a) Securities brokerage;</p> <p>b) Securities self-trading;</p>	<p>Article 5. Scope of business and operation of the Company</p> <p>1. Business activities of the Company shall include:</p> <p>a. Securities brokerage;</p>	Combine Clause 1 and Clause 3

		<p>c) Underwriting issues of securities; and d) Securities investment consultancy. 3. The Company may supplement, remove one or several professional business activities stipulated in clause 1 of this Article upon the SSC's approval.</p>	<p>b. Securities proprietary trading; c. Securities issuance underwriting; d. Securities investment consultancy. The Company may supplement, withdraw one or more of the aforesaid business activities subject to the SSC's approval.</p>	
20	Add Clause 3 Article 5 Proposal		<p>Article 5. Scope of business and operation of the Company 3. The Company shall obtain the SSC's written approval before performing the activities stipulated in clause 1 Article 87 of the Law on Securities, particularly including: a. Temporarily suspending its operation, except for the case of temporary suspension of operation due to a force majeure event; b. Offering and listing its securities abroad; c. Conducting indirect offshore investment; d. Establishing, closing its branches, representative offices domestically or abroad; establishing its subsidiaries abroad; e. Changing the business operations of its branches; establishing, closing its transaction offices; changing names, locations of its branches, representative offices, transaction offices; f. Providing online securities trading services; g. Providing or coordinating with credit institutions to provide clients with services of lending money to buy securities, services of lending securities, services of advancing proceeds to be received from securities sales; h. Securities depository; i. Securities clearing and settlement; j. Services in the derivatives market.</p>	Add to reflect Article 87 Securities Law
21	Article 5	<p>Article 5. Charter capital As of the date of adoption of this Charter, the Charter Capital of the Company is VND</p>	<p>Article 10. Charter Capital and shares 1. The Company's Charter Capital is VND 4,580,523,670,000 (Four thousand five</p>	Update new Charter Capital and rearrange content

		<p>3.058.822.630.000 (three thousand and fifty eight billion, eight hundred and twenty two million, six hundred and thirty thousand Vietnamese dong).</p> <p>The Company may change its Charter Capital if so approved by the General Meeting of Shareholders in accordance with the Laws.</p>	<p>hundred and eighty billion, five hundred and twenty three million, six hundred and seventy thousand Vietnamese dong).</p> <p>Article 15. Change to the Charter Capital 1. The Company may increase, decrease the Charter Capital pursuant to decision of the General Assembly of Shareholders subject to satisfaction of requirements under the Laws.</p>	
22	Article 6	<p>Article 6. Operational objectives 1. Operational objectives of the Company include to: a) promote sustainable benefits for all parties participating in the Company; b) provide products and services that add value exceeding clients' expectations; c) become a top-rated workplace and a second home of talent; and d) contribute to the socio-economic development of the country. 2. If any of the above objectives require any approval by any competent governmental authority, the Company shall only carry out such objectives upon approval of such authority.</p>	<p>Article 4. Operational objectives of the Company To become the leading securities company in Vietnam, providing diversified securities products and services which shall bring outstanding values to the clients, contributing to the socio-economic development of the country.</p>	Rewrite to make it shorter but clearer
23	Article 7	<p>Article 7. Operational principles 1. To comply with the Laws on Securities and securities market and relevant Laws 2. To conduct business activities in a fair and honest manner. 3. To issue professional business processes, internal control and risk management processes, ethical codes of practice pursuant to the professional business activities of the Company. 4. To assure necessary human resources, capital and facilities to serve the securities business</p>	<p>Article 6. Principles of operation 1. The Company shall comply with the general principles of operation regarding governance and management as follows: a. To comply with the Law on Securities, the Law on Enterprises, this Charter and other Laws relating to company governance; b. To clearly define responsibilities of the General Assembly of Shareholders, the Board of Directors, the Board of Supervision, the Chief Executive Officer in accordance with the Law on Securities, the</p>	Amend to reflect Article 3 Circular 121/2020

		<p>activities of the Company in accordance with the Laws.</p> <p>5. To maintain separation of the working office, personnel, data and report systems among professional sections in order to avoid conflicts of interest between the Company and its clients or as between its clients. The Company must disclose in advance to its clients any conflicts of interest that may arise between the Company, its practitioners and its clients</p> <p>6. To appoint securities practitioners in accordance with their professional business activities. Person with the securities practising certificate shall only permitted to work in one (01) professional division of securities business at one (01) times.</p> <p>7. When giving a price forecast or a recommendation on trading in relation to a specific type of securities on the media, the basis for analyses and the information source must be specified.</p>	<p>Law on Enterprises and other applicable Laws;</p> <p>c. To set up a system for communication with the Shareholders to ensure provision of sufficient information and fair treatment among the Shareholders, guaranteeing the legitimate rights and interests of the Shareholders;</p> <p>d. To establish the systems for internal control, risk management and supervision, prevention of conflicts of interest within the Company and in transactions with Related Person;</p> <p>e. To ensure that employees working in the professional departments shall have securities practising certificates appropriate for the performed operational operations pursuant to the Laws on securities and stock market; and</p> <p>f. To do business in a fair and honest manner.</p>	
24	Add Clause 2 Article 6 Proposal		<p>Article 6. Principles of operation</p> <p>2. The Company must comply with the following principles in performing professional operations:</p> <p>a. To issue professional operation processes and issue code of conduct;</p> <p>b. Not to conduct investments on behalf of clients, except for the case of taking entrustment and management of securities trading accounts for individual investors;</p> <p>c. To be honest toward clients and not infringe upon the assets, other legitimate rights and interests of clients; separately manage assets of each client, separate the clients' assets from those of the</p>	Add to reflect Article 4 Circular 121/2020

			<p>Company;</p> <ul style="list-style-type: none">d. To sign contracts with clients when providing services to them; to provide complete and honest information to clients;e. Unless otherwise provided by the Laws, when providing services to clients, the Company shall not directly or indirectly commit the following acts:<ul style="list-style-type: none">i. Making securities investment decisions on behalf of clients,ii. Agreeing with clients to share profit or loss,iii. Advertising, declaring that the contents, the efficiency, or the methods of its securities analysis is of higher value than that of another securities company,iv. Providing untruthful information to entice or call upon clients to purchase or sell securities of a certain type,v. Providing falsified, deceiving or misleading information to clients,vi. Other acts contrary to the Laws;f. To implement the regime of accounting, auditing, statistics, financial obligations pursuant to the Laws;g. To conduct disclosure of relevant information and make reports promptly, fully and accurately pursuant to the Laws ;h. To build information technology systems, backup databases to ensure safe and continuous operations;i. To conduct supervision of securities transactions pursuant to regulations of the Minister of Finance;	
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			<p>j. To set up a specialized unit in charge of communication with clients and settlement of clients' questions and complaints; and</p> <p>k. To implement other obligations pursuant to the Laws .</p>	
25	Delete Article 8	<p>Article 8. Rights of the Company</p> <ol style="list-style-type: none"> 1. To have all the rights as stipulated in the Law on Enterprises if they are not contrary to the provisions of the Law on Securities 2. To provide services in relation to securities and financial services within the scope permitted by Law. 3. To collect charges and fees in accordance with the regulations of the Ministry of Finance. 4. To give priority to employing local labour, to protect the rights and interests of employees in accordance with the Labour Code and to respect the right to organize trade unions in accordance with the Laws 		It is not necessary to mention because there is similar general statement in Laws
26	Delete Clause 1 Article 9	<p>Article 9. Obligations of the Company</p> <ol style="list-style-type: none"> 1. General principles <ol style="list-style-type: none"> a) To fulfill all obligations as stipulated by the Law on Enterprises; b) To establish a system of internal control, risk management, and supervision and prevention of conflicts of interest within the Company and in transactions with Related Persons; c) To comply with principles for corporate governance in accordance with the Laws and the Charter of the Company; d) To comply with the regulations on financial safety as stipulated by the Ministry of Finance; 		It is not necessary to mention because there is similar general statement in Laws

		<p>e) To retain complete source documents and accounts reflecting in detail and accurately all transactions of clients and of the Company;</p> <p>f) To comply with the regulations of the Ministry of Finance on securities business activities;</p> <p>g) To implement the accounting, auditing, statistics regimes and financial obligations in accordance with the relevant Laws;</p> <p>h) To disclose information, reports and archives in accordance with the Law on Enterprises, the Law on Securities and their implementing regulations;</p> <p>i) To make contributions to the settlement assistance fund in accordance with the regulations on securities registration, depository, clearance and payment.</p>		
27	Delete Clause 2 Article 9	<p>Article 9. Obligations of the Company</p> <p>2. Obligations to shareholders</p> <p>a) To clearly define the responsibilities between the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors, the Supervisory Board, the Board of Management for management in accordance with the Laws;</p> <p>b) To establish a communication system with the shareholders to ensure the provision of adequate information and fair treatment among the shareholders, to ensure the legitimate rights and interests of the shareholders;</p> <p>c) To not conduct the following acts:</p> <ul style="list-style-type: none"> - give any undertaking about income and profit to the shareholders (except for shareholders owning preference shares with a fixed dividend); 		It is not necessary to mention because there is similar general statement in Laws

		<ul style="list-style-type: none"> - illegally hold any benefit or income from shares of the shareholders; - finance or provide guarantees to the shareholders directly or indirectly; to extend loans in any form to the Major Shareholders, members of the Supervisory Board, members of the Board of Directors, members of the Executive Management Board, Chief Accountant and other managers of the Company appointed by the Board of Directors and their Related Persons; - create income for the shareholders by way of redeeming shares of the shareholders in a form not in accordance with the Laws; - violate the rights of the shareholders such as ownership, options, the right to fair trading or the right to be provided with information and other legitimate rights and interests 		
28	Delete Clause 3 Article 9	<p>Article 9. Obligations of the Company</p> <p>3. Obligations to clients:</p> <p>a) To maintain the trust given by clients and not violate the assets, rights and other lawful interests of clients;</p> <p>b) To manage separately money and securities of each client, and to manage money and securities of clients separately from money and securities of the Company. All transactions in cash of clients must be made via bank transfer. Not to misuse the assets entrusted by clients to the Company and money to be paid for transactions of clients or the securities deposited by clients in the Company;</p> <p>c) To sign written contracts with clients when providing services to such clients; to provide complete and truthful information to clients when performing services provided by the Company;</p>		It is not necessary to mention because there is similar general statement in Laws

		<p>d) To only provide appropriate advice to a client on the basis of efforts to collect the following information about the client: the financial condition, investment objectives, risk capacity and profit expectation of the client and update information in accordance with Law. To ensure that investment recommendations and advice given by the Company to clients is appropriate for such clients;</p> <p>e) To be responsible for the reliability of information disclosed to clients. To ensure that clients make investment decisions on the basis of being provided with sufficient information, including the contents and risks of the provided products or services. All fraudulent acts and false disclosure of information are strictly forbidden;</p> <p>f) To be cautious and not to create conflicts of interest with clients. Where such conflicts of interest is unavoidable, the Company must inform clients in advance and take the necessary measures to ensure its fair treatment to such clients;</p> <p>g) To give priority to implementing orders of clients prior to orders of the Company;</p> <p>h) To set up a specialised department to be responsible for communicating with clients and resolving any complaints or claims of clients;</p> <p>i) To fulfill its obligations to clients in the best way;</p> <p>j) To keep clients' information confidential:</p> <ul style="list-style-type: none">- The Company is responsible to maintain the confidentiality of information relating to ownership of securities and money of clients, and refuse to permit any investigation, blockage, retention or transfer of assets of clients without the consent of such client.		
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		<ul style="list-style-type: none"> - The provision in this clause shall not apply in the following circumstances: + When auditors audit financial statements of the Company; + When information is supplied at the request of the competent governmental authorities. 		
29	Point a Clause 1, Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>1. Provisions applicable to the Company:</p> <p>a. Not to provide any statements or guarantees to clients about the level of income or profit obtainable from investments of clients, and not to guarantee that clients will not suffer losses, except in the case of investment in securities with a fixed revenue;</p>	<p>Article 7. Provisions on general prohibition and restriction in respect of the Company</p> <p>7. Not to provide clients with assessments or guarantees in respect of rate of income or profit gained from their investments, guarantee that customers will not suffer losses, except for the case of investment in securities with fixed income;</p>	Rewrite to make it clearer
30	Point c Clause 1, Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>1. Provisions applicable to the Company:</p> <p>c. Not directly or indirectly to set up fixed locations outside the transaction offices approved by the SSC to sign contracts, receive and execute securities trading orders or settle payment for securities with clients;</p>		Delete as it has already been addressed (refer to Article 8)
31	Delete Point f, i Clause 1 Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>1. Provisions applicable to the Company</p> <p>f. Not to appropriate securities or money nor temporarily retain securities of clients by the way of depository in the name of the Company;</p> <p>i. The contracts on opening of a securities trading account must not contain any agreements to: evade the legal obligations of the Company; limit the scope of compensation of the Company; or transfer the risk from the Company to clients; or force clients to pay any compensation unfairly, and/or any agreements</p>		It is not necessary to mention because there is similar general statement in Laws

		which result in adverse effect to clients on an unfair basis;		
32	Delete Clause 2 Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>2.Provisions applicable to securities practitioners</p> <p>a) Except in cases of being: appointed as representatives of capital contribution portions; or, appointed to be the management of the organisations owning the Company; or, organisations which the companies invest in, securities practitioners must not:</p> <ul style="list-style-type: none"> - work concurrently for another organization with an ownership relationship with the Company; - work concurrently for another securities company or fund management company; - act concurrently as director (general director) of an organization making a public offer of securities or for a listed organization; <p>b) To only open a securities trading account for himself or herself (if any) at the Company. This provision shall not apply to any cases where the Company is not a member of the Stock Exchange;</p> <p>c) When performing the professional business activities of the Company, the securities practitioners shall be the person to carry out transactions with clients on behalf of the Company and the Company shall be responsible for all activities of the securities practitioners. Not to use money or securities in a client’s account without written authorisation of the Company in accordance with the written authorisation from such client to the Company.</p>		It is not necessary to regulate securities practitioners in Charter

33	Delete Clause 3 Article 10	<p>Article 10. Provisions on prohibitions and restrictions</p> <p>3.Provisions applicable to members of the Board of Directors, head of the Supervisory Board, and members of the Executive Management Board</p> <p>a) The members of the Board of Directors must not concurrently be members of the board of management, members of the members' council or the directors (general directors) of other securities company;</p> <p>b) The head of the Supervisory Board must not concurrently be a member of the supervisory boards or a manager of other securities company;</p> <p>c) The Chief Executive Officer and the Deputy Chief Executive Officers must not work concurrently for other securities companies, fund management companies or other securities companies. The Chief Executive Officer must not be a member of the board of directors, member of the members' council of other securities companies.</p>		Delete as it has been governed under the Board of Directors, Supervisory Board, and CEO
34	Add Article 7 Proposal		<p>Article 7. Provisions on general prohibition and restriction in respect of the Company</p> <ol style="list-style-type: none"> 1. Not to directly or indirectly commit deceitful or swindling acts, forge documents, fabricate untruthful information or disclose falsified information or hide information or omit necessary information causing serious misunderstanding which affects securities offering, listing, trading, business or investment, provision of securities services. 2. Not to use internal information to buy or sell securities for oneself or for others; disclose, provide internal information or 	Add to reflect Article 12 & Article 91 Securities Law

			<p>advise others to buy, sell securities based on internal information.</p> <ol style="list-style-type: none">3. Not to use one or more trading accounts of one's own or others or connive with others in buying or selling securities with a view to creating false supply and demand; conduct securities transactions in the form of colluding with or enticing others to buy or sell securities with a view to manipulating securities prices; use in combination with or use other trading methods or combine with spreading untruthful rumors, providing false information to the public with a view to manipulating securities prices.4. Not to carry out securities business activities, provide securities services without having licenses or certificates granted or being approved by the SSC.5. Not to use accounts, assets of clients without their entrustment or in contravention of the laws or abuse trust to appropriate clients' assets.6. Not to lend accounts to others to conduct securities trading, use one's own name to own securities on others' behalf, which leads to acts of manipulating securities prices.7. Not to provide clients with assessments or guarantees in respect of rate of income or profit gained from their investments, guarantee that customers will not suffer losses, except for the case of investment in securities with fixed income.8. Not to disclose information about clients, unless consented by the clients or requested by a competent authority.	
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			<p>9. Not to take acts that mislead customers and investors as to securities prices.</p> <p>10. To carry out business operations, provide securities services in one's own names; not use names of other organizations, individuals or permit other organizations, individuals to use one's own name in securities trading or providing securities services.</p> <p>11. Not to contribute capital for establishment of, purchase shares, capital contributions in another securities company in Vietnam, except for the following cases:</p> <ol style="list-style-type: none"> a. The purchase is for the purpose of consolidation or merger; b. The purchase is for itself or itself and its related person (if any) to own no more than 05% of outstanding voting shares in a securities company listed or registered for trading. 	
35	Add Clause 1 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>1. In respect of securities brokerage:</p> <ol style="list-style-type: none"> a. Not to give groundless opinions on securities price increase or decrease with a view to enticing clients to participate in trading; b. Not to make agreement upon or offer particular interest rates or make agreement on sharing profits or losses with clients with a view to enticing clients to participate in trading; c. Not to directly or indirectly establish fixed places outside transaction places 	Add to reflect Article 13.4 Circular 121

			<p>approved by the SSC for signing contracts on opening trading accounts with clients, receiving, executing securities trading orders or conducting settlement of securities transactions with clients, except for the case of conducting online securities transactions;</p> <p>d. Not to receive orders, conduct settlement of transactions with persons other than the holders of trading accounts without written authorization from the holders of trading accounts;</p> <p>e. Not to reveal contents of trading orders placed by clients or other confidential information acquired through conducting transactions for clients, which are not for information disclosure or not based on requests for inspection, examination pursuant to the Laws;</p> <p>f. Not to use names or accounts of clients for securities registration, trading;</p> <p>g. Not to infringe upon assets, other rights and interests of clients.</p>	
36	Add Clause 2 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>2. In respect of securities investment and proprietary trading:</p> <p>a. To ensure having sufficient money and securities to conduct settlement for trading orders for its own accounts;</p> <p>b. To act on its own name, not in the name of another person or in the capacity of an individual or let others use its proprietary trading accounts;</p> <p>c. To give a higher priority to the execution</p>	Add to reflect Article 22 Circular 121

			<p>of clients' orders over that of its own orders;</p> <ul style="list-style-type: none"> d. To keep clients notified when it acts as a counterparty in put through transactions with clients; e. Not to purchase, sell in advance the securities of the same type for itself or disclose information to third parties for them to purchase, sell such securities if the securities purchase, selling orders of clients may significantly affect the price of such securities; f. Not to conduct front running purchase or selling of the securities of the same type for itself at a price equal to or better than clients' prices before clients' orders are executed in case the clients place limited orders; g. Not to conduct by itself or entrust other organizations, individuals to conduct: <ul style="list-style-type: none"> i. Investment in shares or capital contributions in a company that holds more than 50% of the Company's Charter Capital, except for the case of purchase of odd-lot shares at the request of clients; ii. Together with Related Person, investment in 05% or more of the charter capital of another securities company; iii. Investment in more than 20% of total outstanding shares, fund certificates of a listed institution; iv. Investment in more than 15% of total outstanding shares, fund certificates of an unlisted institution, this provision shall not be applicable to membership 	<p>Point g Clause 2 Article 8 of Proposal is regulated in Article 28.4 Circular 121</p>
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			<p>fund certificates, exchange traded fund certificates and open-ended fund certificates;</p> <p>v. Investment in or contribution of more than 10% of total contributed capital of a limited liability company or business project;</p> <p>vi. Investment in or contribution of capital to an organization or business project, which is valued more than 15% of equity capital;</p> <p>vii. Investment in shares, capital contributions and business projects, which is valued more than 70% of equity capital, and provided that no more than 20% of equity capital shall be invested in unlisted shares, capital contributions and business projects.</p>	
37	Add Clause 3 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>3. In respect of securities issuance underwriting: Issuance underwriting shall not be conducted in the form of firm commitment or in the capacity as the principal underwriter in the following cases:</p> <p>a. The Company independently or together with its related person owns 10% or more of the charter capital of the issuer, or has the right to control the issuer, or has the right to appoint the Chief Executive Officer of the issuer;</p> <p>b. At least 30% of the Company’s Charter Capital and at least 30% of the charter capital of the issuer are held by the same</p>	Add to reflect Article 23.2 Circular 121

			<p>individual or organization;</p> <p>c. The issuer, independently or together with its subsidiaries or related person, owns 20% or more of the Company’s Charter Capital, or has the right to control the Company, or has the right to appoint the Chief Executive Officer of the Company;</p> <p>d. A member of the Board of Directors, the Chief Executive Officer or a related person of the Company is concurrently a member of the board of directors, the Chief Executive Officer (director) of the issuer;</p> <p>e. A member of the board of directors, the Chief Executive Officer (director) and the related person of the issuer are the member of the Board of Directors, the Chief Executive Officer of the Company;</p> <p>f. The Company and the issuer have the same legal representative.</p>	
38	Add Clause 4 Article 8 Proposal		<p>Article 8. Provisions on prohibition and restriction in respect of professional operations of the Company</p> <p>4. In respect of securities investment consultancy:</p> <p>a. To ensure that the securities investment consultancy contents are reasonably and suitably grounded on the basis of reliable information, logical analyses; the provided securities investment recommendations be relevant and appropriate to securities analysis contents and stock market, with sources of cited data and names of responsible persons being clearly specified;</p> <p>b. To ensure that clients make investment decisions based on sufficient information being provided, including both contents and</p>	Add to reflect Article 24.3 to 24.7 Circular 121

			<p>risks of provided products and services;</p> <p>c. To keep confidentiality of information received from consultancy service users in the course of providing consultancy services, unless consented by clients or otherwise required by the Laws;</p> <p>d. To provide investment consultancy relevant to clients' investment purposes and financial status and take responsibility for analysis results and reliability of information provided to clients;</p> <p>e. Not to provide securities investment consultancy services to companies of which the Company holds 10% or more of the charter capital.</p>	
39	Clause 1 Article 11	<p>Article 11. Classes of shares</p> <p>1. The total Charter Capital of the Company is divided into 305.822.263 shares. The par value of each share is 10,000 Vietnamese dong.</p>	<p>Article 10. Charter Capital and shares</p> <p>1. The Company's Charter Capital is 4,580,523,670,000 (Four thousand five hundred and eighty billion, five hundred and twenty three million, six hundred and seventy thousand Vietnamese dong).</p> <p>2. The Company's total Charter Capital is divided into 458,052,367 ordinary shares. The face value of shares is VND 10,000/share.</p>	Amend to reflect current Charter Capital
40	Delete Clause 2 Article 11	<p>Article 11. Classes of shares</p> <p>2. Classes of shares of the Company:</p> <p>a) Ordinary shares: 305.822.263 shares;</p> <p>b) Voting preference shares: 0 share;</p> <p>c) Dividend preference shares: 0 share;</p> <p>d) Redeemable preference shares: 0 share.</p>		<p>Delete all classes of shares: voting/ dividend preference shares,...because:</p> <ul style="list-style-type: none"> - the Mandatory Template does not have similar provision - No need to repeat the definition stated in Law - HSC does not have these shares

41	Delete Clause 3 Article 11	Article 11. Classes of shares 3. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders. The General Meeting of Shareholders shall approve the method and ratio of conversion in accordance with the Laws.		Delete all classes of shares: voting/ dividend preference shares,...because: - the Mandatory Template does not have similar provision - No need to repeat the definition stated in Law - HSC does not have these shares
42	Add Clause 3 Article 10 Proposal		Article 10. Charter Capital and shares 3.The Company's shares on the date this Charter is adopted include only ordinary shares. The rights and obligations of Shareholders holding ordinary shares are stipulated in Articles 16, 17 and 18 of this Charter.	Amend to reflect current practice
43	Point a Clause 4 Article 11	Article 11. Classes of shares 4. Characteristic of each class of shares: a) Ordinary shares: Each ordinary share shall carry one vote. Owners of ordinary shares shall be ordinary shareholders. Persons holding ordinary shares are entitled to participate in the decision making process of the Company by voting at the General Meeting of Shareholders;	Article 10. Charter Capital and shares 4.Each ordinary share carries one (01) vote. The person owning ordinary shares is an ordinary Shareholder. The holders of ordinary shares shall have the right to participate in the Company's decision-making process in the form of casting votes at the meeting of the General Assembly of Shareholders or collecting Shareholder's written opinion;	Add to reflect law regulation
44	Delete Point b, c, d Clause 4 Article 11	Article 11. Classes of shares 4. Characteristic of each class of shares: a) Voting preference shares: A voting preference share shall carry more votes than an ordinary share as decided by the General Meeting of Shareholders. Only organisations authorised by the Government and the founding Shareholders are entitled to hold voting preference shares. Voting preference shareholders are not allowed to transfer such shares to other persons. Voting preference		Delete all classes of shares: voting/ dividend preference shares,...because: - the Mandatory Template does not have similar provision - No need to rewrite the definition as Law - HSC does not have these shares

		<p>rights of the founding shareholders shall be valid for three (3) years from the issuance date of the Company's establishment and operation license. After such period, voting preference shares of the founding shareholders shall be converted into ordinary shares.</p> <p>b) Dividend preference shares: A dividend preference share is paid dividends at a rate higher than that paid for an ordinary share or at an annual fixed rate as decided by the General Meeting of Shareholders. Annually paid dividends shall include fixed dividends and bonus dividends. Fixed dividends shall not depend on the outcome of the business of the Company. The specific rate of fixed dividends and method for determination of bonus dividends shall be stipulated in dividend preference share certificates;</p> <p>c) Redeemable preference shares: A redeemable preference share is a share the contributed capital of which is redeemable by the Company at the request of its owner or in accordance with the conditions stipulated in the redeemable preference share certificate. The price for redemption shall be decided by the General Meeting of Shareholders and shall not be higher than the market price and not lower than the book value in the financial statements for the most recent quarter to the time of redemption.</p>		
45	Clause 6 Article 11	<p>Article 11. Classes of shares</p> <p>6. Ordinary shareholders must be given priority to be offered ordinary shares in proportion to their respective ordinary shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that have not been registered for</p>	<p>Article 10. Charter Capital and shares</p> <p>5. In case the Company issues additional ordinary shares to increase capital, such additional ordinary shares being issued must be priorly offered for sale to existing Shareholders in proportion to their ratio of ordinary share ownership in the Company.</p>	Amend to make it clearer

		subscription by the shareholders shall be determined by the Board of Directors. The Board of Directors may distribute such shares to any entities according to the conditions and manners that the Board of Directors deems appropriate, but shall not sell such shares under more favorable conditions than those offered to the existing shareholders except for the shares which are sold through the Stock Exchange by auction	Unless the General Assembly of Shareholders decides otherwise, if an existing Shareholder does not register to purchase in full the ordinary shares being additionally issued, the Board of Directors may decide to distribute such shares to other entities in accordance with such terms and manner which the Board of Directors deems appropriate, provided that the terms of distribution shall not be more favorable than those being offered for sale to existing Shareholders.	
46	Clause 7 Article 11	Article 11. Classes of shares 7. The Company may purchase shares issued by itself in the manner as stipulated in this Charter and applicable Laws. Shares purchased by the Company shall be treasury shares and the Board of Directors may offer to sell such shares in a manner which is compliant with the provisions of this Charter, the Law on Securities and relevant guiding documents.	Article 10. Charter Capital and shares 6. The Company may redeem shares issued by the Company itself in the manners specified in this Charter and the applicable Laws. The shares being redeemed by the Company shall be treasury shares, which may be offered for sale by the Board of Directors in manners consistent with this Charter and the Laws.	Amend to make it clearer
47	Clause 8 Article 11	Article 11. Classes of shares 8. The Company may issue other classes of securities upon the approval of the General Meeting of Shareholders and in accordance with the Laws.	Article 10. Charter Capital and shares 7. The Company may issue other types of shares when approved by the General Assembly of Shareholders and in accordance with applicable Laws.	Amend to reflect
48	Clause 1 Article 12	Article 12. Assignment of shares 1. Shares may be freely assigned, except in the cases stipulated in the Law on Enterprises, the Law on Securities and this Charter. Shares listed on the Stock Exchange are transferred in accordance with the Laws on Securities and the securities market.	Article 13. Transfer of shares 1. The Company's shares may be freely transferred, except for cases in which the share transfer is restricted pursuant to this Charter and the applicable Laws. The Company's shares which are listed on the Stock Exchange may be transferred pursuant to the Laws on securities and stock market.	Amend to make it clearer

49	Article 13 amended as Article 14 of Proposal	<p>Article 13. Redemption of shares</p> <p>1. The Company shall only be entitled to redeem shares upon satisfaction of all conditions and ratio of redemption in accordance with the Laws.</p> <p>2. Cases of redemption of shares:</p> <p>a) Redemption of shares at the request of a shareholder</p> <p>A shareholder may request the Company to redeem its/his/her shares in case such shareholder votes against a resolution of the General Meeting of Shareholders on re-organisation of the Company; amendment, supplement to a number of articles of the Charter relating to rights and obligations of the shareholders. The demand of redemption of shares must be made in writing and sent to the Company within ten (10) days, from the date on which the General Meeting of Shareholders passes the resolution on the issues mentioned above.</p> <p>b) Redemption of shares pursuant to decision of the Company</p> <p>The Company may redeem issued shares (including redeemable preference shares) to use as treasury shares. The ratio, method and procedures for purchasing treasury shares shall be in compliance with the provisions of the Laws on Securities and the securities market.</p>	<p>Article 14. Redemption of shares</p> <p>1. The Company at its discretion may redeem no more than 30% of the total number of sold ordinary shares in order to decrease the Charter Capital pursuant to Article 133 of the Law on Enterprises in accordance with the following provisions:</p> <p>a. The Board of Directors may decide to redeem no more than 10% of the total number of sold ordinary shares within 12 months. In other cases, the redemption of shares shall be decided by the General Assembly of Shareholders.</p> <p>b. The Board of Directors shall decide on the price for redemption of shares. The price for redemption of ordinary shares must not be higher than the market price at the time of redemption, except for the case specified in point c of this clause.</p> <p>c. The Company may redeem shares of each Shareholder in proportion to their ratio of share ownership in the Company pursuant to the following order, procedures:</p> <p>i. The Company's decision on redemption of shares shall be notified via a method that guarantees reaching to all Shareholders within 30 days after the decision on redemption is made. The notice must include the name, head office address of the Company, total number of shares and type of shares to be redeemed, price for redemption or principle for determination of the price for redemption, procedures and time limit for payment, procedures and time limit for Shareholders to sell their shares to the Company.</p>	Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law
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			<p>ii.A Shareholder who agrees to have its shares redeemed shall send a written agreement on selling of shares via a method that guarantees reaching to the Company within 30 days from the date of notification. The written agreement on selling of share must specify the full name, contact address, number of legal document 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 number of shares agreed for selling; payment method; signature of the Shareholder or its Legal representative. The Company shall only redeem shares within the above-mentioned time limit.</p>	
50	Clause 2 Article 14 Proposal		<p>Article 14. Redemption of shares 2. The Company may redeem shares at the request of an existing Shareholder pursuant to Article 132 of the Law on Enterprises in the case such Shareholder has voted against a resolution on the reorganization of the Company (including division, separation, consolidation, merger or conversion of enterprise form) or the change to the rights, obligations of Shareholders specified in this Charter. Within ten (10) days from the date the General Assembly of Shareholders passes the resolution against which the Shareholder voted, the Shareholder must send a written request to the Company clearly stating the name and address of the Shareholder, the number of shares of each</p>	<p>Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law</p>

			<p>type, the expected selling price, the reason for requesting redemption by the Company. In this case, the Board of Directors shall decide the redemption plan. Unless otherwise stipulated by the Laws, the share redemption price shall be the lowest of:</p> <ol style="list-style-type: none"> a. the average of the closing price of thirty (30) trading days immediately preceding the date the Company agrees to the redemption, b. Seventy percent (70%) of the book value recorded in the Company's latest audited or reviewed financial statements. 	
51	Clause 3, 4, 5 Article 14 Proposal		<p>Article 14. Redemption of shares</p> <ol style="list-style-type: none"> 3. The Company shall redeem the employees' shares pursuant to the Company's employee stock ownership plan. In this case, the Board of Directors shall decide on the redemption plan and report the total number of employees' shares having been redeemed by the Company to the nearest annual meeting of the General Assembly of Shareholders. After completing the redemption, the Company must carry out procedures to reduce the Charter Capital corresponding to the total par value of the shares redeemed by the Company. 4. The Company may redeem odd shares under a plan of issuance of share to pay dividends, issuance of shares from equity capital source at the decision of the Chief Executive Officer on the basis of the share issuance plan approved by the General Assembly of Shareholders. 5. The Company may redeem shares to correct transaction errors and odd-lot shares at the 	Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law

			decision of the Chief Executive Officer.	
52	Clause 6 Article 14 Proposal		<p>Article 14. Redemption of shares</p> <p>6. The Company shall not redeem its shares in the following circumstances:</p> <p>a. It is having overdue payable liabilities based on the latest audited annual financial statements (if the expected time of redemption is before 30 June) or based on the reviewed semi-annual financial statements (if the expected time of redemption is after 30 June), except for the case the Company redeems shares pursuant to clause 5 this Article.</p> <p>b. It is in the process of offer for sale, issuance of shares to mobilize additional capital, except for the case the Company redeems shares pursuant to clause 5 this Article.</p> <p>c. The Company's shares are subject to public offering for purchase, except for the case the Company redeems shares pursuant to clauses 2, 3, 4, 5 this Article.</p> <p>d. It has carried out the redemption of its shares in 6 preceding months (from the date of reporting the redemption result) or has completed a tranche of offer for sale, issuance of shares to increase capital in 6 preceding months (from the date of completion of the tranche of offer for sale, issuance), except for the case the Company redeems shares pursuant to clauses 2, 3, 4, 5 this Article.</p> <p>e. Except for the case of redemption of shares in proportion to ratio of ownership in the Company or redemption of shares pursuant to a judgement or decision of the Court or</p>	Amend to reflect Article 36 Securities Law and Article 132, 133 Enterprise Law

			<p>Arbitration or redemption of shares via transactions conducted in accordance with order matching method, the Company shall not redeem shares of the following entities:</p> <ul style="list-style-type: none"> i. Internal Persons and their related persons; ii. Persons owning shares which are subject to transfer restrictions pursuant to the Laws; and iii. Major Shareholders. 	
53	Delete Article 14	<p>Article 14. Revocation of shares (in the case of registration of the company establishment)</p> <p>1. Where a shareholder fails to pay in full and on time the amount payable to purchase the shares, the Board of Directors shall provide a notice and has the right to require such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.</p> <p>2. The payment notice mentioned above must specify the new time-limit for payment (at least seven (7) days after the date of sending the notice) and place for payment, and clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.</p> <p>3. The Board of Directors has the right to revoke shares which have not yet been paid for in full and on time if the requirements in the above-mentioned notice have not been fulfilled.</p> <p>4. Revoked shares shall be deemed to be shares entitled to be offered for sale as stated in Article 111.3 of the Law on Enterprises. The Board of Directors may, by itself or by authorization, sell or re-distribute such shares</p>		Delete provisions on withdrawal of shares (when initial issuance and initial registration fail) as this does not apply to HSC (it only applies to newly established company and failed to sell first batch, first registration)

		<p>on conditions and in the manner that the Board of Directors considers appropriate.</p> <p>5. Shareholders holding revoked shares must waive their status as shareholder with respect to such shares, but must still pay (all relevant amounts) plus interest at a ratio (not exceeding 20% per year) at the time of revocation as decided by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation.</p> <p>6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.</p>		
54	Clause 1 Article 15	<p>Article 15. Methods of increase or decrease of the Charter Capital</p> <p>1. After officially commencing its operation, the Company may increase or decrease its Charter Capital as decided by the General Meeting of Shareholders when satisfying the requirements under the applicable Laws</p>	<p>Article 15. Change to the Charter Capital</p> <p>1. The Company may increase, decrease the Charter Capital pursuant to decision of the General Assembly of Shareholders subject to satisfaction of requirements under the Laws.</p>	Retain the old regulations even though the the Mandatory Template and Law do not stipulate
55	Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>Shareholders are owners of the Company, who have the rights and obligations corresponding to the number and class of of shares held by them. Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed by them to the Company.</p> <p>1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights:</p> <p>a) Right to attend the General Meeting of Shareholders:</p>	<p>Article 16. Rights of the Shareholders</p> <p>1. To attend and express opinion in the meeting of the General Assembly of Shareholders and exercise the voting right directly or through an authorized representative or in other forms stipulated by Laws. Each ordinary share carries one vote. In case of authorization, the authorization must be made in writing or by other electronic method in accordance with the Law, which must clearly state the name of the authorized individual, organization and the number of authorized</p>	Rights and obligations of shareholders are completely replaced with new regulations according to the the Mandatory Template because it is concise, clear, and consistent with the logic of the new Law on Enterprises (e.g., 3 items of general shareholder, shareholder 5%, shareholder 10%)

		To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorised representative or in other forms provided by law or the company Charter. Each ordinary share must carry one vote. The shareholders may authorise members of the Board of Directors to act on their behalf at the General Meeting of Shareholders.	shares.	
56	Delete Point b Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>b) Right to vote:</p> <ul style="list-style-type: none"> - A shareholder may participate in the process of making decisions of the Company by way of exercising the right to vote at the General Meeting of Shareholders. - The right to vote may be exercised directly or through an authorized representative. An authorized representative shall be permitted to act on behalf of the shareholder in making decisions at the General Meeting of Shareholders. The Company shall not be permitted to prevent any shareholder from attending a the General Meeting of Shareholders and, at the same time, must facilitate the shareholder in authorising his or her representative to attend the General Meeting of Shareholders at his or her request. All individuals may act as a representative, so long as they are duly authorized and are not subject to a restriction stipulated by Laws. The authorization for a representative to attend a General Meeting of Shareholders must be made in writing or in electronic forms in accordance with applicable laws and is not required to be notarized. The authorization letter must be made according to the civil law and must clearly state name of authorized individual or 		According to Enterprise Law and the Mandatory Template

		<p>organization and number of authorized shares.</p> <ul style="list-style-type: none"> - Ordinary shareholders are not entitled to vote in the following cases: <ul style="list-style-type: none"> + Failure to pay in full for the shares; + Treasury shares; + Approval of transactions with related parties: where an ordinary share is owned by a shareholder being a Related Person of the Company, such shareholder shall not have the right to vote for transactions of the Company with the related party in which such shareholder is a party having, directly or indirectly, benefits; + A share which is acquired due to a breach of the provisions on purchase of shares in transactions for acquiring control or a breach of the compulsory provisions on tender offer; + When the General Meeting of Shareholders makes a decision on issues such as cancellation or reduction of obligations of a shareholder to the Company; or commencement or cancellation of a lawsuit against a shareholder, the related shareholder shall not have the right to vote on such issues. 		
57	Point j Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>j) Right to receive dividend: The General Meeting of Shareholders shall decide the dividend rate and the method of payment of dividends to shareholders.</p>	<p>Article 16. Rights of the Shareholders</p> <p>2. To receive dividends at the rate decided by the General Assembly of Shareholders .</p>	Follow the Mandatory Template
58	Point f Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>f) Pre-emption right in subscribing for securities:</p> <ul style="list-style-type: none"> - A shareholder shall have the pre-emption right in subscribing for new shares offered for sale or convertible securities before the Company offers those for sale to third parties. The pre-emption right is in proportion to the 	<p>Article 16. Rights of the Shareholders</p> <p>3. To be given priority in subscribing for new shares in proportion to each Shareholder's ratio of ordinary share ownership in the Company</p>	Follow the Mandatory Template

		<p>number of ordinary shares currently held by such shareholder, unless otherwise decided by the General Meeting of Shareholders.</p> <ul style="list-style-type: none"> - A shareholder shall have the right to transfer its pre-emption right in subscribing for securities to another person or to implement all or part of their pre-emption right in subscribing for securities. 		
59	Point e Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>e) Right to freely transfer shares : Except for cases in which transfer is restricted under the Law on Enterprises, the Law on Securities, the Charter of the Company or under the resolutions of the General Meeting of Shareholders, an ordinary shareholder shall have the right to freely transfer its shares at any time at any price without the approval from the regulator, the Company or other shareholders.</p>	<p>Article 16. Rights of the Shareholders</p> <p>4. To freely transfer their shares to others, except for cases of transfer restriction pursuant to the Laws .</p>	Follow the Mandatory Template
60	Point d Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>d) Right to receive information of the Company and right to examine, look up the list of shareholders; to request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company:</p> <ul style="list-style-type: none"> - All shareholders of the Company shall have the right to examine, look up and extract information about name and address in the list of shareholders with voting rights; to request modification of their incorrect information; to examine, look up, extract and copy the company charter, the minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders. - Shareholders must comply with the following internal regulations of the Company on procedures for providing information and 	<p>Article 16. Rights of the Shareholders</p> <p>5. To review, look up and make extract of information on names and contact addresses in the list of Shareholders with voting rights, request correction of their incorrect information pursuant to Article 49 of this Charter. In case the Company's shares are listed on the Stock Exchange, the review, lookup and extract of information must comply with the Laws on securities.</p> <p>6. To review, look up, make extract or copy of the Company's Charter, the meeting minutes of the General Assembly of Shareholders and the Resolution of the General Assembly of Shareholders pursuant to Article 49 of this Charter</p>	Follow the Mandatory Template

		documents: the Company shall provide documents to shareholders for inspection at the head office within seven (07) working days from the date of receipt of the request from the shareholders. The shareholders shall pay a fee to the Company for a copy of documents.		
61	Point h Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>h) Right to receive assets upon liquidation of the Company</p> <ul style="list-style-type: none"> - Upon dissolution or bankruptcy of the Company, a shareholder shall have the right to receive a part of the remaining assets in proportion to the number of shares held in the Company after the Company has paid in full its debts (including debt liabilities to the State, taxes, fees) and to shareholders holding other classes of share of the Company in accordance with the Laws. - The order of payment of debts and allocation of remaining assets to the shareholders shall comply with the Laws. 	<p>Article 16. Rights of the Shareholders</p> <p>7. When the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to the ratio of share ownership in the Company .</p>	Follow the Mandatory Template
62	Point g Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>g) Right to request the Company redeem shares :</p> <ul style="list-style-type: none"> - A shareholder shall have the right to demand the Company redeem all or part of its shares if such shareholder votes against, or refuses to vote for, a resolution of the General Meeting of Shareholders on the following matters: a change to the rights and obligations of shareholders stipulated in the Charter of the Company or the reorganization of the Company. - The demand for redemption of shares must be made in writing and specify the name and address of the shareholder, the number of shares 	<p>Article 16. Rights of the Shareholders</p> <p>8. To request the Company to redeem shares pursuant to clause 2 Article 14 of this Charter .</p>	Rewrite briefly

		<p>of each class, the intended selling price, and the reason for demanding redemption by the Company. Such demand must be sent to the Company within ten (10) working days from the date on which the General Meeting of Shareholders passed the resolution on an aforesaid matter.</p> <p>- The Board of Directors shall determine a redemption price in accordance with the Law on Enterprises. In case of price disagreement, the shareholder may sell the shares to other people or the Company shall recommend three (3) valuation organizations to value the shares to the shareholder. The redemption price shall be the most reasonable price among three (03) valuation results of the three (03) valuation organizations recommended by the Company.</p> <p>- The timeline for share redemption must be in accordance with the Law on Enterprises 2020 and is subject to the Company's financial capabilities during the period in which the shareholder requests to redeem the shares.</p> <p>.</p>		
63	Add Clause 9 Article 16 Proposal		Article 16. Rights of the Shareholders 9. To be entitled to equal treatment. Each ordinary share shall give Shareholders equal rights, obligations and benefits .	Follow the Mandatory Template
64	Point d Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>d) Right to receive information of the Company and right to examine, look up the list of shareholders; to request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company</p> <p>- Where shares of the Company are listed on the Stock Exchange, shareholders shall be entitled to be fully informed by way of periodical and</p>	Article 16. Rights of the Shareholders 10. To have full access to periodic and extraordinary information disclosed by the Company pursuant to the Laws	Follow the Mandatory Template

		extraordinary information on the operation of the Company in accordance with the governance regulations applicable to listed companies		
65	Add Clause 11, 12 Article 16 Proposal		Article 16. Rights of the Shareholders 11. To be entitled to protection of their legitimate rights and interests; propose the termination, cancellation of resolutions, decisions of the General Assembly of Shareholders, the Board of Directors pursuant to the Laws. 12. Other rights pursuant to this Charter and the Laws.	Follow the Mandatory Template
66	Delete Point i Clause 1 Article 16	Article 16. Rights of shareholders 1. Owners of ordinary shares shall be ordinary shareholders. Ordinary shareholders shall have the following rights: i) Right to initiate lawsuits on behalf of the Company - A shareholder is entitled to request the court to cancel a resolution of the General Meeting of Shareholders if such resolution is contrary to the applicable Laws. - A shareholder or a group of shareholders owning at least 1% of the number of ordinary shares shall have the right, in their own name or on behalf of the company, to initiate lawsuits with regard to personal liability, jointly liability against members of the Board of Directors, Chief Executive Officer in cases as stipulated by the Laws. The order and procedures for initiating lawsuits shall comply with the civil procedure law.		Follow the Mandatory Template
67	Point d Clause 1 Article 16	Article 16. Rights of shareholders d) Right to receive information of the Company and right to examine, look up the list of	Article 17. Rights of Major Shareholders 1. A Shareholder or group of Shareholders owning 05% or more of the total number of	Rights and obligations of shareholders are completely replaced with new regulations

		<p>shareholders; to request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company</p> <p>- Only a shareholder or a group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to examine, look up and extract the book of minutes and resolutions, decisions of the Board of Directors; mid-year and annual financial statements, contracts and transaction required approval of the Supervisory Board and other documents, except for documents related to commercial secret and the company's business secret and to request the Supervisory Board to inspect each particular issue related to the management and administration of the operation of the company when finding it necessary.</p>	<p>ordinary shares has the following rights:</p> <p>a. To review, look up, make extract of the book of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervision, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents relating to trade secrets, business secrets of the Company pursuant to Article 49 of this Charter.</p> <p>c. To request the Board of Supervision to examine each specific issue relating to the management and operation of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal document of the 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; 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; the issues to be examined, the purpose of the examination.</p>	<p>according to the the Mandatory Template because it is concise, clear, and consistent with the logic of the new Law on Enterprises (e.g., 3 items of general shareholder, shareholder holding 5%, shareholder holding 10%)</p>
68	Point k Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>k) Right to convene the General Meeting of Shareholders</p> <p>A shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to convene a General</p>	<p>Article 17. Rights of Major Shareholders</p> <p>1. A Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares has the following rights:</p> <p>b. To request convening the meeting of the General Assembly of Shareholders in case</p>	Amend to make it clearer

		<p>Meeting of Shareholders in the cases:</p> <ul style="list-style-type: none"> - The Board of Directors commits a serious breach of the rights of the shareholders or the obligations of managers or makes a decision which falls outside its delegated authority. - The term of office of the Board of Directors has expired for more than six months and a new Board of Directors has not been elected to replace it. 	<p>the Board of Directors seriously violates the rights of Shareholders, the obligations of managers or makes decisions beyond its delegated authority. The request to convene the 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 the 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 organizations; 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, the grounds and reasons for requesting to convene the meeting of the General Assembly of Shareholders. 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>	
69	Add Point d, e Clause 1 Article 17 Proposal		<p>Article 17. Rights of Major Shareholders</p> <p>1. A Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares has the following rights:</p> <p>d. To propose issues to be included in the agenda of the meeting of the General Assembly of Shareholders. The proposal must be in writing and sent to the Company at least 07 working days before the opening date. The proposal must clearly state the name of the Shareholder, the number of</p>	Follow the Mandatory Template

			<p>shares of each type of the Shareholder, the issues proposed to be included in the meeting agenda, the reasons and purpose of the proposal.</p> <p>e. Other rights pursuant to this Charter and the Laws.</p>	
70	Point 1 Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>l) Right to nominate candidates to the Board of Directors and the Supervisory Board : A shareholder or a group of shareholders shall have the right to nominate candidates to the Board of Directors and the Supervisory Board as stipulated in Article 30 of this Charter .</p>	<p>Article 17. Rights of Major Shareholders</p> <p>2. A Shareholder or groups of Shareholders owning 10% or more of the total number of ordinary shares shall have the right to nominate persons to the Board of Directors and the Board of Supervision pursuant to Articles 30 and 41 of this Charter. The nomination of persons to the Board of Directors and the Board of Supervision shall be conducted as follows:</p> <p>a. The ordinary Shareholders forming group for nominating persons to the Board of Directors and the Board of Supervision must make notification of the group’s meeting to the Shareholders attending the meeting before the opening of the meeting of the General Assembly of Shareholders.</p> <p>b. Based on the number of members of the Board of Directors and the Board of Supervision, a Shareholder or a group of Shareholders stipulated in this clause may nominate one or more persons pursuant to the decision of the General Assembly of Shareholders as candidates for the Board of Directors and the Board of Supervision.</p>	<p>Rights and obligations of shareholders are completely replaced with new regulations according to the the Mandatory Template because it is concise, clear, and consistent with the logic of the new Law on Enterprises (e.g., 3 items of general shareholder, shareholder holding 5%, shareholder holding 10%)</p>
71	Delete Point c Clause 1 Article 16	<p>Article 16. Rights of shareholders</p> <p>c) A shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to request for revocation of resolutions of the General Meeting of</p>		<p>This content is mentioned in Article 29 Proposal</p>

		<p>Shareholders :</p> <ul style="list-style-type: none"> - Where a resolution of the General Meeting of Shareholders breaches the Law or the basic interests of shareholders, a shareholder shall have the right to request the Company not to implement such resolution in accordance with the order and procedures stipulated by the Law. - Within ninety (90) days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results regarding the solicitation of opinions from the General Meeting of Shareholders, shareholders shall have the right to request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases: <ul style="list-style-type: none"> + The order, procedures for convening and issuing resolutions of the General Meeting of Shareholders seriously violates regulations of the Law on Enterprises and Company Charter ; + The order, procedures for issuing resolution and the resolution content violates the laws or the Company charter . 		
72	Delete Clause 2, 3, 4 Article 16	<p>Article 16. Rights of shareholders</p> <p>2. Rights of shareholders owning voting preference shares :</p> <ul style="list-style-type: none"> - To vote on matters which fall within the competence of the General Meeting of Shareholders with the number of votes provided in Point b, Clause 4, Article 11 of this Charter . - Other rights as ordinary shareholders, except for the right to transfer the voting preference shares to other persons; except for cases of transfer according to the effective judgment or decision of a court or inheritance. <p>3. Rights of shareholders owning dividend</p>		<p>Delete all classes of shares: voting/ dividend preference shares,...because:</p> <ul style="list-style-type: none"> - the Mandatory Template does not have similar provision - No need to rewrite the definition as Law - HSC does not have these shares

		<p>preference shares c:</p> <ul style="list-style-type: none"> - To receive dividends in accordance with Article 11.4(c) of this Charter. - Upon dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion to the number of shares contributed to the Company after the Company has paid in full its debts and redeemable preference shares. - Other rights as ordinary shareholders, except the right to vote, the right to attend General Meetings of Shareholders and the right to nominate candidates to the Board of Directors and the Supervisory Board. - The right to vote for case specified in Article 25 of this Charter. <p>4. Rights of shareholder owning redeemable preference shares :</p> <ul style="list-style-type: none"> - To have their contributed capital redeemed by the Company in accordance with Article 11.4(d) of this Charter . - Upon dissolution or bankruptcy of the Company, to receive a part of the remaining assets in proportion to the number of shares in the Company after the Company has paid in full its debts . - Other rights as ordinary shareholders, except the right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors and the Supervisory Board. - The right to vote to be converted into ordinary shares as specified in the Article 25 of this Charter. 		
73	Clause 1 Article 17	<p>Article 17. Obligations of Shareholders</p> <p>1. To pay in full and on time for the shares registered for subscription and be liable for</p>	<p>Article 18. Obligations of Shareholders</p> <p>1.To pay in full and on time for the number of shares committed to buy.</p>	Follow the Mandatory Template

		debts and other property obligations of the Company to the extent of the capital contributed to the Company. Not to withdraw in any way the capital contributed to the Company, except where shares are redeemed by the Company or purchased by other persons in accordance with the Laws. Where a shareholder withdraws all or part of the capital contributed not in accordance with this clause, the related person in the Company must be jointly liable for debts and other property obligations of the Company to the extent of the value of shares withdrawn and any loss arising.	2. Not to withdraw capital having been contributed by way of ordinary shares from the Company in any form, except for the case of share redemption by the Company or share purchase by another person. In case a Shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such Shareholder and the persons with related interests in the Company must be jointly liable for all debts and other property obligations of the Company to the extent of the value of the shares having been withdrawn and the damages having arisen	
74	Delete the first bullet point of Clause 5 Article 17	Article 17. Obligations of Shareholders 5. Other obligations: - To provide accurate addresses when subscribe for shares and fulfill other obligations in accordance with applicable Laws ;		Follow the Mandatory Template
75	Amend the second bullet point of Clause 5 Article 17	Article 17. Obligations of Shareholders 5. Other obligations: - Major shareholders must promptly notify the Company fully and fulfill their obligations in information disclosure in accordance with the Laws on Securities;	Article 18. Obligations of Shareholders 8.A Shareholder or group of related Shareholders owning 05% or more of the total number of ordinary shares shall be obliged to disclose information when becoming or no longer being a major shareholder of the Company and when there is a change in the number of shares owned over the thresholds of 1% of the Company's voting shares.	Amend to make it clearer
76	Amend the third bullet point of Clause 5 Article 17	Article 17. Obligations of Shareholders 5. Other obligations: - To protect confidential information provided by the company according to the company charter and laws; only use provided information to perform and protect their legal rights and benefits; acts of spreading or copying, sending information provided by the company to other	Article 18. Obligations of Shareholders 5.To keep confidentiality of information provided by the Company; only use the provided information to exercise and protect their legitimate rights and interests; it is strictly prohibited to distribute or copy, send information provided by the Company to other organizations, individuals.	Amend to make it clearer

		organizations and individuals shall be strictly prohibited;		
77	Amend the fourth bullet point of Clause 5 Article 17	<p>Article 17. Obligations of Shareholders</p> <p>5. Other obligations:</p> <ul style="list-style-type: none"> - To attend General Meeting of Shareholders and exercise their voting rights via applicable forms in accordance with applicable Laws and the Company Charter; 	<p>Article 18. Obligations of Shareholders</p> <p>6. To attend the meeting of the General Assembly of Shareholders and exercise the voting right through the following forms:</p> <ul style="list-style-type: none"> a. Attending and voting directly at the meeting. b. Authorizing other individuals, organizations to attend and vote at the meeting. c. Attending and voting via online conference, electronic voting or other electronic means. d. Sending votes to the meeting by mail, fax, email or other form of communication. 	Follow the Mandatory Template
78	Add Clause 9 Article 18 Proposal		<p>Article 18. Obligations of Shareholders</p> <p>9. To fulfill other obligations pursuant to the Laws.</p>	Follow the Mandatory Template
79	Delete Article 18	<p>Article 18. Register of Shareholders</p> <p>1. The Company must establish and maintain a register of shareholders from the date of issuance of the Establishment and Operation License</p> <p>2. The register of shareholders must contain the main details as stipulated in the Law on Enterprises .</p> <p>3. Forms of the register of shareholders: in the form of a written document or an electronic data file .</p> <p>4. The register of shareholders shall be kept at the head office of the Company or at the Vietnam Securities Depository.</p> <p>5. The Chairman of the Board of Directors shall be responsible for certifying the registration of shares of the shareholders in a complete and</p>		It is not necessary to mention because Company is listed.

		timely manner. At the same time, he/she must be responsible for maintaining the register and ensuring the accuracy of the register to avoid any damage caused to the shareholders or third parties due to failure to perform such obligations. In case of any discrepancies between the data on the register retained at the Company and the data registered at the Vietnam Securities Depository, the data retained by the Vietnam Securities Depository shall be valid.		
80	Clause 2 Article 19	Article 19. Share certificates 2. Share certificates are certificates issued by the Company, book entries or electronic data certifying the ownership of one or more shares of the Company. A share certificate must contain the main details in accordance with Article 120.1 of the Law on Enterprises.	Article 11. Share certification 2.Share certificate shall be written certificate issued by the Company, book entry or electronic data, which confirms the ownership over one or more shares in the Company. Share certificate must contain all contents as required by the Laws.	Amend to make it clearer
81	Clause 3 Article 19	Article 19. Share certificates 3. Within fifteen (15) days from the date of submission of a complete file requesting a transfer of the ownership of shares in accordance with regulations of the Company or within two (2) months (or subject to the terms on issue) from the date of full payment of the share purchase price under the share issuance plan of the Company, a shareholder shall be issued with a share certificate without paying any fee to the Company.	Article 11. Share certification 3.In case the shares are listed or registered for trading on the stock market, the certification of shares shall be carried out pursuant to the Law on Securities and relevant Laws. In other cases, the certification of shares shall be carried out within fifteen (15) days, from the date the parties submit the full application dossier for transfer of ownership of shares to the Company or within two (02) months (or subject to the issuance terms) from the date of full payment of share purchase price pursuant to the share issuance plan of the Company.	Amend to reflect current practice at Company
82	Clause 4 Article 19	Article 19. Share certificates 4. If only part of the registered shares in a registered share certificate is assigned, the previous certificate shall be destroyed and a new certificate recording the remaining shares	Article 11. Share certification 4.In case only a portion of shares recorded in a share certificate are transferred, the old certificate shall be destroyed and the new certificate recording the remaining shares shall be issued free of charge by the	Article 7.4 the Mandatory Template attached to Circular 116/2020/TT-BTC only provides general provisions on

		shall be issued by the Company free of charge..	Company.	shares, regardless of registered or non-registered shares
83	Clause 5 Article 19	<p>Article 19. Share certificates</p> <p>5. If a share certificate is erased, damaged, lost or destroyed, the owner of the registered share certificate may request the Company to re-issue a share certificate provided that the shareholder must present any proof of its ownership of shares and pay all relevant expenses. The request must include below information:</p> <p>a) Information of the share certificates which were lost, damaged or destroyed .</p> <p>b) Commitment to take full responsibilities for all disputes arising from the re-issuance of new share certificates.</p>	<p>Article 11. Share certification</p> <p>5. In case the share certificate is erased, damaged or lost, destroyed, the owner of the shares may request the Company to reissue the new share certificate on the condition that such owner must provide evidence of share ownership and pay all related expenses. The Shareholder's request must include the following contents:</p> <p>Information about the share certificate being lost, damaged or otherwise destroyed.</p> <p>Commitment to take responsibility for disputes arising from the reissuance of new share certificate.</p>	Article 7.4 the Mandatory Template attached to Circular 116/2020/TT-BTC only provides general provisions on shares, regardless of registered or non-registered shares
84	Article 20	<p>Article 20. Other securities certificates</p> <p>Bond certificates or other securities certificates of the Company (except letters of offer for sale, temporary certificates and similar documents) shall bear the seal of the Company and the specimen signature of the legal representative of Company.</p>	<p>Article 12. Certificate of other securities</p> <p>Bond certificate or certificate of other securities of the Company (except for offer letters, temporary certificates and similar documents) shall be affixed with the Company's seal and signed by the Company's Legal Representative.</p>	Follow the Mandatory Template
85	Clause 1 Article 21	<p>Article 21. Issuance of covered warrants 1. The Company shall issue covered warrants subject to applicable laws and carry out relevant business activities.</p>	<p>Article 9. Issuance of secured warrants</p> <p>1. The Company shall issue warrants and carry out all professional activities relevant to secured warrants pursuant to the Laws.</p>	Amend to reflect Article 4.4.b) Circular 107 for covered warrants issuance. This content was previously consulted and agreed by SSC.
86	Clause 3 Article 21	<p>Article 21. Issuance of covered warrants 3. A holder of a covered warrant issued by the Company is a creditor of the debt partially secured by the Company and has the following rights:</p> <p>a) Right to receive payments in cash or</p>	<p>Article 9. Issuance of secured warrants</p> <p>3. An owner of warrant in the Company shall be a partially secured creditor of the Company and have the following rights:</p> <p>a. To be paid in cash or by transfer of underlying securities pursuant to the conditions and</p>	Amend to reflect Article 4.4.b) Circular 107 for covered warrants issuance. This content was previously consulted and agreed by SSC.

		<p>physical delivery of underlying assets as stipulated in the settlement terms in the prospectus of each issuance, and complied with related regulation ;</p> <p>b) Right to receive cash settlement when the covered warrants issued by the Company are delisted as stipulated by law ;</p> <p>c) Right to transfer, donate, bequest, pledge for loan in civil relationships in accordance with the law ;</p> <p>d) Right to receive priority in payment when the Company is dissolved or involved in bankruptcy process as stipulated by law;</p> <p>e) And other rights as prescribed by law.</p>	<p>payment methods prescribed by the Company in the prospectus of each issuance tranche and pursuant to the relevant Laws;</p> <p>b.To resell the warrants to the Company pursuant to the regulations on market creation activities;</p> <p>c. To be paid in cash when the secured warrants are delisted pursuant to the Laws;</p> <p>d.To transfer, give or present, bequeath, pledge for borrowing loan in civil relationships pursuant to the Laws;</p> <p>e.To be given priority in payment when the Company is dissolved or bankrupt pursuant to the Laws; and</p> <p>f. Other rights as prescribed in the respective prospectus and pursuant to the Laws.</p>	
87	Delete Article 22	<p>Article 22. Organizational and managerial structure of the Company</p> <ol style="list-style-type: none"> 1. The General Meeting of Shareholders. 2. The Board of Directors. 3. The Executive Management Board. 4. The Supervisory Board. 		Follow the Mandatory Template
88	Clause 1 Article 23	<p>Article 23. Authority of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall include all shareholders entitled to vote and shall be the highest decision-making authority of the Company.</p>	<p>Article 19. General Assembly of Shareholders</p> <p>1.The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the financial year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting</p>	Follow the Mandatory Template and Enterprise Law

			venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.	
89	Add Clause 1 Article 20 Proposal		<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> 1. The General Assembly of Shareholders shall have the following rights and obligations: <ol style="list-style-type: none"> a. To approve the Company's development orientation; b. To decide on the increase or decrease of the Charter Capital; c. To decide on the class of shares and the total number of shares of each type which may be offered for sale; decide on the annual dividend rate of each type of shares; d. To elect, remove, dismiss members of the Board of Directors, members of the Board of Supervision; e. To decide on the investment or selling of assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company; f. To decide on the amendment, supplement of this Charter; g. To approve annual financial statements; h. To decide on the redemption of 10% to 30% of the total number of sold shares in the Company; i. To review and handle violations by members of the Board of Directors, members of the Board of Supervision causing damage to the Company and its Shareholders; j. To decide on the reorganization, dissolution of the Company; k. To decide on the budget or total remuneration, bonus and other benefits for 	Follow the Mandatory Template and Enterprise Law

			<p>the Board of Directors, the Board of Supervision;</p> <p>l. To approve the Internal Regulations on Corporate Governance; the Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision;</p> <p>m. To approve the list of approved Audit Companies; decide on the approved Audit Company which will audit the operations of the Company, dismiss the approved auditor when deeming it necessary.;</p> <p>n. Other rights and obligations as provided by the Laws.</p>	
90	Clause 2 Article 23	<p>Article 23. Thẩm quyền của Đại hội đồng cổ đông</p> <p>2. The General Meeting of Shareholders has the following rights and duties</p> <p>a) An annual General Meeting of Shareholders shall discuss and approve the following issues;</p> <p>(i) Annual audited financial statements of the Company ;</p> <p>(ii) Annual business plan of the Company;</p> <p>(iii) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors;</p> <p>(iv) Report of the Supervisory Board regarding business results of the Company and operational results of the Board of Directors and the Chief Executive Officer;</p> <p>(v) Report on self-assessment of operational results of the Supervisory Board and of each Supervisor;</p> <p>(vi) Amount of dividend payable on each class of share;</p> <p>(vii) Short-term and long-term development</p>	<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>a. Annual business plan of the Company;</p> <p>b. Audited annual financial statements;</p> <p>c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;</p> <p>d. Report of the Board of Supervision on the business results of the Company, the performance of the Board of Directors, the Chief Executive Officer;</p> <p>e. Self-assessment report on the performance of the Board of Supervision and each Supervisor;</p> <p>f. Dividend rate per share of each type;</p> <p>g. Number of members of the Board of Directors, the Board of Supervision;</p> <p>h. Election, removal, dismissal and replacement of members of the Board of Directors and the Board of Supervision;</p>	<p>Follow the Mandatory Template and Enterprise Law</p> <p>Clause 2 Article 20 Proposal combine point a và point b</p> <p>Clause 2 Article 23 of current Charter</p>

		<p>plans of the Company.</p>	<ul style="list-style-type: none"> i. Decision on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors, the Board of Supervision; j. Approval on the list of approved Audit Companies, decision on the approved Audit Company which will audit the Company's operations when deeming it necessary; k. Supplement and amendment to this Charter, except for the case of adjustment of Charter Capital as a result of the sale of new shares made on the basis of the General Assembly of Shareholders approving the offer for sale of shares to increase the charter capital, and concurrently assigning the Board of Directors to conduct procedures to register the increase in charter capital after closing of each tranche of share sale, which case shall be approved by the Board of Directors; l. Type and number of new shares issued for each type of shares; m. Division, separation, consolidation, merger or conversion of the Company; n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator; o. Decision on the investment or selling of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company; p. The Company redeeming more than 10% to 30% of the total number of sold shares in the Company; 	
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91	Add Point q Clause 2 Article 20 Proposal		<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>q. The Company entering into contracts, transactions with a value of 35% or more or transactions which cause the total value of transactions arising within 12 months from the date of performing the first transaction to be 35% or more of the total value recorded in the latest financial statements of the Company with the following related persons:</p> <p>i. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;</p> <p>ii. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</p> <p>iii. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must disclose pursuant to the Law on Enterprises.</p>	Follow Article 167.1 Enterprise Law – the transaction item does not need to be separated into a separate section
92	Add Point r,s Clause 2 Article 20 Proposal		<p>Article 20. Rights and obligations of the General Assembly of Shareholders</p> <p>2. The General Assembly of Shareholders shall discuss and approve the following issues:</p> <p>r. The Company entering into contracts, transactions on borrowing, lending, selling of assets with a value greater than 10% of the</p>	Follow Article 167.3.b Enterprise Law

			<p>total value of assets recorded in the latest financial statements of the Company with a Shareholder owning 51% or more of the total number of shares with voting rights or related persons of such Shareholder;</p> <p>s. Internal Regulations on Corporate Governance, Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision;</p> <p>t. Other matters as provided by the Laws and this Charter.</p>	
93	Delete Point b Clause 2 Article 23	<p>Article 23. Authority of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders has the following rights and duties</p> <p>b) An annual General Meeting of Shareholders shall discuss and approve the following issues:</p> <p>(i) Approval of the developmental direction of the Company;</p> <p>(ii) Approval of annual financial statements;</p> <p>(iii) Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;</p> <p>(iv) The number of members of the Board of Directors and the Supervisory Board in each term ;</p> <p>(v) To approve the List of independent auditing companies; to decide on which independent auditing company shall inspect the company operations, relief from duty, dismissal of independent auditors when necessary;</p>		The contents are mentioned in Clause 2 Article 20 Proposal (see Article 20)

		<p>(vi) Election, removal or discharge of members of the Board of Directors and the Supervisory Board;</p> <p>(vii) Total remuneration of the members of the Board of Directors and reports on remuneration of the Board of Directors;</p> <p>(viii) Supplement and amendment of the Company Charter except for the situations in which charter capital is amended as a result of issuing a certain number of new shares within the allowed limit as stated in this Charter;</p> <p>(ix) Increase or decrease of the Charter Capital of the Company;</p> <p>(x) Classes of shares and total number of shares of each class which may be offered for sale and any transfer of shares of the founding shareholders within the first three (03) years from the date of establishment of the Company;</p> <p>(xi) Division, separation, consolidation, merger or conversion of the Company;</p> <p>(xii) Re-structuring and dissolution (liquidation) of the Company and appointment of liquidator ;</p> <p>(xiii) Inspection of and dealing with breaches by the Board of Directors and the Supervisory Board which cause loss to the Company and its shareholders;</p> <p>(xiv) Decision on transactions of investment/selling assets of the Company with a value of thirty five (35) percent or more of the total value of assets of the Company recorded in the most recent audited financial statements;</p> <p>(xv) To decide on redemption of more than 10% of the total number of shares of each type already sold;</p> <p>(xvi) To approve the Internal Regulation on Corporate Governance; Regulation on</p>		
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		<p>Operation of the Boards of Directors, Supervisory Board;</p> <p>(xvii) Entry by the Company into any contracts with any person as stipulated in Article 162.1 of the Law on Enterprises with a value of 35% or more of the total value of assets of the Company recorded in the most recent audited financial statements of the Company;</p> <p>(xviii) Review and handling of breaches of the Board of Directors and the Supervisory Board which cause loss to the Company and its shareholders;</p> <p>(xix) Other issues under the authority of the General Meeting of Shareholders in accordance with applicable Laws, this Charter and other regulations of the Company.</p> <p>c) The issues listed in clause 2(b) of this Article may be passed by way of collecting written opinions.</p>		
94	Delete item (vii) Point a Clause 2 Article 23	<p>Article 23. Authority of the General Meeting of Shareholders</p> <p>2. The General Meeting of Shareholders has the following rights and duties</p> <p>a) An annual General Meeting of Shareholders shall discuss and approve the following issues:</p> <p>(vii) Short-term and long-term development plans of the Company.</p>		Follow the Mandatory Template

95	Clause 1 Article 24	<p>Article 24. Authorised representatives</p> <p>1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with Law may authorize individuals or organizations to act as their representatives to attend. If there is more than one (1) representative, then the number of shares and the number of votes authorized to each representative must be specified.</p>	<p>Article 21. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>1. Shareholders, authorized representatives of Shareholders being organization may directly attend the meeting or authorize one or more other individuals, organizations to attend the meeting. In case a Shareholder has more than one authorized representative, it must specify the number of shares and the number of votes authorized to each representative.</p>	Follow the Mandatory Template
96	Clause 2 Article 24	<p>Article 24. Authorised representatives</p> <p>2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing. The authorization letter must clearly state name of the authorized individual or organization; number of authorized shares; content of authorization; scope of authorization and duration of authorization:</p> <p>a) If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and by the individual authorized or by the legal representative of the organization authorized to attend the meeting;</p> <p>b) If a shareholder being an organization is the principal, then the power of attorney must be signed by the authorized representative or legal representative of the shareholder being an organization, and by the individual authorized or by the legal representative of the organization authorized to attend the meeting;</p> <p>c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and by the person authorized to attend the meeting.</p>	<p>Article 21. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>2. The authorization for a representative to attend the meeting of the General Assembly of Shareholders must be made in writing. The authorization document may be made in paper or by electronic means in accordance with the Laws, clearly stating the name of the authorizing Shareholder, the name of the authorized individual, organization, the number of authorized shares, the contents of authorization, the scope of authorization, the period of authorization and must have signature in accordance with the following provisions:</p> <p>a. In case the Shareholder being individual is the authorizing person, the authorization document must be signed by such Shareholder and the person authorized to attend the meeting,</p> <p>b. In case the Shareholder being organization is the authorizing person, authorization document must be signed by the legal representative of the Shareholder being</p>	Amend to make it clearer

		A person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.	organization or the duly authorized representative of such person and the person authorized to attend the meeting.	
97	Clause 3 Article 24	<p>Article 24. Authorised representatives</p> <p>3. Where a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer (if it was not registered with the Company)</p>	<p>Article 21. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>3. The person authorized to attend the meeting of the General Assembly of Shareholders must submit the authorization document before the start of the meeting of the General Assembly of Shareholders. In case of re-authorization, the meeting attendee must also present the original authorization document of the Shareholder, the authorized representative of the Shareholder being organization (if not previously registered with the Company).</p>	Follow the Mandatory Template
98	Clause 4 Article 24	<p>Article 24. Authorised representatives</p> <p>4. Except for the case stipulated in clause 3 of this Article, the voting card of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:</p> <p>a) The principal dies, or his or her capacity for civil acts is lost or is restricted ;</p> <p>b) The principal rescinds the appointment of authorization;</p> <p>c) The principal rescinds the authority of the particular person carrying out the authorization. This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of commencement of the</p>	<p>Article 21. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>4. The vote of the person authorized to attend the meeting within the scope of authorization shall still be valid when one of the following cases occurs:</p> <p>a. The authorizing person has died, has capacity for civil acts limited or has lost capacity for civil acts;</p> <p>b. The authorizing person has cancelled the authorization;</p> <p>c. The authorizing person has cancelled the power of the person performing the authorization.</p>	Follow the Mandatory Template

		General Meeting of Shareholders or prior to the time the meeting is reconvened.	This clause shall not apply in case the Company receives a notice of one of the above cases before the opening time of the meeting of the General Assembly of Shareholders or before the meeting is re-convened.	
99	Delete Article 25	<p>Article 25. Change of rights</p> <p>1. The change or cancellation of any special right attached to a class of preference shares shall be valid when approved by shareholders holding at least sixty-five (65) percent of ordinary shares who are in attendance. The General Meeting of Shareholders' resolution on the content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by the number of preference shareholders of the same type attending the meeting who own from 75% of the total preferred shares of that type or more or approved by favored by preference shareholders of the same type who own from 75% of the total preferred shares of that type or more in case of adopting resolution in the form of collecting written opinions. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present in person or via authorized representatives shall be</p>		HSC does not have class of preference shares

		<p>deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the meeting mentioned above.</p> <p>2. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in Articles 28 and 31 of this Charter.</p> <p>3. Unless otherwise stipulated in the terms of share issues, special rights attached to various classes of shares with preference rights with respect to some or all matters relating to the distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same class.</p>		
100	Clause 1 Article 26	<p>Article 26. Convening of a General Meeting of Shareholders</p> <p>1. Number, period, method of organisation and venue of meetings:</p> <p>a) The General Meeting of Shareholders shall convene at least one annual meeting per year or extraordinary meetings. An annual General Meeting of Shareholders must not be convened in the form of collecting written opinions. The location of the General Meeting of Shareholders must be within the territory of Vietnam. If a General Meeting of Shareholders is concurrently held in various venues. The venue of a meeting of the General Meeting of Shareholders shall be determined as the venue where the chairperson attends, and it must be within the territory of Vietnam.</p>	<p>Article 19. General Assembly of Shareholders</p> <p>1. The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the financial year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the</p>	Follow the Mandatory Template

		b) General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors has right to postpone the General Meeting of Shareholders to later date but no later than six (06) months from the end of the fiscal year.	meeting and must be in the territory of Vietnam	
101	Delete Clause 2 Article 26	Article 26. Convening of a General Meeting of Shareholders 2. Authority to convene the General Meeting of Shareholders: The Board of Directors shall be responsible to convene the General Meeting of Shareholders. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated, the chairman of the Board of Directors must be responsible before the Laws and must compensate for any loss and damage arising to the Company.	Article 19. General Assembly of Shareholders 2.The Board of Directors shall convene the annual meeting of the General Assembly of Shareholders and select an appropriate venue. The annual meeting of the General Assembly of Shareholders shall decide on issues provided by the Law and this Charter, especially shall approve the audited annual financial statements. In case the report on audit of the annual financial statements of the Company contains material exceptions, conflicting opinions or refusals, the Company must invite a representative of the audit organization approved to audit the financial statements of the Company to attend the annual meeting of the General Assembly of Shareholders and the representative of such approved audit organization has the responsibility to attend the annual meeting of the General Assembly of Shareholders of the Company.	Follow the Mandatory Template
102	Clause 3 Article 26	Article 26. Convening of a General Meeting of Shareholders 3. The extraordinary General Meeting of Shareholders must be convened in the following cases: a) The Board of Directors considers that it is necessary to do so in the interests of the Company ; b) The annual balance sheet, the six-monthly or quarterly report or the audit report of the fiscal	Article 19. General Assembly of Shareholders 3. The Board of Directors must convene an extraordinary meeting of the General Assembly of Shareholders in the following cases: a.The Board of Directors considers it necessary for the benefit of the Company. b.The number of remaining members of the Board of Directors, the Board of Supervision are less than the minimum	Follow the Mandatory Template

		<p>year reflect the loss of half of the owner's equity in comparison with the amount at the beginning of the same period;</p> <p>c) The number of the members of the Board of Directors or of the Supervisory Board is less than the number of members required by Law ;</p> <p>d) A shareholder or a group of shareholders as stipulated in Article 16.1(k) of this Charter requests to convene the General Meeting of Shareholders in writing. Such request must specify reasons and purposes of the meeting and must be signed by all related shareholders or such request may be made in multiple copies and signatures of all related shareholders then collated;</p> <p>e) At the request of the Supervisory Board;</p> <p>f) Other cases as stipulated in this Charter and by the Laws.</p>	<p>number of members provided by the Laws.</p> <p>c. At the request of a Shareholder or a group of Shareholders provided in clause 1 Article 17 of this Charter.</p> <p>d. At the request of the Board of Supervision.</p> <p>e. Other cases provided by the Laws and this Charter.</p>	
103	Clause 4 Article 26	<p>Article 26. Convening of a General Meeting of Shareholders</p> <p>4. The time limit for convening an extraordinary meeting of the General Meeting of Shareholders shall be in accordance with the Laws. Where the Board of Directors fails to convene an extraordinary General Meeting of Shareholders, the Supervisory Board shall, in place of the Board of Directors, convene the General Meeting of Shareholders. If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with the Laws, the head of the Supervisory Board must be responsible before the Laws and must compensate for any loss caused to the Company, and at the same time a shareholder or group of shareholders as stipulated in Article 16.1(k) of this Charter shall be entitled to convene the General Meeting of Shareholders.</p>	<p>Article 19. General Assembly of Shareholders</p> <p>4. Convening an extraordinary meeting of the General Assembly of Shareholders</p> <p>a. The Board of Directors must convene a meeting of the General Assembly of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, the Board of Supervision are as provided in point b clause 3 of this Article or upon receipt of a request provided in points c and d clause 3 of 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> <p>b. In case the Board of Directors fails to</p>	Follow the Mandatory Template

		<p>a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors is as stipulated in clause 3(c) of this Article or from the date of receipt of a request as stipulated in clauses 3(d) and 3(e) of this Article;</p> <p>b) Where the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in clause 4(a) of this Article, within thirty (30) days thereafter, the Supervisory Board shall, in place of the Board of Directors, convene a General Meeting of Shareholders;</p> <p>c) If the Supervisory Board fails to convene a meeting as provided in Point b Clause 4 of this Article, the requesting shareholder or group of shareholders provided in Point d Clause 3 of this Article shall have the right to represent the company to convene the General Meeting of Shareholders Follow Clause 4 Article 140 of the Law on Enterprises.</p> <p>In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the sequence and procedures for convening, conducting the meeting and issuing the resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses shall not include any amounts paid by the shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.</p>	<p>convene the meeting of the General Assembly of Shareholders as provided in point a clause 4 of this Article, within the next 30 days, the Board of Supervision shall in replacement of the Board of Directors convene the meeting of the General Assembly of Shareholders. In case the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided, the Board of Supervision must compensate for any damage incurred to the Company.</p> <p>c. In case the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided in point b this clause, the Shareholder or group of Shareholders provided in clause 1 Article 17 of this Charter shall have the right to represent the Company to convene the meeting of the General Assembly of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Assembly of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Assembly of Shareholders. All costs for convening and conducting the meeting of the General Assembly of Shareholders shall be reimbursed by the Company. These costs shall not include expenses spent by Shareholders when attending the meeting of the General Assembly of Shareholders, whether they are accommodation and travel expenses.</p>	
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104	Add Clause 5 Article 19 Proposal		Article 19. General Assembly of Shareholders 5. In respect of the contents approved under the previous resolutions of the General Assembly of Shareholders, which have not been implemented, the Board of Directors must report the same to the General Assembly of Shareholders at the nearest annual meeting. In case there is a change in content falling under the decision-making authority of the General Assembly of Shareholders, the Board of Directors must submit it to the General Assembly of Shareholders at the nearest meeting for approval before implementation	Follow Article 272.2 Decree 155 – as per SSC's guidelines on 3 Dec 2021
105	Delete Clause 1 Article 27	Article 27. Program and agenda of a General Meeting of Shareholders 1. An annual General Meeting of Shareholders shall discuss and make decisions on the following issues : a) Annual audited financial statements ; b) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors; c) Report of the Supervisory Board regarding business results of the Company, operational results of the Board of Directors and the Executive Management Board; d) Amount of dividend payable on each class of share ; e) Total remuneration to be paid for the Board of Directors and the Supervisory Board;	Article 20. Rights and obligations of the General Assembly of Shareholders	This content has been aggregated in Article 20 Proposal

		<p>f) Short-term and long-term development plans of the Company</p> <p>g) Other issues under this Charter and applicable Laws.</p>		
106	Add Clause 1 Article 22 Proposal		<p>Article 22. Convening the meeting, meeting agenda and notice of invitation to the meeting of the General Assembly of Shareholders</p> <p>1. The annual and extraordinary meeting of the General Assembly of Shareholders shall be convened in the cases provided in Article 19 of this Charter.</p>	Add referencing content
107	Clause 2 Article 27	<p>Article 27. Program and agenda of a General Meeting of Shareholders</p> <p>2. The convenor of a General Meeting of Shareholders must carry out the following duties:</p> <p>a) To prepare a list of shareholders entitled to attend and vote at a General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the meeting invitation to the General Meeting of Shareholders. The Company must disclose information about the list of shareholders who are entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date, to provide information and to resolve any claims related to the list of shareholders;</p> <p>b) To prepare the program and agenda of the meeting and prepare documents for 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</p>	<p>Article 22. Convening the meeting, meeting agenda and notice of invitation to the meeting of the General Assembly of Shareholders</p> <p>2. The convenor of the meeting of the General Assembly of Shareholders must perform the following tasks:</p> <p>a. Preparing a list of Shareholders eligible to attend and vote at the meeting of the General Assembly of Shareholders. The list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders shall be made 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 Company must 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.</p> <p>b. Preparing the agenda and contents of the meeting.</p> <p>c. Preparing documents relevant to the contents of the meeting.</p> <p>d. Preparing draft resolutions of the General</p>	<p>Sticking to the Mandatory Template. A lot of detailed content related to AGM, BOD and the Supervisory Board will no longer be in the Charter, which implies that the legislator moves to the Internal Governance Regulations and Operational Regulations.</p>

		<p>of members of the Board of Directors, Supervisors;</p> <p>d) To determine the time and venue of the meeting;</p> <p>e) To send a meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting. The meeting invitation must include the program of the meeting and basic information of any issues to be discussed and voted on at the meeting, include name, head office address, enterprise identification number; name, contact address of shareholder, time and venue of the meeting, and other requirements for participants.</p> <p>The meeting invitation to a General Meeting of Shareholders shall be sent by a method guaranteeing it to reach the contact address of shareholders, published on the website of the Stock Exchange, the SSC and posted on the Company's website. Invitations to a General Meeting of Shareholders must be sent to all shareholders at least twenty-one (21) days prior to the meeting date (starting from the date on which the meeting invitation is duly sent or delivered, fees are paid or put in the mailbox).</p> <p>f) Others work to serve the meeting.</p>	<p>Assembly of Shareholders according to the proposed contents of the meeting.</p> <p>e. Determining the time and venue of the meeting.</p> <p>f. Sending notice of invitation to the meeting to all Shareholders entitled to attending the meeting.</p> <p>g. Other tasks which serve the meeting.</p> <p>3. Notice of meeting of the General Assembly of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attending the meeting by a guaranteed method and at the same time published on the Company's website, the websites of the Stock Exchange, the SSC (when the Company is being listed or registered for trading). The notice of meeting of the General Assembly of Shareholders must be sent at least twenty one (21) days before the date of the meeting of the General Assembly of Shareholders (from the date on which the notice is duly sent or transmitted). The agenda of the meeting of General Assembly of Shareholders, documents relating to the issues to be voted on at the meeting shall be sent to the Shareholders or/and posted on the website of the Company. In case the documents are not attached to the notice of the meeting of the General Assembly of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents so that the Shareholders can access, including:</p> <p>a. Meeting agenda, documents used in the meeting;</p> <p>b. List and details of candidates in case of</p>	
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			<p>election of members of the Board of Directors, members of the Board of Supervision;</p> <p>c. Voting slips;</p> <p>d. Draft resolutions for each issue in the meeting agenda.</p>	
108	Clause 3 Article 27	<p>Article 27. Program and agenda of a General Meeting of Shareholders</p> <p>3. The shareholder or group of shareholders provided in Point k, Clause 1, Article 16 of this Charter may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation shall be made in writing and sent to the company no later than ten (10) working days prior to the date of opening. In case the convener of the General Meeting of Shareholders refuses to give recommendation prescribed in this Article, he/she/they must reply in writing and clearly state the reason two (02) working days at the latest before the opening date of the meeting of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only refuse the recommendation in any of the following cases:</p> <p>a) The recommendation was sent outside the stipulated time-limit or is incomplete or is irrelevant;</p> <p>b) At the time of recommendation, the shareholder or group of shareholders is not holding five percent (5%) or more of the total ordinary shares as stipulated in Point k Clause 1 Article 16 of this Charter</p> <p>c) The item recommended does not fall within the decision-making authority of the General Meeting of Shareholders;</p> <p>d) Other cases as stipulated under the Laws and</p>	<p>Article 22. Convening the meeting, meeting agenda and notice of invitation to the meeting of the General Assembly of Shareholders</p> <p>4.A Shareholder or group of Shareholders provided in clause 1 Article 17 of this Charter shall have the right to propose contents to be included in the agenda of the meeting of the General Assembly of Shareholders.</p> <p>5. The convener of the meeting of the General Assembly of Shareholders shall have the right to refuse the proposal provided in clause 4 this Article in the following cases:</p> <p>a. The proposal is not sent in accordance with point d clause 1 Article 17 of this Charter.</p> <p>b. At the time of proposal, the Shareholder and group of Shareholders do not hold in full 05% or more of ordinary shares.</p> <p>c. The proposed issues, contents are not within the scope of competence and tasks of the General Assembly of Shareholders.</p> <p>d. Other cases as provided by the Laws.</p> <p>6. Except for the case of refusal of proposal under clause 5 this Article, the convener of the meeting of the General Assembly of Shareholders must accept and include the proposal in the intended agenda and contents of the meeting of the General Assembly of Shareholders.</p>	Follow the Mandatory Template

		this Charter.		
109	Clause 1 Article 28	<p>Article 28. Conditions for conducting a General Meeting of Shareholders</p> <p>1. The meeting of the General Meeting of Shareholders shall be conducted if the number of attending shareholders represents is more than fifty (50) percent of the total number of voting shares .</p>	<p>Article 23. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>1. The meeting of the General Assembly of Shareholders shall be conducted when the number of Shareholders attending the meeting represent more than 50% of the total number of votes.</p>	Follow the Mandatory Template
110	Clause 4 Article 28	<p>Article 28. Conditions for conducting a General Meeting of Shareholders</p> <p>4. A shareholder shall be considered attending and voting at the meeting of the General Meeting of Shareholders in the following cases:</p> <p>a) Attending and voting directly at the meeting;</p> <p>b) Authorizing other individuals and organizations to attend and vote at the meeting;</p> <p>c) Attending and voting by video conferencing, or by another form of meeting;</p> <p>d) Sending the vote to the meeting by mail, fax or e-mail.</p>	<p>Article 23. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>4. Shareholders shall be considered as attending and voting at the meeting of the General Assembly of Shareholders in the following cases:</p> <p>a. Attending and voting directly at the meeting.</p> <p>b. Authorizing one or more other individuals, organizations to attend and vote at the meeting.</p> <p>c. Attending and voting via online conference, electronic voting or other electronic means.</p> <p>d. Sending votes to the meeting by mail, fax, email or other form of communication.</p>	Amend to reflect current practice
111	Delete Clause 5 Article 28	<p>Article 28. Conditions for conducting a General Meeting of Shareholders</p> <p>5. The Company may widely use information technology for voting, including remote voting via a secured electronic system or voting via the internet or by telephone to facilitate shareholders in attending a General Meeting of Shareholders.</p>		Mentioned at Point d Clause 2 Article 23 Proposal

112	Add Clause 5 Article 23 Proposal		<p>Article 23. Conditions for conducting the meeting of the General Assembly of Shareholders</p> <p>5. The provision of clause 4 this Article shall apply in case the General Assembly of Shareholders meets physically, via online conference and a combination of the above forms .</p>	Add to reflect current practice
113	Clause 1, 2, 3, 4 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>1. On the date of holding the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered.</p> <p>2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized person with voting rights which states registration number, full name of shareholder, full name of authorized person and the number of votes of that shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree. Then there shall be a count of the overall numbers of the two types of vote to determine the final decision. The voting results shall be announced by the Chairman just before the close of the meeting. The General Meeting of Shareholders shall elect people who are responsible to check the votes or to supervise the counting process of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>1. Before opening the meeting, the Company must carry out procedures for registration of Shareholders and must carry out the registration until all Shareholders with the right to attend the meeting, which are present, have been fully registered in accordance with the following order:</p> <p>a. When conducting registration of Shareholders, the Company shall provide a voting slip to each Shareholder or authorized representative with voting right, which shall specify the registration number, full name of the Shareholder, full name of the authorized representative and number of votes of such Shareholder.</p> <p>b. Shareholders, authorized representatives of Shareholders being organization or authorized persons who arrive after the opening of the meeting may be registered immediately and then may attend and vote at the meeting immediately after registration. The chairman has no obligation to stop the meeting for registration of the latecomers and the validity of previous voting shall not change.</p>	Follow the Mandatory Template

		<p>Meeting of Shareholders based on a request of the Chairman.</p> <p>3. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the timeframe applicable to each issue in the agenda for the meeting.</p> <p>4. Any shareholder or person authorised to attend a meeting who arrives after the commencement of the meeting shall still be registered and has the right to participate in voting immediately after registration. The Chairman is not obliged to stop the meeting so that late arrivals may register. In such case, the effectiveness of any item which was previously voted on shall not be affected.</p>		
114	Clause 5 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>5. The election of the meeting chairman, secretary and vote counting committee is prescribed as follows:</p> <p>a) The Chairman of the Board of Directors shall act as the chairman or authorize another member of the Board of Directors to act as a chairman of meetings of the General Meeting of Shareholders which are convened by the Board of Directors; if the Chairman is absent or is temporarily unable to work, the remaining members of the Board of Directors shall elect, with the majority principle, one of them to act as the chairman of the meeting; if they fail to elect one who is able to act as a chairman, the Head of the Supervisory Board shall arrange for the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall act as the</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>2.The election of the Chairman, Secretary and Vote Counting Committee of the meeting of the General Assembly of Shareholders shall be as follows:</p> <p>a.The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as Chairman of the meetings convened by the Board of Directors. In case the Chairman is absent or temporarily subject to loss of working ability, the remaining members shall elect one of them to act as the Chairman of the meeting pursuant to the principle of majority. In case of failure to elect a person to act as the chairman, the Head of the Board of Supervision shall direct the General Assembly of Shareholders to</p>	Follow the Mandatory Template

		<p>chairman of the meeting;</p> <p>b) The meeting chairman shall nominate one or a number of persons to act as the secretary of the meeting and to prepare the minutes of the General Meeting of Shareholders;</p> <p>c) The General Meeting of Shareholders shall elect one or a number of persons to the vote counting committee at the proposal of the meeting chairman.</p>	<p>elect the meeting chairman and the person with the highest number of votes shall act as the meeting chairman.</p> <p>b. Except for the case provided in point a this clause, the person signing the convention of the meeting of the General Assembly of Shareholders shall direct the General Assembly of Shareholders to elect the meeting chairman and the person with the highest number of votes shall act as the meeting chairman.</p> <p>c. The Chairman shall appoint the Secretary, prepare the meeting minutes of the General Assembly of Shareholders.</p> <p>d. The General Assembly of Shareholders shall elect one or more persons to the Voting Counting Committee at the proposal of the Chairman of the meeting.</p>	
115	Delete Clause 6 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>6. The chairman is the person who has the right to make decisions on the sequence, procedures and events arising outside of the agenda of the General Meeting of Shareholders.</p>		Follow the Mandatory Template
116	Clause 7 và Clause 10 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>7. The chairman and secretary of a General Meeting of Shareholders shall have the right to take necessary measures to direct the conduct of the meeting in a reasonable and orderly manner in accordance with the agenda as passed, and so that it reflects the wishes of the majority of attendees.</p> <p>10. The convenor of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>4. Chủ tọa có quyền thực hiện các biện pháp cần thiết và hợp lý để Article hành cuộc họp một cách có trật tự, đúng theo chương trình đã được thông qua và phản ánh được mong muốn của đa số người dự họp. Chủ tọa sau khi đã xem The chairman may take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of</p>	Follow the Mandatory Template

		<p>a) Arrange seating at the venue of the meeting; b) Ensure safety for all persons present at the venue of the meeting ; c) Facilitate the shareholders to attend (or continue to attend) the meeting . The convenor of the General Meeting of Shareholders has full powers to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.</p>	<p>meeting attendees. The chairman, after careful consideration, may take appropriate measures to: a. Arrange seats at the venue of the meeting of the General Assembly of Shareholders; b. Ensure the safety of everyone present at the meeting places; c. Facilitate the Shareholders to attend (or continue to attend) the meeting. The convenor of the meeting of the General Assembly of Shareholders may at his/her sole discretion change the above measures and apply all necessary measures. The applied measures may include issuance of a pass for entry or use of other options.</p>	
117	Add Clause 5 Article 23 Proposal		<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders 5. The General Assembly of Shareholders shall discuss and vote on each issue in the agenda. Voting must be done right at the meeting and conducted by voting in one of three options: agreement, disagreement and abstention. Shareholders' opinions other than the above voting options shall be invalid. The results of the vote counting shall be announced by the Chairman immediately before the closing of the meeting.</p>	Add to reflect the Mandatory Template and current practice
118	Clause 9 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders 9. The chairman shall have the right to adjourn the meeting of the General Meeting of Shareholders for which sufficient attendees have registered for a maximum of 03 working days from the date on which the meeting is intended to open, and may adjourn or change</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders 7. The Chairman may postpone the meeting of the General Assembly of Shareholders, of which the quorum has been met, for no more than three (03) working days from the intended date of opening the meeting and</p>	Follow the Mandatory Template

		<p>the venue of the meeting only in the following cases:</p> <p>a) The location for the meeting does not have sufficient suitable seating for all the attendees;</p> <p>b) The communication means at the location of the meeting do not ensure the attending Shareholders participate, discuss and vote at the meeting;</p> <p>c) There is an attendee who obstructs the meeting or disrupts order, and there is a danger that the meeting might not be conducted fairly and lawfully;</p> <p>d) If the chairman adjourns or suspends a General Meeting of Shareholders contrary to the provisions in items a, b, c of this clause, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion. All resolutions passed at such meeting shall be effective.</p>	<p>may only postpone the meeting or change the meeting venue in the following cases:</p> <p>a. There are insufficient convenient seats in the meeting venue for all participants.</p> <p>b. It cannot be ensured that the means of communication at the meeting venue shall facilitate the Shareholders attending the meeting to participate, discuss and vote.</p> <p>c. There are attendees who obstruct, disrupt order, threaten to prevent the meeting from being conducted in a fair and lawful manner.</p> <p>8. In case the Chairman postpones or temporarily suspends the meeting of the General Assembly of Shareholders contrary to clause 7 this Article, the General Assembly of Shareholders shall elect one of the attendees to run the meeting until at the closing in replacement of the Chairman. All resolutions passed at such meeting shall come into force</p>	
119	Clause 8 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>8. The convenor of a General Meeting of Shareholders has the following rights:</p> <p>a) To require all persons attending the meeting to be security-checked or subject to other lawful and reasonable security measures ;</p> <p>b) To request a competent agency to maintain order during the meeting; to expel from a General Meeting of Shareholders any person who fails to comply with the right of the chairman to control the meeting, who disrupts order or intentionally prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.</p>	<p>Article 24. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>6. The convenor or the Chairman of the meeting of the General Assembly of Shareholders shall have the following rights:</p> <p>a. To require all meeting attendees to undergo a security check or comply with other security measures.</p> <p>b. To request the competent body to maintain order of the meeting; expel those who do not comply with the Chairman's executive power, intentionally disrupt order, obstruct the normal process of the meeting or fail to comply with the requirements of security check from the meeting of the General Assembly of Shareholders.</p>	Follow the Mandatory Template

120	Delete Clause 11 Article 29	<p>Article 29. Procedures for conducting a General Meeting of Shareholders</p> <p>11. If the General Meeting of Shareholders takes any of the above measures, then the convener of the General Meeting of Shareholders may, when determining the venue of the meeting:</p> <p>a) Notify that the meeting will be conducted at the venue stated in the notice and the chairman of the meeting shall be present there (“Official Venue of the Meeting”);</p> <p>b) Arrange and organize matters so that the shareholders or authorized representatives are unable to attend the meeting in accordance with this Article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;</p> <p>A notice of holding a meeting is not required to state the detailed measures for holding it in accordance with this Article.</p>		Follow the Mandatory Template
121	Delete Article 30	<p>Article 30. Cumulative voting</p> <p>1. Before a meeting of the General Meeting of Shareholders, shareholders shall have the right to form a group to nominate candidates and accumulate votes for that candidates</p> <p>2. 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:</p> <p>a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total shares with</p>		Regarding cumulative voting, the the Mandatory Template does not have a separate Article. Article 148.3 The Law on Enterprises also provides general provisions. So, the cumulative voting section will be moved to Nominations and candidates for BOD & Board of Supervisors (see Article 30, Article 41 Proposal)

		<p>voting right is entitled to nominate no more than one (01) candidate to the Board of Directors and one (01) candidate to the Supervisory Board;</p> <p>b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total shares with voting right is entitled to nominate no more than two (02) candidates to the Board of Directors and two (02) candidates to the Supervisory Board;</p> <p>c) A shareholder or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) of the total shares with voting right is entitled to nominate no more than three (03) candidates to the Board of Directors and three (03) candidates to the Supervisory Board;</p> <p>d) A shareholder or a group of shareholders holding from forty percent (40%) to less than fifty (50%) of the total shares with voting right is entitled to nominate no more than four (04) candidates to the Board of Directors and four (04) candidates to the Supervisory Board;</p> <p>e) A shareholder or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) of the total shares with voting right is entitled to nominate no more than five (05) candidates to the Board of Directors and five (05) candidates to the Supervisory Board;</p> <p>f) A shareholder or a group of shareholders holding from sixty percent (60%) to less than seventy percent (70%) of the total outstanding shares with voting right is entitled to nominate no more than six (06)</p>		
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		<p>candidates to the Board of Directors;</p> <p>g) A shareholder or a group of shareholders holding from seventy percent (70%) to less than eighty percent (80%) of the total shares with voting right is entitled to nominate no more than seven (07) candidates to the Board of Directors;</p> <p>h) A shareholder or a group of shareholders holding from eighty percent (80%) to less than ninety percent (90%) of the total shares with voting right is entitled to nominate no more than eight (08) candidates to the Board of Directors;</p> <p>i) A shareholder or a group of shareholders holding from ninety percent (90%) or more of the total shares with voting right is entitled to nominate no more than nine (09) candidates to the Board of Directors.</p>		
122	Add Clause 1 Article 30 Proposal		<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>1. The nomination and candidacy for members of the Board of Directors shall be as follows:</p> <p>a. A Shareholder or group of Shareholders owning 10% to less than 20% of the total number of voting shares may nominate up to one (01) candidate to the Board of Directors;</p> <p>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;</p> <p>c. A Shareholder or group of Shareholders owning 30% to less than 40% of the total number of voting shares may nominate up to three (03) candidates for the Board of Directors;</p> <p>d. A Shareholder or group of Shareholders</p>	As mentioned above, regulation on accumulate votes is taken back from the old Charter and amended to be consistent with the relevant regulations

			<p>owning 40% to less than 50% of the total number of voting shares may nominate up to four (04) candidates for the Board of Directors;</p> <p>e. A Shareholder or group of Shareholders owning 50% to less than 60% of the total number of voting shares may nominate up to five (05) candidates for the Board of Directors;</p> <p>f. A Shareholder or group of Shareholders owning 60% to less than 70% of the total number of voting shares may nominate up to six (06) candidates for the Board of Directors;</p> <p>g. A Shareholder or group of Shareholders owning 70% to less than 80% of the total number of voting shares may nominate up to seven (07) candidates for the Board of Directors;</p> <p>h. A Shareholder or group of Shareholders owning 80% to less than 90% of the total number of voting shares may nominate up to eight (08) candidates for the Board of Directors;</p> <p>i. A Shareholder or group of Shareholders owning 90% or more of the total number of voting shares may nominate the full number of candidates for the Board of Directors.</p>	
123	Add Clause 2 Article 30 Proposal		<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>2. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the website of the Company so that Shareholders may learn</p>	Follow the Mandatory Template

			<p>about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Directors. Information related to candidates for the Board of Directors to be published shall include:</p> <ul style="list-style-type: none"> a. Full name, date of birth; b. Qualifications; c. Work experience; d. Other management titles (including the titles in the Board of Directors of other Companies); e. Interests related to the Company and related parties of the Company. 	
124	Clause 3 Article 30	<p>Article 30. Cumulative voting</p> <p>3. If the number of the candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates which they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors/ the Supervisory Board or other shareholders. The mechanism for nomination of candidates to the Board of Directors/ Supervisory Board by the incumbent Board of Directors/ Supervisory Board must be clearly announced to and approved by the General Meeting of Shareholders.</p>	<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>3. In case the number of candidates for the Board of Directors through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Directors shall nominate additional candidates in accordance with the order, procedures provided in the Internal Regulations on Corporate Governance and the Regulations on Operations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Directors.</p>	Amend to make it clearer

125	Clause 4 Article 30	<p>Article 30. Cumulative voting</p> <p>4. Candidates selected to be members of the Board of Directors or the Supervisory Board shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by this Charter have been elected. If there are two (02) or more candidates who obtain the same number of votes for being the last member of the Board of Directors or the Supervisory Board, such member shall be elected again amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election.</p>	<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>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 or more candidates. 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 provided in this Charter have been reached. 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.</p>	Supplement for more clarity on cumulative voting method
126	Delete Clause 1 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders shall pass decisions which fall within its authority by way of voting in a meeting or collecting written opinions .</p>		Follow the Mandatory Template. This content specified in Clause 4, Article 10 (see Article 10)
127	Clause 2 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>2. A resolution on the following contents shall be adopted when approved by a number of shareholders representing at least 65% of the</p>	<p>Article 25. Conditions for passing a Resolution of the General Assembly of Shareholders</p> <p>2. A resolution on the following contents shall be approved if it is agreed by the number of</p>	Amend referencing content

		<p>total votes of all attending shareholders, except for cases provided in Clauses 4, Clause 13 this Article and Clause 1 Article 25 of this Charter:</p> <p>a) Types of shares and total number of shares of each type;</p> <p>b) Investment projects or sale of assets with a value of at least 35% of the total value of assets recorded in the latest financial statements of the Company ;</p> <p>c) Reorganization or dissolution of the company .</p> <p>d) Change in business sectors, trades and fields ;</p> <p>e) Change in organizational and management structure of the company</p>	<p>Shareholders representing at least 65% of the total votes of all Shareholders attending and voting at the meeting, except for the case provided in clause 4 Article 30, and clause 4 Article 41 of this Charter:</p> <p>a. Type of shares and total number of shares of each type.</p> <p>b. Change to business lines and fields.</p> <p>c. Change to the Company's structure of organization and management.</p> <p>d. Project of investment or sale of assets valued at 35% or more of the total value of assets of the Company recorded in the latest audited financial statements.</p> <p>e. Reorganization, dissolution of the Company.</p>	
128	Clause 3 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>3. Other resolutions shall be adopted when approved by a number of shareholders representing more than fifty percent (50%) of the total votes of all attending shareholders, except for cases provided in Clause 2, Clause 4, Clause 13 this Article and Clause 1 Article 25 of this Charter.</p>	<p>Article 25. Conditions for passing a Resolution of the General Assembly of Shareholders</p> <p>1. A resolution of the General Assembly of Shareholders shall be approved if it is agreed by the number of Shareholders representing more than 50% of the total votes of all Shareholders attending and voting at the meeting, except for the cases provided in clause 2 this Article, Article 27, clause 4 Article 30, and clause 4 Article 41 of this Charter</p>	Amend referencing content
129	Delete Clause 4 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>4. Voting to elect members of the Board of Directors and of the Supervisory Board must be implemented by the method of cumulative voting, whereby each shareholder shall have as its total number of votes the total number of shares it owns multiplied by the number of members to be elected to the Board of Directors</p>		Follow the Mandatory Template

		or the Supervisory Board. The shareholders are entitled to accumulate all or part of their total votes for one or more candidates.		
130	Clause 5 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>5. Resolutions of the General Meeting of Shareholders adopted by shareholders owning one-hundred percent (100%) of the total number of voting shares must be valid and effective, even when the order or procedures for passing such resolutions fail to comply with the Laws.</p>	<p>Article 25. Conditions for passing a Resolution of the General Assembly of Shareholders</p> <p>3. Resolutions approved by the General Assembly of Shareholders at the ratio of 100% of the total voting shares shall be legal and effective even if the order and procedures for approving such resolutions violate the Law on Enterprise and this Charter.</p>	Follow the Mandatory Template
131	Add Article 26 Proposal		<p>Article 26. Organization of the meeting of the General Assembly of Shareholders in the form of online conference</p> <p>1. Depending on the situation and circumstances, the Board of Directors may decide on conducting the meeting of the General Assembly of Shareholders in the form of online conference or a combination of both physical meeting and online conference in the same meeting of the General Assembly of Shareholders to approve decisions of the General Assembly of Shareholders on all issues within the competence of the General Assembly of Shareholders.</p> <p>2. The Company shall widely use information technology for meeting in the form of online conference to create favorable conditions for Shareholders to attend the meeting of the General Assembly of Shareholders.</p> <p>3. Conditions for conducting the meeting of the General Assembly of Shareholders in the form of online conference shall be the same as those under Article 23 of this Charter. The basis for calculating the number of</p>	This is a completely new rule. The Law on Enterprises and the Mandatory Template only stipulates that companies can apply technology.

			<p>Shareholders attending the meeting shall be the number of Shareholders having completed registration to attend the online conference. In case of combining both physical meeting and online conference in the same meeting, the number of meeting attendees shall be the total number of Shareholders attending physically, and Shareholders registering to attend the online conference.</p> <p>4. Meetings via online conference shall apply electronic voting and votes shall be cast electronically. The organizers may use technology to count and check the votes electronically. The organizers may decide to make the counting process public or only make the vote counting results public. Vote counting results must be announced before the closing of the meeting of the General Assembly of Shareholders, except that the Chairman may decide otherwise for objective reasons.</p> <p>5. Resolutions approved in the form of online conference shall follow provisions under Article 25, clause 4 Article 30 and clause 4 Article 41 of this Charter and shall have the same validity as those approved at a physical meeting of the General Assembly of Shareholders.</p>	
132	Clause 6 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>6. The Board of Directors may collect written opinions of the shareholders to pass resolutions of the General Meeting of Shareholders if it is deemed in the best interests of the Company. The content of such written opinion forms,</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>1. Based on the actual situation and if it is deemed necessary for the benefit of the Company, the Board of Directors may</p>	Amend to reflect current practice at Company

		procedures of delivery and receipt of such written opinion forms, and minutes of vote-counting must comply with the Law on Enterprises.	decide to collect written opinions of Shareholders to approve the decision of the General Assembly of Shareholders on all issues falling within the competence of the General Assembly of Shareholders.	
133	Clause 7 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>7. The Board of Directors shall prepare the written opinion form, a draft of the resolution of the General Meeting of Shareholders, documents explaining the draft resolution. The written opinion forms, the draft of the resolutions of the General Meeting of Shareholders, and other explanatory documents must be sent to all shareholders by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable period of time for shareholders' consideration and voting and must be sent at least ten (10) days before the deadline for receiving shareholders' voting papers.</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>2. The Board of Directors shall prepare the opinion collection form, draft resolution of the General Assembly of Shareholders, documents explaining the draft resolution and send the same to all Shareholders with voting rights no later than 10 days before the deadline to return the opinion collection form. The requirements and method for sending the opinion collection form and accompanying documents shall be the same as those provided in clause 3 Article 22 of this Charter.</p>	Follow the Mandatory Template
134	Clause 8 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>8. The written opinion form must contain the following principal details:</p> <p>a) Name, head office address, number and date of issue of the enterprise registration certificate and place of business registration of the Company;</p> <p>b) Purpose of collecting written opinions;</p> <p>c) Full name, contact address, nationality, serial number of legal documents for an individual shareholder; name, enterprise identification</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>3. The opinion collection form must contain the following main contents::</p> <p>a. Name, head office address, enterprise code of the Company.</p> <p>b. Purpose of opinion collection.</p> <p>c. Full name, contact address, nationality, number of legal document of individual in respect of Shareholders being individual; name, enterprise code or number of legal</p>	Follow the Mandatory Template

		<p>number or serial number of legal documents, head office address for an institutional shareholder or full name, contact address, nationality, serial number of personal legal documents for the institutional shareholder's representative; the number of shares of each type and number of voting of each shareholder;</p> <p>d) Issue on which it is necessary to obtain opinions for passing ;</p> <p>e) Voting options, comprising consent, non-consent, or abstention;</p> <p>f) Time-limit within which the completed written opinion form must be returned to the Company;</p> <p>g) Full names and signatures of the Chairman of the Board of Directors and of the legal representative of the Company.</p>	<p>document of organization, head office address in respect of shareholders being organization or full name, contact address, nationality, number of legal document of individual in respect of the representative of Shareholder being organization; number of shares of each type and number of votes of Shareholder.</p> <p>d. Issues on which opinion needs to be collected to approve the decision.</p> <p>e. Voting options including agreement, disagreement and abstention for each issue on which opinion needs to be collected.</p> <p>f. Time limit for sending the completed opinion collection form to the Company.</p> <p>g. Full name, signature of the Chairman of the Board of Directors.</p>	
135	Add Clause 4 Article 27 Proposal		<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>4.Shareholders shall give answer in respect of the issue on which opinion needs to be collected in the opinion collection form by choosing one of three voting options: agreement, disagreement and abstention.</p>	Amend to reflect current practice at Company
136	Clause 9 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>9. The completed written opinion form must bear the signature of the shareholder being an individual; and the authorized representative or of the legal representative of the shareholder being an organization.</p> <p>The written opinion form which is returned to the Company must be enclosed in a sealed</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>5. Shareholders may send the completed opinion collection form to the Company by mail, fax, email or other means of communication as follows::</p> <p>a. The completed opinion collection form must be signed by the Shareholder being</p>	Follow the Mandatory Template

		<p>envelope and must not be opened by any person prior to vote-counting.</p> <p>The written opinion form sent by fax or email must be kept confidential until the time of counting of votes.</p> <p>Any completed written opinion form which is returned to the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Written opinion forms which are not returned shall be deemed to be forms not participating in the vote.</p>	<p>individual, the legal representative of the authorized organization or the legal representative of the Shareholder being organization.</p> <p>b. In case of mailing, the opinion collection form sent to the Company shall be put in closely sealed envelope and no one may open it before vote counting is conducted. In case of sending by fax or email or by other means of communication, the opinion collection form must be kept confidential until the time the vote counting is conducted.</p> <p>c. Opinion collection forms which have been opened in case of mailing or published before the time the vote counting is conducted in case of sending by fax, email, or other means of communication shall be invalid.</p>	
137	Add Clause 6 Article 27 Proposal		<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>6. Opinion collection forms sent back within the requested time limit but not complying with clauses 4 and 5 this Article shall be invalid. Opinion collection forms not sent back and opinion collection forms sent to the Company after the end of the opinion collection shall be considered as not participating in the voting.</p>	Add to reflect current practice at Company
138	Clause 10 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>10. The Board of Directors shall organize the counting of the votes and shall prepare minutes of the counting of the votes in the presence and supervision of the Supervisory Board or of a shareholder who does not hold a managerial in</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>7. The Board of Directors shall count the votes and makes a minutes on vote counting under the witness of the Board of Supervision or</p>	Follow the Mandatory Template

		<p>the company. The minutes of vote-counting shall contain the following basic details:</p> <ol style="list-style-type: none"> a) Name, head office address, number of issue of the enterprise registration certificate, place of business registration; b) Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution; c) Number of shareholders with total numbers of votes having participated in the vote, number of valid votes and number of invalid votes and method of sending votes, an appendix listing the shareholders having participated in the vote; d) Total number of votes for, against and abstentions on each issue voted on; e) Matters which have been passed; f) Full names and signatures of the Chairman of the Board of Directors; the legal representative of the Company; the person who supervised the vote-counting; and the person who counted votes. <p>The members of the Board of Directors, the person who counted votes and the person who supervised the vote-counting are jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and are jointly liable for any loss arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.</p>	<p>Shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following main contents:</p> <ol style="list-style-type: none"> a. Name, head office address, enterprise code of the Company; b. Purpose and issues on which opinion needs to be collected to approve the resolution; c. Number of Shareholders with the total number of votes having participated in the voting, in which the number of valid and invalid votes and the method of sending votes must be distinguished, together with an appendix specifying the list of Shareholders participating in the voting; d. Total number of votes of agreement, disagreement and abstention for each issue; e. Issues having been approved and the corresponding ratio of votes of approval; f. Full name, signature of the Chairman of the Board of Directors, the person counting the votes and the person supervising the vote counting. <p>The members of the Board of Directors, the person counting the votes and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest, inaccurate counting of votes.</p>	
139	Clause 11 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>11. The minutes of vote counting results and resolutions must be published on the website of the Company within twenty four (24) hours after completion of the vote counting or must be</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>8. The vote counting minutes and resolutions shall be published on the Company's website</p>	Rewrite to make it clear

		sent to shareholders within 15 days from the date the vote counting ends.	within twenty four (24) hours from the closing of the vote counting or sent to the Shareholders within fifteen (15) days from the closing of the vote counting.	
140	Clause 13 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>13. If adopted by collecting written opinions, a resolution of the General Meeting of Shareholders shall be adopted when it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders entitled to vote for approval and shall have the same validity as a resolution adopted in a General Meeting of Shareholders.</p>	<p>Article 27. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>10. Resolutions shall be approved in the form of collection of Shareholders' written opinions if it is agreed by the number of Shareholders owning more than 50% of the total votes of all Shareholders; resolutions for selection of member of the Board of Directors shall be approved in accordance with clause 4 Article 30 and selection of member of the Board of Directors shall be approved in accordance with clause 4 Article 41 of this Charter. Resolutions approved in the form of collection of Shareholders' written opinions shall have the same value as that of the resolution approved at a meeting of the General Assembly of Shareholders.</p>	Rewrite to make it clear
141	Delete Clause 14 Article 31	<p>Article 31. Approval of resolutions of the General Meeting of Shareholders</p> <p>14. Any resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to participating in the General Meeting of Shareholders within fifteen (15) days from the date such resolution is passed. The resolution may be published on the website of the Company instead.</p>		This content has been specified in Clause 8 Article 27 Proposal
142	Article 32	<p>Article 32. Effect of the General Meeting of Shareholders' resolutions</p> <p>1. A resolution of the General Meeting of</p>	<p>Article 29. Request for cancellation of a Resolution of the General Assembly of Shareholders</p> <p>2. During the time the resolution of the General</p>	Rewrite to make it shorter but clearer

		<p>Shareholders shall be effective as of the date such resolution is passed or on another date as specified in the resolution .</p> <p>2. If a shareholder or a group of shareholders requests a court or an arbitration to revoke a General Meeting of Shareholders' resolution, such resolution still continues to be effective until the effective date of a court, arbitration's decision on cancellation of such resolution, except the case of application of a provisional urgent measure under a competent agency's decision.</p>	<p>Assembly of Shareholders is considered by the Court or the Arbitration, the resolution of the General Assembly of Shareholders shall continue to be implemented until the decision of the Court or the Arbitration on cancellation of this resolution takes effect, except for the case of application of injunctive relief under a decision of a competent authority.</p>	
143	Article 33	<p>Article 33. Request for revocation of resolutions of the General Meeting of Shareholders</p> <p>Within 90 days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results regarding the solicitation of opinions from the General Meeting of Shareholders, shareholders or groups of shareholders shall have the right to request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases:</p> <p>1) The order, procedures for convening and issuing resolutions of the General Meeting of Shareholders seriously violates regulations of the Law on Enterprises and the Company's Charter, except for cases prescribed in Clause 5, Article 31 of this Charter.</p> <p>2) The order, procedures for approval and resolution content violates the laws or the Company's Charter .</p>	<p>Article 29. Request for cancellation of a Resolution of the General Assembly of Shareholders</p> <p>1. Within ninety (90) days from the date of receipt of the resolution or meeting minutes of the General Assembly of Shareholders or the minutes on vote counting results for collection of the Shareholders' written opinions, a Shareholder or group of Shareholders owning 05% or more of the total number of ordinary shares may request the Court or the Arbitration to consider, cancel the resolution or a part of the contents of the resolution of the General Assembly of Shareholders in the following cases:</p> <p>a. The order, procedures for convening the meeting and making the resolution of the General Assembly of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except for the case the resolution is approved at the ratio of 100% as provided in clause 3 Article 25 of this Charter.</p> <p>b. The contents of the resolution violate the Laws or this Charter.</p>	Follow the Mandatory Template

144	Article 33	<p>Article 33. Request for revocation of resolutions of the General Meeting of Shareholders</p> <p>If any resolution of the General Meeting of Shareholders is cancelled in accordance with the decision of a court or an arbitrator, the person who convened the meeting in which such cancelled resolution is adopted may consider re-organizing a General Meeting of Shareholders in accordance with the sequence and procedures under the Law on Enterprises and this Charter.</p>	<p>Article 29. Request for cancellation of a Resolution of the General Assembly of Shareholders</p> <p>3. In case the resolution of the General Assembly of Shareholders is cancelled pursuant to the decision of the Court or the Arbitration, a meeting of the General Assembly of Shareholders may be reorganized in accordance with the manner and procedures provided in this Charter for re-considering, re-determining the contents mentioned in the cancelled resolution.</p>	Rewrite to make it clearer
145	Clause 1 Article 34	<p>Article 34. Minutes of the meeting of the General Meeting of Shareholders</p> <p>1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded and archiveed in other electronic forms with required contents under the Law on Enterprises. The meeting minutes shall be made in writing in Vietnamese and may also be prepared in any other foreign language with the same validity. In case of any consistency between the Vietnamese version and any foreign language version of the meeting minutes, the Vietnamese version shall prevail. The meeting minutes must be signed by the chairman and secretary of such meeting and must be prepared in accordance with the Law on Enterprises and this Charter.</p>	<p>Article 28. Resolutions and meeting minutes of the General Assembly of Shareholders</p> <p>1. Meetings of the General Assembly of Shareholders must be recorded in minutes and may be audio or video recorded and kept in other electronic forms. Minutes must be made in Vietnamese, and in addition may be made in a foreign language and shall contain the following main contents:</p> <ul style="list-style-type: none"> a. Name, head office address, enterprise code of the Company; b. Time and venue of the meeting of the General Assembly of Shareholders; c. Meeting agenda and meeting contents; d. Full name of the chairman and the secretary; e. Summary of the meeting progress and opinions expressed at the meeting of the General Assembly of Shareholders on each issue in the agenda; f. Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix specifying the list of registered Shareholders, representatives of Shareholders attending the meeting with the corresponding number of shares and votes; 	Follow the Mandatory Template

			<p>g. Total number of votes for each issue to be voted on, clearly stating the voting method, total number of valid and invalid votes, votes of agreement, disagreement and abstention; the respective ratio over the total number of votes of the Shareholders attending the meeting;</p> <p>h. Issues having been approved and the respective ratio of votes of approval;</p> <p>i. Full name and signature of the Chairman and the Secretary. In case the Chairman, the Secretary refuses to sign the meeting minutes, such minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all contents as provided in this clause. The meeting minutes shall clearly state that the Chairman, the Secretary refuses to sign the meeting minutes.</p> <p>3. Minutes made in Vietnamese and foreign language shall have the same legal effect. In case there is any discrepancy in contents between the minutes in Vietnamese and foreign languages, the contents in the Vietnamese minutes shall prevail.</p>	
146	Clause 3 Article 34	<p>Article 34. Minutes of the meeting of the General Meeting of Shareholders</p> <p>3. In case the chairman, secretary refuses to sign in the meeting minutes, such minutes shall be valid if it is signed by all other attending members of the Board of Directors and fully contains contents as prescribed in this Clause. The meeting minutes must clearly specify such refusal. The chairman, secretary or people who signed on such minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the meeting minutes. The</p>	<p>Article 28. Resolutions and meeting minutes of the General Assembly of Shareholders</p> <p>2. The meeting minutes of the General Assembly of Shareholders must be finalized and approved before the closing of the meeting. The Chairman and the secretary of the meeting or another person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.</p> <p>4. Resolutions, meeting minutes of the General</p>	<p>Amend to make it clearer</p> <p>The content of refusal to sign the meeting minutes is specified in Point i Clause 1 Article 28 Proposal</p>

		meeting minutes must be published on the website of the Company within twenty four (24) hours or delivered to all the shareholders within fifteen (15) days from the date of closing of the meeting.	Assembly of Shareholders and relevant documents must be disclosed pursuant to the Laws within twenty four (24) hours .	
147	Delete Clause 4, 5 Article 34	<p>Article 34. Minutes of the meeting of the General Meeting of Shareholders</p> <p>4. Minutes of the meeting of the General Meeting of Shareholders are deemed as authentic evidence of the work conducted at the meeting.</p> <p>5. The person who chaired the meeting of the General Meeting of Shareholders shall be responsible for filing the meeting minutes, the annex list of shareholders registered to attend the meeting with their signatures and authorized documents. All resolutions which were passed and other documents attached to the invitation of the meeting must be disclosed Follow regulation on information disclosure on the stock market and must be stored at the head office of the Company.</p>		Follow the Mandatory Template
148	Clause 1 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>1. The Board of Directors is a management body of the Company and shall have full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company which do not fall within the authority of the General Meeting of Shareholders. The Board of Directors shall be responsible for ensuring the operations of the Company are in compliance with the Laws, this Charter and other internal regulations of the Company, and shall be fair to all shareholders and respect interests of any persons related to the Company.</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>1. The Board of Directors shall be the management body of the Company, have full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations of the General Assembly of Shareholders.</p>	Follow the Mandatory Template

149	Point a Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: a) To make decisions on medium-term development strategies and plans, and on annual business plans and budget of the Company;	Article 32. 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;	Follow the Mandatory Template
150	Delete Point b Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: b) To determine operational objectives based on strategic plans approved by the General Meeting of Shareholders		Follow the Mandatory Template
151	Point d Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: d) To make decisions on offering new shares within the number of shares of each class which may be offered for sale; to make decisions on raising capital by other methods;	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: c. To decide on the selling of unsold shares within the number of shares authorized to be offered for sale of each type; decide on mobilizing additional capital in other form;	Follow the Mandatory Template
152	Delete Point e Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: e) To make recommendations on issuance of convertible bonds and warrants allowing the owners of such bonds and warrants to purchase shares at a specified price;		Follow the Mandatory Template

153	Point f Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: f) To decide on the price of shares, bonds and other convertible securities issued by the Company;	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: d. To decide on the selling price of shares and bonds of the Company ;	Follow the Mandatory Template
154	Point g Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: g)To decide on share redemptions of up to 10% of the total issued shares of each class of shares which were already issued within each twelve (12) month period; to decide on the redemption prices or withdrawing prices of the Company’s shares; to decide on share offering plans, bonus share distributions in accordance with applicable Laws	Article 32. 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 this Charter;	Follow the Mandatory Template
155	Point i Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: i) To decide on market development, marketing and technology solutions; through signing, amendment, supplementation, cancellation of contracts for sale, purchase, borrowing, lending and other contracts valued at thirty-five percent (35%) or more of the total value of assets as recorded in the most recent financial statement of the Company, except for any contract, transaction under the management competence of the General Meeting of Shareholders specified at Point d Clause 2 Article 138 and Clause 1 and Clause 3 Article 167 of the Law on Enterprises	Article 32. 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; i. To approve contracts on purchase, selling, borrowing, lending and other contracts, transactions with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company, except for contracts, transactions falling under the decision-making power of the General Assembly of Shareholders as provided in points q and r clause 2 Article 20 of this Charter or unless otherwise provided by the Law on Enterprises;	Follow the Mandatory Template

156	Add Point h Clause 2 Article 32 Proposal		<p>Article 32. Rights and obligations of the Board of Directors</p> <p>2.The Board of Directors shall have the following rights and obligations:</p> <p>h.To 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> <p>i. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;</p> <p>ii. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;</p> <p>iii. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must declare pursuant to the Law on Enterprises.</p>	Follow Article 167.1, 167.2 Enterprise Law (similar to Internal regulations on corporate governance)
157	Point j Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>j) To appoint, dismiss, remove the Chairman of the Board of Directos, the Person in charge of Corporate Governance; to appoint, dismiss, remove from office and sign contracts or terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officers and other key managers of the company, to decide on salaries and other benefits of such managers; to appoint an authorised representatives to</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>2.The Board of Directors shall have the following rights and obligations:</p> <p>j.To elect, remove, dismiss the Chairman of the Board of Directors; appoint, remove, dismiss, sign contracts, terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officers and important executives of the Company as provided in the Regulations on Operations of the Board of Directors; decide on the salary and other</p>	Follow the Mandatory Template

		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	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;	
158	Delete Point k Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: k) To report to the General Meeting of Shareholders on appointment of the Chief Executive Officer by the Board of Directors;		Follow the Mandatory Template
159	Point m Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: m) 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 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: 1.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 make it clearer

160	Point n Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: n) To approve the agenda of, and the contents of documents prepared for the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass relevant resolutions	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: m.To approve the program, contents of documents serving the meeting of the General Assembly of Shareholders, convene the meetings of the General Assembly of Shareholders or collect opinions for the General Assembly of Shareholders to approve resolutions;	Rewrite to make it clearer
161	Point o Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: o) To submit annual audited financial statements and annual management reports of the Company to the General Meeting of Shareholders	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: n.To submit the audited annual financial statements to the General Assembly of Shareholders ;	Follow the Mandatory Template
162	Delete Point r Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: r) To establish standard procedures for convening meetings and voting at meetings of the Board of Directors for approval by the General Meeting of Shareholders; procedures for nominating, standing for election, appointing, dismissing and removing members of the Board of Directors, and the procedures for coordination between the Board of Directors and the Supervisory Board and the Executive Management Board; to establish basis for operations, rewards and disciplines applicable to members of the Board of Directors, Executive Management Board and other managerial personnels		Follow the Mandatory Template

163	Point s Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: s) To establish any body or appoint any person to conduct internal inspection and risk management in order to set out strategic policies on risk management in the operations of the Company and review and assess the compliance and effectiveness of the established risk management system in the Company	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: x. To establish departments or appoint persons to perform risk management and internal control tasks to meet the requirements of the Laws;	Rewrite to make it clearer
164	Add Point r, s, t Clause 2 Article 32 Proposal		Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: r. To take responsibilities before Shareholders for the Company's operations ; s. To treat all Shareholders equally and respect the interests of the persons having interests related to the Company ; t. To ensure that the Company's operations comply with the Laws, this Charter and the Company's internal regulations ;	Follow Article 278 Decree 155
165	Point t Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: t) To carry out measures to prevent and resolve any conflicts which may arise between the shareholders and the Company. The Board of Directors may appoint officers to implement required systems or establish specialized departments to resolve conflicts within the Company or serve this purpose	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: u.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;	Follow Article 278 Decree 155

166	Add Point v, w Clause 2 Article 32 Proposal		Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: v. To appoint the Person in charge of the Company's governance ; w. 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 ;	Follow Article 278 Decree 155
167	Point x Clause 2 Article 35	Article 35. Authorities of the Board of Directors 2. The Board of Directors has the following rights and obligations: x) 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 and which must be disclosed on the Company's website; to approve the issuance of 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	Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: q. To decide on the issuance of the Regulations on Operations of the Board of Directors, the Internal 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 and 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;	Follow the Mandatory Template
168	Add Point aa Clause 2 Article 32 Proposal		Article 32. Rights and obligations of the Board of Directors 2.The Board of Directors shall have the following rights and obligations: aa. The procurement of management liability insurance, which is not intended to bring material benefits or income to the Managers and Supervisors ;	Add this content from experience dealing with D&O

169	Delete Point v, y, z Clause 2 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>2. The Board of Directors has the following rights and obligations:</p> <p>v) To approve any transactions which are not in the scope of business plans or financial plans submitted by the Chief Executive Officer or the Executive Management Board (if any); business issues or transactions in which the Board of Directors, within the scope of their authorities and responsibilities, has right to approve;</p> <p>y) To determine values of assets used as contributed capital in the share or bond issuances of the Company including gold, land use right, intellectual property right, technology and technology know-how</p> <p>z) To select auditor in the list of financial statement auditors that is approved or authorized by the General Meeting of Shareholders.</p>		Follow the Mandatory Template
170	Clause 3 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>3. The Board of Directors shall pass resolutions by voting at meetings, by collecting written opinion forms (or any other methods as determined by the Company). Each member of the Board of Directors shall have one vote</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>3.The Board of Directors shall approve resolutions, decisions by way of voting at meeting or collecting written opinions .</p> <p>4.The Internal Regulations on Corporate Governance, the Regulations on Operations of the Board of Directors shall provide details regarding method to organize meetings, authorization to attend meetings, approval of resolutions, decisions of the Board of Directors and other issues. Each member of the Board of Directors shall have one vote. The organization of collection of written opinions to approve resolutions, decisions of the Board of Directors shall be conducted in accordance with the Internal Regulations on Corporate Governance.</p>	Follow Article 153.3 Enterprise Law

171	Delete Clause 4, 5 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>4.The Board of Directors may authorise the Chairman of the Board of Directors to carry out part of its powers and functions during the time the Board of Directors does not hold any meeting. The scope of authorisation must be clear and specific. The Chairman of the Board of Directors shall not be authorised to decide important matters which have a major impact to the interests of the Company.</p> <p>5. Unless otherwise provided by the Laws and Charter, the Board of Directors may authorise its subordinates and representative managing officers to act on behalf of the Company.</p>		Follow the Mandatory Template
172	Clause 6 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>6.The Board of Directors shall report its operations to the General Meeting of Shareholders, in particular the supervision of the Chief Executive Officer and other managing directors during a fiscal year.</p>	<p>Article 32. Rights and obligations of the Board of Directors</p> <p>5. The Board of Directors must report to the annual meeting of the General Assembly of Shareholders on the results of operations, which shall include at least the following contents:</p> <ul style="list-style-type: none"> a. Remuneration, operating costs and other benefits of the Board of Directors and each member of the Board of Directors; b. Summary of meetings of the Board of Directors and decisions of the Board of Directors during the year; c. Report on transactions between the Company, its subsidiaries (if any), companies of which the Company controls more than 50% of charter capital (if any) and members of the Board of Directors and related persons of such members; transactions between the Company and enterprises of which the member of the Board of Directors is a founding member or a manager during the last 3 years prior to the 	Follow Article 280 Decree 155

			<p>transaction date;</p> <p>d. Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors;</p> <p>e. Activities of Committees under the Board of Directors;</p> <p>f. Results of supervision over the Chief Executive Officer and other executives;</p> <p>g. Operation plan for following year.</p>	
173	Delete Clause 7, 8 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>7.The Board of Directors must comply with the Laws, the Charter of the Company and resolutions of the General Meeting of Shareholders when performing its functions and obligations. Where any resolution passed by the Board of Directors is not compliant with the Laws or this Charter and causes damage to the Company, the members approving such resolution shall be jointly responsible and compensate the Company for such damage; the members who opposed the passing of such resolutions shall be relieved from liability.</p> <p>8. If the Board of Directors passes a resolution or decision which is contrary to the law, General Meeting of Shareholders' resolutions, company charter, causing damage to the company, the members who agreed to pass such resolution, decision must be jointly liable for that resolution, decision and shall compensate the company for the damage; any member who opposed the passage of such resolution, decision shall be exempted from liability. In such case, the company's shareholders may request a court to suspend the implementation or cancel such resolution, decision.</p>		Follow the Mandatory Template

174	Delete the first bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>a) Rights of members of the Board of Directors :</p> <ul style="list-style-type: none"> - Right to access information : + Members of the Board of Directors may demand the members of the Executive Management Board and the managers of the Company provide information and documents on the financial situation and business operations of the Company and of units in the Company; + A manager receiving such a demand must provide all information and documents promptly and accurately as demanded by the members of the Board of Directors. 		Follow the Mandatory Template
175	The second bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <ul style="list-style-type: none"> - Rights to receive remuneration and other benefits: The Company has the right to pay remuneration and salaries to the members of the Board of Directors based on the business results and efficiency. The remuneration, salaries and other benefits which the members of the Board of Directors are entitled to shall be determined based on the followings: + Members of the Board of Directors shall be entitled to remuneration for work and bonuses. The Board of Directors shall estimate a rate of remuneration for each member on the principle of unanimous agreement or equal division if no agreement is reached. The total amount of remuneration for the Board of Directors shall be 	<p>Article 33. Remuneration, bonus and other benefits of members of the Board of Directors</p> <ol style="list-style-type: none"> 1. The Company may pay remuneration, bonus to members of the Board of Directors according to business results and efficiency. 2. Members of the Board of Directors shall be entitled to work remuneration and bonus. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonus for the Board of Directors shall be decided by the General Assembly of Shareholders at the annual meeting 	Follow the Mandatory Template

		decided by the General Meeting of Shareholders at the annual meeting;		
176	The second bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors 9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>+Members of the Board of Directors shall be entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses they have incurred in order to perform their delegated duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors or any committees of the Board of Directors;</p> <p>+The total amount payable to each member of the Board of Directors include remuneration, costs, commission, right to purchase shares and other benefits from the Company, its subsidiaries or affiliates and other companies in which the member of the Board of Director represent the Company's interest must be announced in detail in the annual report of the Company.</p>	<p>Article 33. Remuneration, bonus and other benefits of members of the Board of Directors 5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses which they have had to pay when performing their duties as a member of the Board of Directors, including expenses incurred in attending meetings of the General Assembly of Shareholders, the Board of Directors or the Committees of the Board of Directors.</p>	Follow the Mandatory Template
177	The second bullet point in Point a Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors 9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>+The members of the Board of Directors who hold any executive position or work at committees of the Board of Directors or perform other work which is deemed by the Board of Directors to be outside the normal scope of duties of members of the Board of Directors may be entitled to additional remuneration in the form of one-off payment, salaries, commissions, percentage of profits or</p>	<p>Article 33. 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, salary, commission, profit percentage or other form as decided by the Board of Directors.</p>	Follow the Mandatory Template

		in other forms as decided by the Board of Directors;		
178	Delete Point b Clause 9 Article 35	<p>Article 35. Authorities of the Board of Directors</p> <p>9. During performing their duties, members of the Board of Directors shall have the following rights and obligations:</p> <p>b) Obligations of member of the Board of Directors:</p> <ul style="list-style-type: none"> - To exercise their delegated powers and perform their delegated duties strictly in accordance with the Law on Enterprises, the Law on Securities, the relevant Laws, the Charter of the Company, and the resolutions of the General Meeting of Shareholders; - To exercise their delegated powers and perform their delegated duties honestly and prudently in the optimal legitimate interests of the Company and of the shareholders; - To be loyal to the interests of the Company and shareholders; not to use information, secrets, business opportunities of the Company, not to abuse their position and powers and assets of the Company for their own personal benefits or for the benefit of other organizations or individuals; - To participate in all meetings of the Board of Directors and to provide their clear opinion of the issues raised for discussion at the meetings; - To notify the Company in a timely manner, fully and accurately of enterprises in which they or their related persons own or have contributed capital or controlling shares. Such notice shall be displayed at the head office and branches of the Company - The members of the Board of Directors may not be entitled to any salary increments and 		Follow the Mandatory Template

		<p>bonuses where the Company has not paid in full all debts which are due and payable;</p> <p>- To perform other duties as stipulated under applicable Laws and Charter of the Company.</p>		
179	Clause 1 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>1. The Board of Directors of the Company shall have between five (05) to eleven (11) members, the specific number of members of the Board of Directors shall be approved by the General Meeting of Shareholders. The structure of the Board of Directors must ensure that at least one third of the number of members of the Board of Directors are non-executive members; and the number of independent members of the Board of Directors in each term must ensure:</p> <p>a) At least 01 independent member if the Board of Directors has 05 members;</p> <p>b) At least 02 independent members if the Board of Directors has between 06 and 08 members ;</p> <p>c) At least 03 independent members if the Board of Directors has between 09 and 11 members .</p>	<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>1.The number of members of the Board of Directors shall be at least five (05) persons and at most eleven (11) persons, and the specific number in each term shall be decided by the General Assembly of Shareholders.</p> <p>3. In respect of the composition of the Board of Directors, it must be ensured that at least one third (1/3) of the total number of members of the Board of Directors shall be non-executive members, and in respect of the number of independent members of the Board of Directors in each term, it must be ensured that:</p> <p>a. There shall be at least 01 independent member in case the Board of Directors comprises 05 members;</p> <p>b. There shall be at least 02 independent members in case the Board of Directors comprises 06 to 08 members;</p> <p>c. There shall be at least 03 independent members in case the Board of Directors comprises 09 to 11 members.</p>	Follow the Mandatory Template
180	Clause 2, clause 5 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>2.The term of office of Board of Directors is five (05) years and the term of office of Board of Directors' members must not exceed 05 years. Members of the Board of Directors may be re-elected for an unlimited number of terms.</p>	<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the</p>	Follow the Mandatory Template

		<p>Each member may only be elected to be an independent member of the Board of Directors for a company for no more than 02 consecutive terms. The term of office of an additional member or a member who replaces a member who was disqualified, dismissed or removed during a term of office shall be the remaining period of the existing term of the Board of Directors.</p> <p>5. Upon expiry of the term of the Board of Directors, if the General Meeting of Shareholders has not elected the new Board of Directors, the Board of Directors of the term which has expired shall continue its operation until a new Board of Directors is elected and takes over the duties.</p>	<p>Board of Directors of the Company for no more than 02 consecutive terms. 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 the duty. 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.</p>	
181	Add Clause 4 Article 31 Proposal		<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>4. A member of the Board of Directors shall no longer be qualified as member of the Board of Directors in case he/she is removed, dismissed, replaced by the General Assembly of Shareholders in accordance with the Laws.</p>	Follow the Mandatory Template
182	Add Clause 5, 6 Article 31 Proposal		<p>Article 31. Composition and term of office of members of the Board of Directors</p> <p>5. The appointment, removal, dismissal, replacement of members of the Board of Directors shall be disclosed in accordance with the Laws on information disclosure on the stock market.</p> <p>6. Members of the Board of Directors are not required to be Shareholders of the Company.</p>	Follow the Mandatory Template
183	Clause 3 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>3. The Board of Directors shall be elected by the</p>	<p>Article 30. Nomination and candidacy for members of the Board of Directors</p> <p>3. In case the number of candidates for the</p>	Follow the Mandatory Template and current law regulations

		<p>General Meeting of Shareholders on the principle of cumulative voting as prescribed in Article 30 of this Charter. Where the number of candidates to the Board of Directors is less than the necessary number, the incumbent Board of Directors, Supervisory Board and other shareholders may appoint additional candidates or arrange the nomination in accordance with the mechanism stipulated by the Company. The nomination mechanism or method for the incumbent Board of Directors, the Supervisory Board and other shareholders to nominate candidates to the Board of Directors must be clearly published and must be approved by the General Meeting of Shareholders before the nomination is conducted. The candidates to the Board of Directors must satisfy the conditions stipulated in Article 37 of this Charter.</p>	<p>Board of Directors through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Directors shall nominate additional candidates in accordance with the order, procedures provided in the Internal Regulations on Corporate Governance and the Regulations on Operations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Directors.</p> <p>5. The members of the Board of Directors must meet the standards and conditions as provided by the Laws, the Company's Internal Regulations on Corporate Governance and Regulations on Operations of the Board of Directors.</p>	
184	Delete Clause 4 Article 36	<p>Article 36. Composition, Term of office and numbers of members of the Board of Directors</p> <p>4. When the candidates for a Board of Directors have been identified, the information related to them must be published at least 10 days before the opening day of the meeting of the Shareholders' General Meeting on the website of the company so that shareholders can find out information about the candidates before voting. The candidates to the Board of Directors must commit in writing to the truthfulness, accuracy and rationality of the published personal information and must commit to perform their duties in an honest way if they become the members of the Board of Directors. Information related to the candidates for members of the Board of Directors to be disclosed includes: full</p>	<p>Article 30. Đề cử, ứng cử thành viên Hội đồng Quản trị</p>	<p>This content is generally stipulated in Clause 2 Article 30 (see Article 30).</p>

		name, date of birth; professional qualifications; working process; and other managerial titles.	
185	Delete Clause 6 Article 36	Article 36. Composition, Term of office and numbers of members of the Board of Directors 6.The 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).	Follow the Mandatory Template This content is mentioned in Clause 2 Article 30 Proposal
186	Delete Article 37	Article 37. Criteria and conditions for acting as members of the Board of Directors 1. Have full capacity for civil acts, and not fall into the category of persons not permitted to establish or manage an enterprise as stipulated in the Law of Enterprises. 2. Possessing professional qualifications and experience in business administration or experience in one of fields as securities, finance, banking, legal. 3. Not be the Director (Chief Executive Officer), a member of the Board of Directors or a member of the members' council of another securities company; not concurrently act as a member of the boards of directors of more than five (5) years in other companies. 4. Have not been a member of the board of management or legal representative of a company which was bankrupt or was prohibited from operation due to serious breaches of Law. 5. On commencement of a term of office, all members of the Board of Directors must meet all requirements under the Laws, governance regulations, Charter and other internal rules of	Briefed in clause 5 Article 30 Proposal and mentioned in Internal Regulations on Corporate Governance

		the Company. During their term of office, the members of the Board of Directors must notify the Chairman of the Board of Directors of any change. The criteria and conditions set out under this Article are concurrently applicable to any alternate or additional member of the Board of Directors.		
187	Clause 1 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>1.Meetings of the Board of Directors may be held on a regular or extraordinary basis. The Chairman of the Board of Directors may convene a meeting considered necessary, provided that there must be at least one (01) meeting every quarter.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>2. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.</p>	Follow the Mandatory Template
188	Clause 2 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>2.In case the Board of Directors elects a new Chairman for a new term of office, the initial meeting of the Board of Directors to elect the new Chairman and decide other issues must be conducted within seven (07) working days from the date of completion of the election of the Board of Directors for that term of office. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If more than one member obtains the same highest number of votes or the same highest percentage of votes, the members shall select a person amongst them by a majority vote to convene the meeting.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the closing of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest ratio of votes. In case more than one member receive the highest and equal number of votes or ratio of votes, the members shall conduct election on the principle of majority to select one of them to convene the meeting of the Board of Directors.</p>	Follow the Mandatory Template
189	Clause 3 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>3.The Chairman of the Board of Directors shall</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>3.The Chairman of the Board of Directors shall convene a meeting of the Board of</p>	Follow the Mandatory Template

		<p>convene an extraordinary meeting if he or she deems it is necessary for the interests of the Company. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors without delay if there is not a proper reason for such delay, when one of the following persons sends a written request presenting the purpose of the meeting and matters that need to be discussed. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:</p> <p>a) At the request of the Supervisory Board or an independent member of the Board of Directors;</p> <p>b) Receiving a request from the Chief Executive Officer or from at least five (05) other managers ;</p> <p>c) At the request of independent member of the Board of Directors;</p> <p>d) At the request of at least 02 members of the Board of Directors;</p> <p>e) The request to convene a meeting must be made in writing and must specify the objectives, matters to be discussed and resolved by the Board of Directors.</p>	<p>Directors in the following cases:</p> <p>a. At the request of the Board of Supervision or independent members 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>4. The request provided in clause 3 this Article shall be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Directors.</p>	
190	Clause 4 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>4. If the Chairman fails to convene a meeting of the Board of Directors pursuant to a request, the Chairman shall be liable for loss and damage caused to the Company; and the person making the request has the right to convene a meeting of the Board of Directors in place of the Board of Directors.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receipt of the request provided in clause 3 this Article. In case of failure to convene the meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be liable for any damage caused to the Company; the requester may in</p>	Follow the Mandatory Template

			replacement of the Chairman of the Board of Directors convene the meeting of the Board of Directors.	
191	Clause 6 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</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 three (03) working days prior to the date of meeting to all members of the Board of Directors, the Supervisory Board and Chief Executive Officer. Any member of the Board of Directors may decline the meeting invitation in writing and such decline may be changed or terminated in writing by such member. The meeting invitation shall be made in Vietnamese and shall include details of time and place of the meeting, agenda, matters to be discussed and resolved, attached with the documents to be used in the meeting, voting cards of the members and voting cards for the members who are unable to attend the meeting. The notification shall be sent in accordance with the Law on Enterprises.</p> <p>The meeting invitation shall be sent by post, fax, electronic mail or any other methods, but must be sent to the correct address of each member of the Board of Directors and the Supervisory Board which has been registered with the Company.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>6. The Chairman of the Board of Directors or the convener 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>7. Notice of invitation to the meeting of the Board of Directors may be sent in the form of invitation letter, by phone, fax, email or other means of communication guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.</p> <p>8. The Chairman of the Board of Directors or the convenor shall send the meeting invitation notice and enclosed documents to the members of the Board of Supervision, the Chief Executive Officer in the same manner as that for the members of the Board of Directors.</p>	Follow the Mandatory Template and current practice at Company
192	Delete Clause 7 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>7.Meetings of the Board of Directors shall be conducted at the registered address of the Company or any other address in Vietnam or in other foreign countries, pursuant to the decision</p>		Follow the Mandatory Template

		of the Chairman of the Board of Directors as approved by the Board of Directors.		
193	Clause 8 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>8.A member of the Supervisory Board and the Chief Executive Officer, who is not a member of the Board of Directors, may attend and discuss in the meetings of the Board of Directors but is not entitled to vote in such meetings.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>9. Members of the Board of Supervision, the Chief Executive Officer may attend meetings of the Board of Directors; may discuss but shall not vote.</p>	Follow the Mandatory Template
194	Delete Clause 9 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>9. Voting</p> <p>a) Except for clause 9(b) of this Article, each member of the Board of Directors or his or her authorized person who is present in his or her capacity as an individual at a meeting of the Board of Directors shall have one vote;</p> <p>b) A member of the Board of Directors is not permitted to vote on any contract, transaction or proposal in which such member or any Related Person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the quorum required to be present to hold a meeting of the Board of Directors regarding decisions on which such member does not have the right to vote;</p> <p>c) Subject to Clause 9(d) of this Article, when an issue arises at a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting right of a member</p>		Follow the Mandatory Template

		<p>which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, such issue shall be referred to the chairman of the meeting for decision. The decision of the chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;</p> <p>d) Any member of the Board of Directors who benefits from any contract stipulated in Articles 56.5(a) and 56.5(b) of this Charter shall be deemed to have a material interest in such contract;</p> <p>e) Supervisors have the right to attend meetings of the Board of Directors and to take part in discussions but do not have any voting rights.</p>		
195	Delete Clause 10 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>10. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is unaware that such member and his/her related persons have an interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes</p>		<p>Follow the Mandatory Template.</p> <p>This is mentioned in Internal Regulations on Corporate Governance</p>

		aware that he/she has or will have an interest in the relevant contract or transaction.		
196	Clause 11 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>11.Meetings of the Board of Directors shall be conducted if at least three-quarters of the number of members of the Board of Directors are present in person or via their representatives (being authorized representatives) if the majority of members of the Board of Directors so agree. If the number of attending members is insufficient as stipulated, the meeting must be re-convened within seven (7) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Directors attend.</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>11. 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 of the members of the Board of Directors attend the meeting.</p>	Follow the Mandatory Template
197	Clause 12 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>12. The Board of Directors shall pass decisions and issue resolutions on the basis of the consent of the majority of members of the Board of Directors present. Where the number of votes for and against are equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote</p>	<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>15.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>	Follow the Mandatory Template
198	Add Clause 12,13,14 Article 35 Proposal		<p>Article 35. Meetings of the Board of Directors and meeting minutes</p> <p>12.A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:</p> <ol style="list-style-type: none"> a. Attending and voting directly at the meeting; b. Authorizing another person to attend the meeting and vote in accordance with clause 14 this Article; 	Follow the Mandatory Template

			<p>c. Attending and voting via online conference, electronic voting or other electronic means;</p> <p>d. Sending voting slip to the meeting by mail, fax, email or other means of communication;</p> <p>e. Sending voting slip by other means pursuant to the previous decision of the Board of Directors.</p> <p>13. In case of sending the voting slip to the meeting by 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> <p>14. Members shall fully attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.</p>	
199	Delete Clause 13 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>13. All meetings of the Board of Directors must be recorded in minutes and may be sound-recorded, recorded and stored in other electronic forms and shall be archived at the company's head office. Minutes shall be prepared in Vietnamese and may be in an additional foreign language. 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. Minutes must be signed by all members attending the meeting. If the chairman, minutes recorder refuses to sign</p>		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance</p>

		<p>in the meeting minutes, but such minutes is signed by the remaining members of the Board of Directors and contains sufficient contents according to the Laws, it shall be valid. If a resolution of the Board of Directors has been passed in accordance with applicable Laws but a member refuses to sign off the minute, his or her signature confirming his or her attendance at the meeting is considered his or her signature on the minute. Meeting minutes must include sufficient principal contents according to the Law on Enterprises. The chairman, the minute's recorder and others signing in the minutes must be jointly liable for the accuracy and trustfulness of the minutes of meetings of the Board of Directors.</p>		
200	Delete Clause 14 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>14.A meeting of the Board of Directors may be held in the form of a conference among the members of the Board of Directors when all or a number of the members are at different locations, provided that each member attending the meeting is possible:</p> <ul style="list-style-type: none"> a) To hear other members of the Board of Directors discuss at the meeting; b) To concurrently discuss with all other attending members. <p>Discussion between the members may be made directly by telephone or by other means of communication or a combination of all these methods. A member of the Board of Directors attending such a meeting shall be considered as "present" at the meeting. The location of the meeting held pursuant to this provision shall be a place where the largest group of members of the Board of Directors gathers or, if there is not</p>		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance and the BoD's TOR</p>

		<p>such a group, the place where the Chairman of the meeting is present.</p> <p>Decisions passed at a meeting properly held and processed by telephone shall be effective immediately after the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.</p>		
201	Delete Clause 15, clause 16 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>15. A resolution by way of collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting</p> <p>16. The Chairman of the Board of Directors is responsible for circulating the minute of a meeting of the Board to other members, and such minute shall be the authentic evidence of the work carried out at that meeting. Minute of a meeting of the Board of Directors must be prepared in Vietnamese and must be signed off by all members of the Board of Directors attending the meeting. If the minute is made in multiple copies, each copy must be signed off by least one (1) member of the Board of Directors attending the meeting.</p>		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance and the BoD's TOR</p>
202	Clause 17 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>17. The Board of Directors may establish subsidiary sub-committees to be responsible for policies on development, personnel, salaries and bonuses, and internal audit. The Board of</p>	<p>Article 36. 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 and risk management.</p> <p>2. The number of members of each committee</p>	Follow the Mandatory Template

		<p>Directors shall decide the number of members of any sub-committee which should be at least three (3) and must include a member of the Board and an external member. Independent members of the Board of Directors and non-managerial members of the Board of Directors should constitute the majority of members of a sub-committee, and one of such people should be appointed as the head of the sub-committee pursuant to a decision of the Board of Directors. Activities of sub-committees must comply with regulations of the Board of Directors. Resolutions of a sub-committee shall take effect only when the majority of members attending and voting at the meeting of the sub-committee are members of the Board of Directors.</p>	<p>shall be decided by the Board of Directors but it should be ensured that each committee has at least three (03) members. One of these members shall be 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>	
203	Clause 18 Article 38	<p>Article 38. Meetings of the Board of Directors and meeting minutes</p> <p>18. Implementation of decisions of the Board of Directors, of sub-committees under the Board of Directors or of a person with the status of member of a sub-committee of the Board of Directors must comply with applicable Law and provisions in this Charter.</p>	<p>Article 36. Committees of the Board of Directors</p> <p>3.The committees shall operate in compliance with their own regulations of operations issued by the Board of Directors, regulations of operations of the Board of Directors, Internal Regulations on Corporate Governance, this Charter and relevant Laws.</p>	Rewrite to make it clearer
204	Delete Clause 1,2,3,4 Article 39	<p>Article 39. Relief of duty, removal from office and addition of members of the Board of Directors</p> <p>1. A member of the Board of Directors shall be relieved of duty in the following cases:</p> <p>a) The member of the Board of Directors no longer meets the requirements and qualifications under Article 37 of this Charter ;</p> <p>b) The member of the Board of Directors does not attend any meeting of the Board of</p>		<p>Follow the Mandatory Template</p> <p>This content is tipulated in the Internal Regulations</p>

		<p>Directors for six (06) consecutive months, except in cases of a force majeure event ;</p> <p>c) Having submitted a resignation letter which is approved ;</p> <p>d) There is evidence that such member no longer has the capacity for civil acts; và</p> <p>e) Other cases in accordance with the applicable Laws .</p> <p>2. A member of the Board of Directors shall be removed from office by a resolution of the General Meeting of Shareholders.</p> <p>3. The Board of Directors must convene a General Meeting of Shareholders to appoint additional members to the Board of Directors in the following cases:</p> <p>a) Members of Board of Directors are reduced by one third (1/3) of the number prescribed in this Charter. In this case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction;</p> <p>b) The number of independent members of Board of Directors is reduced below the ratio as prescribed in Article 36 of this Charter.</p> <p>4. When the number of members of Board of Directors is reduced more than one third (1/3) of the prescribed number in this Charter, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction.</p>		
205	Delete Clause 5, 6 Article 39	<p>Article 39. Relief of duty, removal from office and addition of members of the Board of Directors</p> <p>5. Appointment of members of the Board of Directors must be published in accordance with the Laws on securities and securities market.</p>		The content is specified in Clause 5, 6, Article 31 Proposal (see Article 31)

		6. A member of the Board of Directors may be a person who does not hold any shares of the Company.		
206	Delete Article 40	<p>Article 40. Independent and non-executive members of Board of Directors</p> <p>1. A non-executive member of the Board of Directors is a member who does not hold any managerial position in the Company, which means such member is not concurrently a member of the Executive Management Board, the Chief Accountant or another Executive appointed by the Board of Directors.</p> <p>2. Independent members of the Board of Directors are member of the Board of Directors and must meet the following criteria and conditions:</p> <ul style="list-style-type: none"> a) Not working for the same company, parent company or a subsidiary of the company; not used to work for the same company, parent company or a subsidiary of the company during at least 03 previous consecutive years; b) Not being a person who is currently entitled to salary or remuneration from the Company, except for allowances which members of the Board of Directors are entitled to in accordance with regulations; c) Not being a person whose spouse, father, adoptive father, mother, adoptive mother, child, adopted child or sibling is a Major Shareholder of the Company, or a manager of the Company or its subsidiary; d) Not being a person directly or indirectly owning at least one (1) percent of the total voting shares in the Company; e) Not being a person who used to be a member of the Board of Directors, 		<p>Follow the Mandatory Template</p> <p>This is mentioned in Internal Regulations on Corporate Governance and the BoD's TOR</p>

		<p>Supervisory Board of the company during at least 05 previous consecutive years; except for case of being consecutively appointed for 02 terms.</p> <p>3. An independent member of the Board of Directors must notify the Board of Directors in the event that such member no longer satisfies all the conditions stipulated in clause 2 of this Article; and such member shall automatically no longer be an independent member of the Board of Directors from the date of failure to satisfy all the conditions. The Board of Directors must provide a notice of the case where an independent member of the Board of Directors no longer satisfies all the conditions at the next General Meeting of Shareholders or must convene a meeting of the General Meeting of Shareholders to elect an additional member or to replace such independent member of the Board of Directors within six months from the date of receipt of the notice from the related independent member of the Board of Directors.</p> <p>4. The term of office of the independent or non-executive members of the Board of Directors shall be in line with the term of other members. The independent members shall have the same duties and powers as other members of the Board of Directors.</p>		
207	Clause 3 Article 41	<p>Article 41. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors has the following powers and duties :</p> <p>a) To prepare operational plans and programs of the Board of Directors ;</p> <p>b) To prepare the program, agenda and documents for meetings of the Board of Directors; to convene and preside over meetings of the Board of Directors ;</p>	<p>Article 34. Chairman of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall have the following powers and duties:</p> <p>a. To prepare the programs and plans of activities of the Board of Directors;</p> <p>b. To prepare the agenda, contents and documents serving the meetings; convene and act as the chairman of the meetings of the Board of Directors;</p>	Follow the Mandatory Template

		<p>c) To organise for resolutions of the Board of Directors to be passed ;</p> <p>d) To monitor the implementation of resolutions of the Board of Directors;</p> <p>e) To chair meetings of the General Meeting of Shareholders, to execute on be half of the General Meeting of Shareholders the resolutions passed by the General Meeting of Shareholders;</p> <p>f) To manage and ensure efficient operations of the Board of Directors;</p> <p>g) To establish, implement and review procedures which control the operations of the Board of Directors ;</p> <p>h) To schedule meetings for the Board of Directors and other departments under the Board of Directors ;</p> <p>i) To prepare agenda for meetings of the Board of Directors ;</p> <p>j) To conduct regular meetings with the Chief Executive Officer and be the contact point in communication between the Board of Directors and the Executive Management Board;</p> <p>k) To ensure complete, prompt, accurate and clear correspondence between the members of the Board of Directors and the Chairman of the Board of Directors;</p> <p>l) To ensure effective communication and liaison with the shareholders;</p> <p>m) To organise periodical appraisals of the performance of the Board of Directors, units of the Board of Directors and each member of the Board of Directors;</p> <p>n)To create favourable conditions for the members of the Board of Directors to manage and work independently and effectively and to build relationships between executive and non-</p>	<p>c. To organize the approval of decisions of the Board of Directors;</p> <p>d. To supervise the process of organization of implementation of the Board of Directors' decisions;</p> <p>e. To chair the meetings of the General Assembly of Shareholders;</p> <p>f. Other rights and duties as provided by the General Assembly of Shareholders in accordance with the Laws.</p>	
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		<p>executive members of the Board of Directors;</p> <p>o) To carry out other tasks and duties as required by the General Meeting of Shareholders and the Board of Directors based on actual demand and circumstances;</p> <p>p) Other rights and duties stipulated by the Company in accordance with applicable Laws.</p>		
208	Delete Clause 4 Article 41	<p>Article 41. Chairman of the Board of Directors</p> <p>4. The Chairman of the Board of Directors must ensure the Board of Directors sends the annual financial statements and operational reports of the Company and the audit reports and assessment reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.</p>		Follow the Mandatory Template
209	Clause 5 Article 41	<p>Article 41. Chairman of the Board of Directors</p> <p>5. In his or her absence, the Chairman of the Board of Directors must authorize the Deputy Chairman of the Board of Directors (if any) or any other member to perform the rights and duties of the Chairman of the Board of Directors pursuant to this Charter. If the Chairman of the Board of Directors fails to appoint such authorized person or perform his or her duties or the Chairman of the Board of Directors is vacant, the other members of the Board of Directors are entitled to, on the basis of a simple majority vote, appoint one (01) person among them to temporarily hold the position of Chairman of the Board of Directors.</p>	<p>Article 34. Chairman of the 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 Chairman of the Board of Directors must authorize in writing another member of the Board of Directors to perform his/her powers and duties. In case there is no Vice Chairman of the Board of Directors and 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</p>	Follow the Mandatory Template and current practice at Company

			<p>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>	
210	Clause 6 Article 41	<p>Article 41. Chairman of the Board of Directors 6. In the event the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a new Chairman of the Board of Directors within ten (10) days.</p>	<p>Article 34. Chairman of the Board of Directors 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 being removed, dismissed.</p>	Follow the Mandatory Template
211	Delete Article 42	<p>Article 42. Internal Audit Committee and Risk Management Committee of the Board of Directors</p> <p>1. The Internal Audit Committee conducts its role on an independent, honest, objective and confidential basis. Details of functions and responsibilities of the Internal Audit Committee are as follows:</p> <p>a) To assess independently the compliance with and observance of Laws, the Charter and other resolutions of the General Meeting of Shareholders and the Board of Directors;</p> <p>b) To check, review and evaluate the completion, effectiveness and validity of</p>		Follow the Mandatory Template

		<p>the internal control system under the Executive Management Board for the purposes of improvement of such system;</p> <ul style="list-style-type: none"> c) To evaluate the compliance of the business activities with internal policies and procedures; d) To make recommendations on establishment of the internal policies and procedures; e) To evaluate the compliance with Laws and to monitor the security measures for assets of the Company; f) To assess the internal control by financial information and through business procedures; g) To assess the process of identification, assessment and management of business risks; h) To assess the effectiveness of activities; i) To assess the compliance with covenants in agreements; j) To control the information technology system; k) To investigate internal defaults in the Company; l) To conduct internal audit in the Company and its subsidiaries; m) To carry out other functions as required by the Company and in accordance with the applicable Laws. <p>2. Functions and operation principles of the Risk Management Committee are as follows:</p> <ul style="list-style-type: none"> a) To set out policies and strategies for risk management; standards for evaluation of risks and overall risk level of the Company and each department in the Company; 		
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		<ul style="list-style-type: none"> b) To independently evaluate the compliance with and observance of risk policies and procedures established in the Company; c) To check, review and evaluate the completion, effectiveness and validity of the risk management system under the Executive Management Board for the purposes of improvement of such system; d) To carry out other functions stipulated by the Company and in accordance with the applicable Laws. <p>3. Requirements on personnel of the Internal Audit Committee:</p> <ul style="list-style-type: none"> a) Have not been subject to any administrative penalty in the form of monetary fines or higher penalties for violation in the securities, banking and insurance sectors within five (05) years from the year of appointment; b) In case of the head of the Internal Audit Committee, have legal, accounting and audit knowledge, experience, credibility and authority to effectively perform the assigned duties; c) Not be a Related Person of the head of any department, any professional, the Chief Executive Officer, the Deputy Chief Executive Officer or the Director of any branch of the Company; d) Have a certificate in relation to basic issues in the securities and securities market and a certificate in relation to the Laws on Securities and securities market or a securities practising certificate; e) Not concurrently holding any other position in the Company. 		
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212	Article 43	<p>Article 43. Organization of management system</p> <p>The management system of the Company must ensure that the management team is responsible to and under the management of the Board of Directors. The Company has one (01) Chief Executive Officer, Deputy Chief Executive Officers and one Chief Accountant and other positions as appointed by the Board of Directors. The appointment, discharge or removal of the above-mentioned positions must be effected by resolution adopted by the Board of Directors in a lawful manner.</p>	<p>Article 38. Organization of managerial apparatus</p> <p>The Company's management system shall ensure that the managerial apparatus is responsible to the Board of Directors and is under the supervision and leadership of the Board of Directors in daily business operations of the Company. The Company shall have one (01) Chief Executive Officer, may have one or more Deputy Chief Executive Officer, one Chief Accountant and a number of Managing Directors. In case the above positions are appointed, removed or dismissed by the Board of Directors, such appointment, removal or dismissal shall be made via resolutions, decisions of the Board of Directors.</p>	Follow the Mandatory Template
213	Clause 1 Article 44	<p>Article 44. Company Executives</p> <p>1. At the request of the Chief Executive Officer and upon approval of the Board of Directors, the Company may recruit other Executives in the numbers and with the appropriate standards which satisfy the rules of the Company as decided by the Board of Directors. Executives must be diligent in order to assist the Company to achieve its stated objectives during its operation and organization.</p>	<p>Article 39. Executives of the Company</p> <p>1. At the request of the Chief Executive Officer and upon approval of the Board of Directors, the Company may recruit other Executives with the quantity and qualifications suitable with the structure and management regulation of the Company as set out by the Board of Directors. The Executives of the Company must assist the Company in achieving the set objectives in its operation and organization.</p>	Rewrite to make it clearer
214	Clause 2 Article 44	<p>Article 44. Company Executives</p> <p>2. Salary, remuneration, benefits and other terms in the labor contract with the Chief Executive Officer shall be decided by the Board of Directors, and labor contracts with other Executives shall be decided by the Board of Directors after consulting the Chief Executive Officer.</p>	<p>Article 39. Executives of the Company</p> <p>2. The Chief Executive Officer shall receive salaries and bonuses, which shall be decided by the Board of Directors.</p> <p>3. Salaries of the Executives of the Company shall be recorded as the Company's operating costs pursuant to the Laws on corporate income tax, presented in a separate</p>	Follow the Mandatory Template

			section of the Company's annual financial statements and reported to the General Assembly of Shareholders at its annual meetings.	
215	Clause 1 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>1.The Executive Management Board shall include the Chief Executive Officer and the Deputy Chief Executive Officers. Members of the Executive Management Board shall be recruited or appointed by the Board of Directors. The Board of Directors shall appoint one member in the Board of Directors or other person to act as Chief Executive Officer; and shall enter into a contract with the Chief Executive Officer which specify the salary, allowances, benefits and other relevant matters. Information about the salary, allowances and other benefits of the Chief Executive Officer must be reported at the annual General Meeting of Shareholders and must be set out in the annual report of the Company. The term of office of the Chief Executive Officer shall not exceed five (5) years and he/she may be re-appointed without limitation on the number of terms. The term of office of other members of the Executive Management Board is five (05) years. The appointment of the members of the Executive Management Board may be terminated in accordance with the provisions of the labor contract. The number of members of the Executive Management Board who are also members of the Board of Directors must be less than two thirds (2/3) of the total number of seats in the Board of Directors.</p>	<p>Article 40. Appointment, removal, duties and powers of the Chief Executive Officer</p> <p>1.The Board of Directors shall appoint 01 member of the Board of Directors or employ another person to be the Chief Executive Officer.</p> <p>2.The Chief Executive Officer shall manage daily business operations of the Company pursuant to the Laws, this Charter, the labour contract signed with Company and resolutions, decisions of the Board of Directors. In case the Chief Executive Officer's management is contrary to the provisions of this Article, thereby causing damage to the Company, the Chief Executive Officer must be liable before the Laws and must compensate for damage to the Company.</p> <p>3.The Chief Executive Officer shall have the term of office of not exceeding five (05) years and may be re-appointed for an unlimited number of terms. The Chief Executive Officer shall satisfy the standards and conditions provided by the Laws and Internal Regulations on Corporate Governance.</p>	Follow the Mandatory Template and Article 162.4 Enterprise Law

216	Delete Clause 2 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>2. The Executive Management Board is required to: establish and maintain a risk management system, including processes, organizational structure and personnel to prevent the risks that may affect the Company's and its clients' interests; establish and maintain an internal control system including organizational structure, independent and specialized personnel, internal process and procedures applicable to all positions, units and divisions and the Company's activities to ensure the objectives as prescribed by Law.</p>		<p>Follow the Mandatory Template</p> <p>This content is mentioned in Article 40 Proposal</p>
217	Delete Clause 3 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>3. The Executive Management Board must develop the working regulations for approval by the Board of Directors which must include at least the following basic contents:</p> <ul style="list-style-type: none"> a) Responsibilities and specific duties of members of the Executive Management Board; b) Prescription of the process and procedures for organizing and participating in meetings; c) Responsibilities of the Executive Management Board to report to the Board of Directors and the Supervisory Board. 		<p>Follow the Mandatory Template</p>
218	Clause 4 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>4. Duties and Authorities of the Chief</p>	<p>Article 40. Appointment, removal, duties and powers of the Chief Executive Officer</p>	<p>Follow the Mandatory Template</p>

		<p>Executive Officer</p> <p>The Chief Executive Officer is the person who manages the day-to-day business of the Company. The Chief Executive Officer is supervised by the Board of Directors and is responsible before the Board of Directors and the Laws for implementing assigned duties. The duties and powers of the Chief Executive Officer are as follows:</p> <ul style="list-style-type: none"> a) To make decisions on issues related to the Company's daily operations which are not required to be approved by the Board of Directors; b) To implement the decisions of the Board of Directors and the General Meeting of Shareholders; c) To implement the business plans and investment plans of the Company as approved by the Board of Directors and the General Meeting of Shareholders d) To propose organizational structure and propose or issue internal corporate governance regulations of the Company; e) To appoint, dismiss and remove other managerial positions in the Company, except for the positions that must be approved by the Board of Directors; f) To recommend the number and category of Executives that the Company needs to recruit for appointment or removal by the Board of Directors to conduct the management activities in the best way as proposed by the Board of Directors, and give advice to the Board of Directors on the remuneration, salary, benefits and other terms of the labor contracts of the Executives; 	<ul style="list-style-type: none"> 4. The Chief Executive Officer shall have the following rights and obligations: <ul style="list-style-type: none"> a. To decide on issues related to daily business operations of the Company which are not subject to the power of the Board of Directors; b. To organize the implementation of resolutions, decisions of the Board of Directors; c. To organize the implementation of business plans and investment plans of the Company; d. To make recommendation regarding the plan on organizational structure and the internal management regulations of the Company; e. To appoint, remove, dismiss managerial positions in the Company, except for those under the power of the Board of Directors; f. To decide on the salaries and other benefits for the Company's employees, including the Managers under appointment power of the Chief Executive Officer; g. To recruit employees; h. To make recommendation regarding the plans for payment of dividends or dealing with business loss; i. Other rights and obligations pursuant to the Laws, this Charter, Internal Regulations on Corporate Governance and resolutions, decisions of the Board of Directors. 	
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		<ul style="list-style-type: none"> g) To consult with the Board of Directors to decide the number of employees, their salaries, allowances and benefits and their appointment or dismissal and other terms of their labor contracts; h) To execute contracts on behalf of the Company, except for transactions that fall under the authority of the Board of Directors; i) To submit annual finalised financial reports to the Board of Directors; j) To submit annual detailed business plan for the next fiscal year on the basis of satisfying the requirements of the annual budget as well as the five-year business plan of the Company to the Board of Directors; k) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as Estimates) in accordance with the business plan for long-term, annual and quarterly management of the Company. The annual Estimates (including the tentative balance sheet, income statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information as stipulated in the Company's regulations. l) To propose solutions for enhancing the operation and management of the Company; m) To propose plans for using profits or dealing with losses in the business of the Company; n) To recruit employees; 		
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		<p>o) Other rights and duties as provided in the labor contract signed between the Chief Executive Officer and the Company in accordance with the decision of the Board of Directors;</p> <p>p) Other rights and duties stipulated by the Company in accordance with the applicable Laws.</p>		
219	Delete Clause 5, 6 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>5. During the performance of their duties, the members of the Executive Management Board have the following obligations and rights:</p> <p>a) Obligations of a member of the Executive Management Board:</p> <ul style="list-style-type: none"> - To perform the assigned rights and duties in accordance with the Law on Enterprises, Law on Securities and other relevant Laws, the Charter, resolutions of the General Meeting of Shareholders and the Board of Directors; - To exercise the assigned rights and duties in an honest and careful manner in order to ensure the maximum legitimate interests of the Company and its shareholders; - To be loyal to the interests of the Company and its shareholders; not to use information, know-how, business opportunities of the Company, not to abuse his or her position and misuse the Company's assets for his or her own benefit or for the benefit of other organizations or individuals; - To notify the Company in a timely manner, and fully and accurately of enterprises in which he or she or his or her Related Persons own or have contributed capital or 		Follow the Mandatory Template

		<p>controlling shares; this notice shall be displayed at the head office and branches of the Company;</p> <ul style="list-style-type: none"> - The members of the Executive Management Board are not entitled to any salary increment or bonus if the Company fails to pay for its due debts; - Other obligations in accordance with the Laws and this Charter. <p>b) Benefits of members of the Executive Management Board</p> <ul style="list-style-type: none"> - Members of the Executive Management Board shall be entitled to receive remuneration, salary and bonus in accordance with the business results and efficiency. Salary of members of the Executive Management Board shall be decided by the Board of Directors; - Remuneration and salaries of members of the Executive Management Board are included in the business expenses of the Company in accordance with the Laws and must be presented separately in the Company's annual financial statements and must be reported to the annual General Meeting of Shareholders. <p>6. The Chief Executive Officer is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to these bodies upon request</p>		
220	Clause 7 Article 45	<p>Article 45. Members, duties and powers of the Executive Management Board</p> <p>7. The Board of Directors may dismiss the Chief Executive Officer if so approved by the majority of the members of the Board of</p>	<p>Article 40. Appointment, removal, duties and powers of the Chief Executive Officer</p> <p>5. The Board of Directors may remove the Chief Executive Officer when such removal is voted for by the majority of the members of the</p>	Follow the Mandatory Template

		Directors having the voting right at the meeting and the Board of Directors shall appoint a new Chief Executive Officer to replace.	Board of Directors and appoint a new Chief Executive Officer as replacement.	
221	Delete Article 46	<p>Article 46. Criteria and conditions for acting as Chief Executive Officer</p> <ol style="list-style-type: none"> 1. Have full capacity for civil acts and not fall into the category of persons not permitted to manage enterprises in accordance with the Law on Enterprises. 2. Have professional qualifications and experience in business administration and in the finance, securities or banking sectors. 3. Not concurrently be a member of the board of directors, or members' council of other securities companies; and not concurrently work for other companies. 4. Meet the criteria for Chief Executive Officer of securities companies according to the provisions of the regulations on organization and operation of securities companies and other relevant regulations. <p>Other criteria and conditions as prescribed by the applicable Laws.</p>		<p>Follow the Mandatory Template</p> <p>This content is stipulated in the Internal Regulations on Corporate Governance</p>
222	Delete Article 47	<p>Article 47. Discharge and removal of Chief Executive Officer</p> <p>The Chief Executive Officer shall be discharged and removed in the following cases:</p> <ol style="list-style-type: none"> 1. He or she no longer meets the criteria and conditions for acting as Chief Executive Officer as stipulated in Article 46 of this Charter. 2. He or she has submitted a letter of resignation. 3. He or she is discharged or removed pursuant to a decision of the Board of Directors. 		<p>Follow the Mandatory Template</p> <p>This content is stipulated in the Internal Regulations on Corporate Governance</p>

		4. Other cases as prescribed in the applicable Laws.		
223	Delete Article 48	<p>Article 48. Internal Control Section and Risk Management Section under the management of the Executive Management Board</p> <p>1. The Internal Control Section shall have the following duties to control compliance:</p> <ul style="list-style-type: none"> a) To inspect and supervise the compliance with the Laws, this Charter, the decisions of the General Meeting of Shareholders and the Board of Directors, the regulations, professional processes and risk management procedures of the Company and of the relevant departments and securities practitioners in the Company; b) To supervise the implementation of the internal regulations, the activities with potential risks of internal conflicts of interest in the Company, especially with the business activities of the Company and personal transaction of the Company's employees; to supervise the performance of duties of the Company's managers and employees, and the implementation of the Company's partners of activities authorised by the Company. c) To examine the contents and supervise implementation of rules on professional ethics; d) To supervise calculation and compliance with financial prudential regulations; e) To maintain separation of assets of clients; f) To preserve and store assets of clients; 		Follow the Mandatory Template

		<p>g) To control compliance with the Laws on anti-money laundering;</p> <p>h) Other duties as assigned by the Chief Executive Officer.</p> <p>2. Personnel requirements of the internal control section</p> <p>a) The head of the Internal Control Section must be a person with professional qualifications in law, accounting or auditing, have adequate experience, prestige and competence to efficiently perform their assigned duties;</p> <p>b) Not be a Related Person of the heads of specialized departments or professional practitioners, the Chief Executive Officer, any Deputy Chief Executive Officer or the Director of any branch in the securities company;</p> <p>c) Have a securities practising certificate or a certificate in relation to basic issues in the securities and securities markets and a certificate in relation to the Laws on Securities and securities market;</p> <p>d) Not concurrently hold another position in the Company; and</p> <p>e) Other requirements stipulated by the Company in accordance with the applicable Laws.</p> <p>f) To assign at least one (01) staff to act as a compliance controller.</p> <p>3. Duties of implementation of the risk management system</p> <p>a) Determining policies on implementation and risk-bearing ability of the Company;</p> <p>b) Identifying risks of the Company;</p> <p>c) Measuring risks;</p> <p>d) Supervising, preventing, discovering and</p>		
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		dealing with risks.		
224	Clause 1 Article 49	Article 49. Person in charge of company governance 1. The Board of Directors must nominate at least one (01) person in charge of company governance to support company governance. The person in charge of company governance can concurrently take over the position as the company secretary as specified in Clause 5, Article 152 of the Law on Enterprises	Article 37. Person in charge of Company's governance 1. The Board of Directors shall appoint at least 01 person in charge of Company's governance to assist in the Company's governance works. The person in charge of Company's governance may concurrently be the Company's secretary.	Follow the Mandatory Template
225	Clause 2 Article 49	Article 49. Người phụ trách quản trị công ty 2. The person in charge of corporate governance must satisfy the following criteria: a) Have knowledge and understanding of the Law; b) Not concurrently work for the independent auditor currently auditing the financial statements of the Company; and c) Other criteria stipulated by Law, this Charter and decisions of the Board of Directors	Article 37. Person in charge of Company's governance 2. The person in charge of Company's governance must not concurrently work for the approved audit organization which is auditing the Company's financial statements.	Follow the Mandatory Template
226	Delete Clause 3 Article 49	Article 49. Person in charge of company governance 3. The Board of Directors may remove the person in charge of Corporate Governance if necessary but not contrary to the applicable Law on labor. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time		Follow the Mandatory Template
227	Add Point g, i, j, k Clause 3 Article 37 Proposal	Article 49. Person in charge of company governance 4. The person in charge of corporate governance has the following rights and obligations:	Article 37. Person in charge of Company's governance 3. The person in charge of Company's governance shall have the followings rights and obligations :	Follow the Mandatory Template

		<p>h.To maintain confidentiality of information in accordance with Law and this Charter;</p> <p>i. Other rights and obligations as stipulated by Law and this Charter.</p>	<p>g. To receive and manage the public disclosure of benefits and contracts, transactions from members of the Board of Directors, the Board of Supervision, the Chief Executive Officer ;</p> <p>i. To be the contact person for communication with the parties with related interests ;</p> <p>j.To keep confidentiality of information in accordance with the Laws and the Company’s policies ;</p> <p>k.Other rights and obligations prescribed by the Laws .</p>	
228	Point a Clause 1 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>1. Obligation of the Supervisory Board:</p> <p>a) The Supervisory Board shall supervise the Board of Directors and the Executive Management Board with respect to management and administration of the Company; and shall be responsible to the General Meeting of Shareholders for the performance of its duties;</p>	<p>Article 44. 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>	Follow Article 170 Enterprise Law
229	Point c Clause 1 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>1. Obligation of the Supervisory Board:</p> <p>c) To evaluate the completeness, legality and truthfulness of business reports, half-yearly and annual financial statements and reports on evaluation of the work of management of the Board of Directors; and to submit reports on evaluation of the business reports, annual financial statements of the Company and reports on evaluation of the work of management by the Board of Directors to the General Meeting of Shareholders at its annual meeting;</p>	<p>Article 44. 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 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</p>	Follow Article 170 Enterprise Law

			Directors or the General Assembly of Shareholders.	
230	Point d Clause 1	Article 50. Rights and obligations of the Supervisory Board 1. Obligation of the Supervisory Board: d) To propose selection of independent auditing companies, auditing fees and all related matters; to propose the Shareholders' General Meeting to approve the list of audit firms approved to audit the company's financial statements; decide the audit firm approved to inspect the company's operations, relief of duty the approved auditor when necessary;	Article 44. Rights and obligations of the Board of Supervision 17. To make proposal, recommendation to the General Assembly of Shareholders for approving of the list of approved audit organizations which will audit the Company's financial statements; to decide on the approved audit organization which will audit the Company's operations, to remove or dismiss the approved auditor when deemed necessary.	Rewrite to make it shorter but clearer
231	Delete Point e, f, g, h, i, j Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board 1. Obligation of the Supervisory Board: a) To discuss with independent auditors on the nature and scope of the audit before commencement of the audit; b) To seek independent professional advice or legal advice and ensure the involvement of external experts with appropriate professional experience in the work of the Company if deemed necessary; c) To discuss with the auditors regarding the difficulties and other issues from the interim and final auditing results as well as other matters requested to be discussed by the auditors; d) To review on the letter of management of the independent auditor and feedback from the Executive Management Board; e) To review the Company's report on the internal control system to be submitted to the Board of Directors for approval;		Follow the Mandatory Template

		f) To review the results of internal investigations and feedback from the Executive Management Board;		
232	Point m Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board 1. Obligation of the Supervisory Board: m) To review books of accounts and other documents of the Company, the management and administration of the operations of the Company at any time deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or as requested by a shareholder or group of shareholders as stipulated in Article 16.1(d) of this Charter;	Article 44. 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 clause 1 Article 17 of this Charter.	Follow Article 170 Enterprise Law
233	Point n Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board 1. Obligation of the Supervisory Board: n) Upon request by a shareholder or group of shareholders as stipulated in Article 16.1(d) this Charter, the Supervisory Board shall carry out an inspection within a period of seven (7) working days from the date of receipt of the request. The Supervisory Board must submit a report on results of the inspection of the issues required to be inspected to the Board of Directors and the requesting shareholder or group of shareholders within a period of fifteen (15) days from the date of completion of the inspection. The inspections stipulated in this clause may not disrupt the normal activities of the Board of Directors and shall not interrupt the business operations of the Company,	Article 44. Rights and obligations of the Board of Supervision 6. At the request of a Shareholder or a group of Shareholders as provided in clause 1 Article 17 of this Charter, the Board of Supervision shall carry out an inspection within seven (07) days after receiving the request. Within 15 days after completing the inspection, the Board of Supervision must submit a report on the issues requested for inspection to the Board of Directors and or 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.	Follow Article 170 Enterprise Law
234	Point o Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board o) To recommend to the Board of Directors or	Article 44. Rights and obligations of the Board of Supervision 7. To propose the Board of Directors or the	Follow the Mandatory Template

		the General Meeting of Shareholders changes and improvements of the organizational structure, management and administration of the business of the Company;	General Assembly of Shareholders measures to modify, supplement, improve the organizational structure for the management, supervision and operation of the business activities of the Company.	
235	Point p Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board 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 Charter of the Company, to immediately notify in writing the matter to the Board of Directors within 48 hours and request the person in breach to cease the breach and, at the same time, take measures to remedy any consequences;	Article 44. Rights and obligations of the Board of Supervision 8. When discovering that a member of the Board of Directors, the Director or the Chief Executive Officer violates the responsibilities of Managers of enterprise pursuant to Article 165 of Law on Enterprises, the Board of Supervision shall immediately send a written notice to the Board of Directors, requesting the violating person to stop his/her violation and take remedial measures.	Follow the Supervisory Board Regulations Template
236	Point q Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board q) 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 Charter of the Company 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;	Article 44. Rights and obligations of the Board of Supervision 21. When discovering that a member of the Board of Directors, the Chief Executive Officer and other Executives of the Company violates the Laws or this 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 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.	Follow Article 9.1.d) Circular 121
237	Point r Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board r) Developing the supervision process and the Regulation on Operation of the Supervisory Board and submitting it to the Shareholders'	Article 44. Rights and obligations of the Board of Supervision 22. To develop the Regulations on Operations of the Board of Supervision and submit it to the	Follow the Mandatory Template

		General Meeting for approval	General Assembly of Shareholders for approval .	
238	Point s Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board s) Other duties as prescribed in the Law on Enterprises and decisions of the General Meeting of Shareholders.	Article 44. Rights and obligations of the Board of Supervision 28. Other rights and obligations pursuant to the Laws and this Charter .	Follow the Mandatory Template
239	Point u Clause 1 Article 50	Article 50. Rights and obligations of the Supervisory Board u) To report its activities at the General Meeting of Shareholders in accordance with applicable Laws	Article 44. Rights and obligations of the Board of Supervision 23.To report the following at the annual General Meeting of Shareholders: a. Remunerations, operating costs and other benefits of the Board of Supervision and each of its members; b. Summaries of meetings of the Board of Supervision and the conclusions and recommendations of the Board of Supervision; c. Result of monitoring the Company's financial situation and business operation; d. Reports on evaluation of transactions between the Company, its subsidiaries (if any), companies of which the Company controls more than 50% of charter capital (if any) 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 lastest 03 years prior to the transaction time; e. Result of supervision over the Board of Directors, the Chief Executive Officer and other Executives of the Company; f. Result of evaluation of the coordination of	Follow Article 290.4 Decree 155 and the Mandatory Template

			activities between the Board of Supervision and the Board of Directors, the Chief Executive Officer and Shareholders.	
240	Point a Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: a) To use an independent consultant to perform the assigned duties;	Article 44. Rights and obligations of the Board of Supervision 10. To use independent consultants, internal audit department of the Company to perform the assigned duties.	Follow Article 170 Enterprise Law
241	Point b Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: b) Consultation with the Board of Directors: the Supervisory Board may consult the Board of Directors prior to submission of reports, conclusions and recommendations to the General Meeting of Shareholders;	Article 44. Rights and obligations of the Board of Supervision 11. The Board of Supervision may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Assembly of Shareholders.	Follow Article 170 Enterprise Law
242	Delete Point c Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: c) To be provided with full information : - The invitation notices to a meeting, written opinion form to obtain opinion from members of the Board of Directors and enclosed documents must be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors; - Resolutions and minutes of the General Meeting of Shareholders, and the meetings of the Board of Directors must be sent to the Supervisors at the same time and in the same manner as the shareholders and members of the Board of Directors; - Reports of the Chief Executive Officer for submission to the Board of Directors or other documents issued by the Company shall be sent to members of the Supervisory Board at the		Follow the Mandatory Template

		same time and in the same manner as to members of the Board of Directors;		
243	Point c Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: c) To be provided with full information : - Members of the Supervisory Board have the right to access files and documents of the Company kept at the head office, branches and other locations; and have the right to access locations where managers and employees of the Company work for performance of their duties;	Article 44. Rights and obligations of the Board of Supervision 26. To access the Company's files and documents retained at the head office, branches and other locations; to enter the workplaces of Managers and employees of the Company during working hours .	Follow Article 171 Enterprise Law
244	Point c Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: c) To be provided with full information : - The Board of Directors, the Chief Executive Officer and other managers must provide in full, accurately and in a timely manner information and documents relating to the management, administration and business operations of the Company upon demand by a supervisor or the Supervisory Board. The person in charge of corporate governance must ensure that all copies of finance information, and other information provided to the member of the Board of Directors and copies of minutes of meetings of the Board of Directors and General Meeting of Shareholders must be provided to the member of the Supervisory Board at the same time as provided to the shareholders and members of the Board of Directors	Article 44. Rights and obligations of the Board of Supervision 27. To request the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Managers to fully, accurately and promptly provide information and documents relating to the management, operation and business activities of the Company.	Follow the Mandatory Template
245	Add Clause 9 Article 44 Proposal		Article 44. Rights and obligations of the Board of Supervision 9. To attend and participate in discussions at meetings of the General Assembly of Shareholders, the Board of Directors and	Add to reflect current practice

			other meetings of the Company .	
246	Add Clause 12, 13, 14, 15, 16 Article 44 Proposal		<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>12. To inspect each specific issues regarding the management, operation of business activities of the Company at the request of the Shareholders.</p> <p>13. To request the Board of Directors to convene extraordinary meetings of the General Assembly of Shareholders.</p> <p>14. To convene the meeting of General Assembly of Shareholders in replacement of the Board of Directors within 30 days in case the Board of Directors fails to convene the meeting of General Assembly of Shareholders pursuant to Article 19 of this Charter.</p> <p>15. To request the Chairman of the Board of Directors to convene meetings of the Board of Directors.</p> <p>16. To review, make extract or copy of a part or all of the declaration contents regarding the list of Related Persons and relevant interests which are declared pursuant to the Laws.</p>	Follow the Supervisory Board Regulations Template
247	Add Clause 18, 19, 20 Article 44 Proposal		<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>18. To take responsibility before the Shareholders for its performance of supervision tasks.</p> <p>19. To supervise the Company's financial situation, the compliance with the Laws by members of the Board of Directors, the Chief Executive Officer and other Managers regarding their activities.</p>	Add to reflect current practice

			20.To ensure the coordination of activities with the Board of Directors, the Chief Executive Officer and Shareholders.	
248	Add Clause 24, 25 Article 44 Proposal		<p>Article 44. Rights and obligations of the Board of Supervision</p> <p>24.To witness the organization of vote counting and the preparation of vote counting minutes by the Board of Directors if requested by the Board of Directors in case of collection of written opinions of shareholders for approving resolutions of the General Assembly of Shareholders.</p> <p>25.The Head of the Board of Supervision shall direct the General Assembly of Shareholders to elect the meeting chairman in case the Chairman is absent or temporarily subject to loss of working ability while the remaining members of the Board of Directors fail to elect a person to act as the chairman. In this case, the person receiving highest number of votes shall act as the meeting chairman.</p>	Follow the Supervisory Board Regulations Template
249	Add Clause 1 Article 46 Proposal		<p>Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision</p> <p>1. Total remuneration, salary, bonus and other benefits of the Board of Supervision shall be approved by the General Assembly of Shareholders at the annual meeting and shall be fully recorded in the Notes to the audited annual financial statements. Remuneration and other benefits as well as expenses paid by the Company for the Board of Supervision and each Supervisor shall be disclosed in the</p>	Revised for consistency with the Internal Regulations on Corporate Governance

			Company's Annual Report and Report on performance of the Board of Supervision at the annual meeting of the General Assembly of Shareholders.	
250	Point d Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: d) To be entitled to remuneration and other benefits : -Members of the Supervisory Board shall be paid remuneration according to their work and be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Supervisory Board based on the estimated number of working days, quantity and nature of work and average daily rate of remuneration of members;	Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision 2. Members of the Board of Supervision shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Assembly of Shareholders. The General Assembly of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the Board of Supervision based on the estimated number of working days, the volume and nature of works, and the per diem rate of remuneration of each member.	Follow the Mandatory Template
251	Point d Clause 2 Article 50	Article 50. Rights and obligations of the Supervisory Board 2. Rights of the Supervisory Board: d) To be entitled to remuneration and other benefits: -Members of the Supervisory Board shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates when attending meetings of the Supervisory Board or performing other duties of the Supervisory Board. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, except where otherwise decided by the General Meeting of	Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision 3. Members of the Board of Supervision shall be reimbursed for expenses for meals, accommodation, travel, use of independent consultancy services at reasonable rates when attending the meetings of the Board of Supervision or implementing other duties of the Board of Supervision. The total amount of such expenses shall not exceed the total annual operating budget of the Board of Supervision as approved by the General Assembly of Shareholders, unless otherwise decided by the General Assembly of Shareholders.	Follow the Mandatory Template

		Shareholders;		
252	Point d Clause 2 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>2. Rights of the Supervisory Board:</p> <p>d) To be entitled to remuneration and other benefits:</p> <ul style="list-style-type: none"> - Remuneration and operating costs of the Supervisory Board shall be included in business expenses of the Company in accordance with the Laws on corporate income tax and other relevant Laws, and must be presented in a separate item in the annual financial statements of the Company. 	<p>Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision</p> <p>4. Salaries and operating expenses of the Board of Supervision shall be included in business expenses of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company.</p>	Follow the Mandatory Template
253	Delete Clause 3 Article 50	<p>Article 50. Rights and obligations of the Supervisory Board</p> <p>3. During the performance of their duties, the members of the Supervisory Board shall have the following obligations:</p> <ul style="list-style-type: none"> a) To comply with the Law, the Charter of the Company, resolutions of the General Meeting of Shareholders and professional ethics in the exercise of delegated rights and duties; b) To exercise delegated rights and perform delegated duties honestly, prudently and to the best of their ability in the optimum lawful interest of the Company and shareholders; c) To be loyal to the interests of the Company and of shareholders of the Company; not to use information, secrets, business opportunities of the Company, or to abuse his or her position and powers and assets of the Company for their own personal benefit or for the benefit of other organizations or individuals; d) Other obligations to be stipulated by the Company in compliance with the applicable Laws. 		Follow the Mandatory Template

254	Delete Clause 4 Article 50	Article 50. Rights and obligations of the Supervisory Board 4. Where the Supervisory Board breaches the obligations stipulated in clause 3 of this Article causing loss and damage to the Company or to other persons, members of the Supervisory Board must bear personal or joint responsibility for compensating for such loss and damage. All income and other benefits which a member of the Supervisory Board gains directly or indirectly from a breach of their obligations shall belong to the Company.		Follow the Mandatory Template
255	Delete Clause 5 Article 50	Article 50. Rights and obligations of the Supervisory Board 5. If detecting that a Supervisor 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.		Follow the Mandatory Template
256	Add Clause 5 Article 46 Proposal		Article 46. Salary, remuneration, bonus and other benefits of members of the Board of Supervision 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 this content from experience dealing with D&O
257	Clause 1, 2 Article 51	Article 51. Number and term of office of the Supervisory Board 1. The Supervisory Board of the Company is	Article 42. Composition of the Board of Supervision 1. The number of members of the Board of	Follow the Mandatory Template

		<p>comprised of from three (03) to five (05) members.</p> <p>2. The term of office of the Supervisory Board is five (5) years. Members of the Supervisory Board can be re-elected for an unlimited number of terms .</p>	<p>Supervision shall be from three (03) to five (05) persons, the specific number in each term shall be decided by the General Assembly of Shareholders. The term of office of members of the Board of Supervision is five (05) years and a member may be re-elected for an unlimited number of terms. In case all members of the Board of Supervision have their terms ended at the same time, those members shall continue to be members of the Board of Supervision until new members are elected for replacement and take over the duty.</p>	
258	Delete Clause 3 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>3.The Supervisory Board must have more than half of its permanent members in Vietnam and at least one member being an accountant or auditor. The Supervisors must meet the criteria and conditions prescribed in Article 164.1 of the Law on Enterprises and must not be an employee of the finance or accounting section of the Company and must not be a member or employee of an independent auditor which has been auditing the financial statements of the Company for the past three (03) consecutive years.</p>		Follow the Mandatory Template
259	Delete Clause 4 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>4.Upon expiry of the term of the Supervisory Board, if the new Supervisory Board has not been elected, the Supervisory Board of the term which has expired shall retain its rights and duties until a new Supervisory Board is elected and takes over the duties.</p>		This content is mentioned in Clause 1 Article 42 Proposal

260	Delete Clause 5 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>5.Members of the Supervisory Board shall be elected by the General Meeting of Shareholders. The selection shall be conducted on the principle of cumulative voting. The shareholders or groups of shareholders set out in Article 16.1(k) of this Charter shall have the right to nominate a candidate to the Supervisory Board in accordance with this Charter.</p>		This content is mentioned in Article 41 Proposal (see Article 41)
261	Add Clause 1 Article 41 Proposal		<p>Article 41. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>1. The nomination and candidacy for members of the Board of Supervision shall be implemented as follows:</p> <ul style="list-style-type: none"> 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; c. A Shareholder or a group of Shareholders holding thirty percent (30%) to less than forty percent (40%) of the total number of voting shares may nominate up to three (03) candidates to the Board of Supervision; d. A Shareholder or a group of Shareholders holding forty percent (40%) to less than fifty percent (50%) of the total number of voting shares may nominate up to four (04) candidates to the Board of Supervision; e. A Shareholder or a group of Shareholders 	Accumulate votes is specified in separate for Board of Directors (Article 30 Proposal) and the Supervisory Board (Article 41 Proposal)

			holding fifty percent (50%) of the total number of voting shares may nominate up to five (05) candidates to the Board of Supervision.	
262	Add Clause 2 Article 41 Proposal		<p>Article 41. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>2. In case the the candidates for the Board of Supervision have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the Company's website so that Shareholders may learn about these candidates before voting. Candidates for Board of Supervision must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Supervision. Information related to candidates for the Board of Supervision to be published shall include:</p> <ul style="list-style-type: none"> a. Full name, date of birth; b. Qualifications; c. Work experience; d. Other management titles (including titles in the Board of Supervision of other companies); e. Interests related to the Company and related parties of the Company. 	Add to be similar to the regulations on BoD

263	Add Clause 3,4 Article 41 Proposal		<p>Article 41. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>3. In case the number of candidates for the Board of Supervision through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Supervision shall nominate additional candidates in accordance with the order, procedures provided in the Internal Regulations on Corporate Governance and the Regulations on Operations of the Board of Supervision. The introduction 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.</p> <p>4. Voting to elect members of the Board of Supervision must be carried out by cumulative voting, whereby each Shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Supervision to be elected, and such Shareholder may cumulate all or a part of its total votes in favour of one or more candidates. The persons who are successfully elected as members of the Board of Supervision shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members provided in this Charter have been reached. In case two (02) or more candidates receive the same number of votes</p>	Follow the Mandatory Template and current practice
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			for the last member of the Board of Supervision, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations.	
264	Clause 6 Article 51	<p>Article 51. Number and term of office of the Supervisory Board</p> <p>6. The Supervisory Board shall elect one from supervisors to be the Head of the Supervisory Board. Head of the Supervisory Board shall have the following rights and responsibilities:</p> <ul style="list-style-type: none"> a) To convene meetings of the Supervisory Board; b) To request the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information in order to report to the Supervisory Board; c) To prepare and sign the reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders. 	<p>Article 43. Head of the Board of Supervision</p> <ol style="list-style-type: none"> 1. The Head of the Board of Supervision shall be elected by the Board of Supervision among its members; the election, removal, dismissal shall be implemented on the principle of majority vote. More than half of the members of the Board of Supervision must permanently reside in Vietnam. The Head of the Board of Supervision must have a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the enterprise's business operation. 2. Rights and obligations of the Head of the Board of Supervision: <ol style="list-style-type: none"> a. To convene meetings of the Board of Supervision; b. To request the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information for reporting to the Board of Supervision; c. To prepare and sign reports of the Board of Supervision after consulting the Board of Directors for submission to the General Assembly of Shareholders 	Follow the Mandatory Template

265	Delete Clause 1 Article 52	Article 52. Operational methods and meetings of the Supervisory Board 1.The Supervisory Board shall issue regulations on its operational method, and order and procedures for holding meetings of the Supervisory Board for approval by the General Meeting of Shareholders		Follow the Mandatory Template
266	Clause 2, 3 Article 52	Article 52. Operational methods and meetings of the Supervisory Board 2. The Supervisory Board shall hold at least two (02) meetings every year. 3. A meeting of the Supervisory Board shall be held when at least two thirds (2/3) of the total number of members are present at the meeting.	Article 45. Meetings of the Board of Supervision 1. Meeting of the Board of Supervision shall be conducted at least twice a year, each meeting must be attended by at least 2/3 of members of the Board of Supervision. Meeting minutes of the Board of Supervision shall be made in detail and clearly. The minutes recorder and members of the Board of Supervision attending the meetings must sign in the meeting minutes. Meeting minutes of the Board of Supervision must be kept in order to determine the responsibilities of each member of the Board of Supervision.	Follow the Mandatory Template
267	Add Clause 2 Article 45 Proposal		Article 45. 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.	Follow the Mandatory Template
268	Clause 1 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 1. Being at least twenty one (21) years of age, with full capacity for civil acts, and not falling within the scope of persons prohibited from	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions	Follow Article 169 Enterprise Law & Article 286 Decree 155

		establishing and managing enterprises as stipulated in the Law on Enterprises	a. Not falling in the category of entities who are not permitted to manage enterprises in Vietnam pursuant to the Laws on Enterprises.	
269	Clause 2 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 2. Not concurrently holding managerial positions in the Company .	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions d. Not being Managers and not required to be a Shareholder or an employee of the Company.	Follow Article 169 Enterprise Law & Article 286 Decree 155
270	Clause 3 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 3. 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 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions c. Not being Persons with Family Relationship of members of the Board of Directors, the Chief Executive Officer and other Managers.	Follow Article 169 Enterprise Law & Article 286 Decree 155
271	Delete Clause 4 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 4. The head of the Supervisory Board must not concurrently be a member of the supervisory board or a manager of another securities company. The head of the Supervisory Board must possess a university or higher degree in economics, finance, accounting, auditing, law, or business administration or another discipline relating to the company's business operations.		Mentioned in Clause 1 Article 43 Proposal
272	Clause 5 Article 53	Article 53. Criteria and conditions for acting as members of the Supervisory Board 5. Having professional qualifications in securities and securities market; and having professional qualifications or trade experience in accounting or auditing or professional qualifications or experience in the financial or banking industry.	Article 42. Composition of the Board of Supervision 2. Members of the Board of Supervision shall satisfy the following criteria and conditions: b. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or	Follow Article 169 Enterprise Law & Article 286 Decree 155

			another major relevant to the business activities of the Company.	
273	Clause 6, 7 Article 53	<p>Article 53. Criteria and conditions for acting as members of the Supervisory Board</p> <p>6. Not working in the accounting or finance department of the company.</p> <p>7. Not being a member or employee of an audit firm approved to audit the company's financial statements in the previous consecutive 03 years.</p>	<p>Article 42. Composition of the Board of Supervision</p> <p>2. Members of the Board of Supervision shall satisfy the following criteria and conditions:</p> <p>e. Not currently working in the accountant, financial department of the Company .</p> <p>f. Not being members or employees of the independent audit company which has audited the financial statements of the Company for 03 preceding consecutive years .</p>	Follow Article 169 Enterprise Law & Article 286 Decree 155
274	Clause 1 Article 54	<p>Article 54. Relief of duty, removal from office of members of the Supervisory Board</p> <p>1. A member of the Supervisory Board shall be relieved of duty in the following cases:</p> <p>a) No longer satisfying the criteria and conditions stipulated in Article 53;</p> <p>b) On submission of his or her resignation to the Company's head office which is approved;</p>	<p>Article 42. Composition of the Board of Supervision</p> <p>3. Members of the Board of Supervision shall be removed in the following cases:</p> <p>a. No longer satisfying the criteria and conditions for being a member of the Board of Supervision as provided in clause 2 this Article;</p> <p>b. Upon a written resignation letter which is approved.</p>	Follow the Mandatory Template
275	Clause 2 Article 54	<p>Article 54. Relief of duty, removal from office of members of the Supervisory Board</p> <p>4. A member of the Supervisory Board shall be removed from office in the following cases :</p> <p>a) Failure to fully undertake duties and works assigned ;</p> <p>b) Committing a serious breach or a series of breaches of obligations of a Supervisor as stipulated in the Law on Enterprises and this Charter ;</p>	<p>Article 42. Composition of the Board of Supervision</p> <p>3. Members of the Board of Supervision shall be dismissed in the following cases:</p> <p>a. Failure to fulfil their assigned duties or work;</p> <p>b. Failure to exercise their rights and perform their obligations for 06 consecutive months, except for cases of force majeure;</p> <p>c. Committing repeated or serious violations of the obligations of members of the Board</p>	Follow the Mandatory Template

		<p>c) Pursuant to a decision of the General Meeting of Shareholders.</p> <p>d) Failure to perform his/her rights and obligations for six (06) consecutive months, except for force majeure situations.</p>	<p>of Supervision as provided by the Laws, the Internal Regulations on Corporate Governance and the Regulations of Operations of the Board of Supervision.</p> <p>d. Other cases pursuant to resolutions of the General Assembly of Shareholders.</p>	
276	Delete Clause 3 Article 54	<p>Article 54. Relief of duty, removal from office of members of the Supervisory Board</p> <p>3. Where the Supervisory Board seriously breaches its obligations, threatening to cause loss and 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 to replace it.</p>		Follow the Mandatory Template (mentioned in Clause 4 Article 42 Proposal)
277	Article 55	<p>Article 55. Responsibility to be prudent</p> <p>Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer and other Executives shall be responsible for the performance of their duties, including duties as members of committees of the Board of Directors in an honest manner for the highest benefits of the Company and with due care that a prudent person in the same position and in the same situation must have</p>	<p>Chapter VIII RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISION, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES</p> <p>Members of the Board of Directors, Members of the Board of Supervision, the Chief Executive Officer, and other executives shall be responsible for performing their duties, including those duties as members of committees of the Board of Directors in an honest and prudent manner, for the benefit of the Company.</p>	Follow the Mandatory Template
278	Clause 1 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</p> <p>1. Members of the Board of Directors, Supervisors, Chief Executive Officers and other Executives must publicly disclose their related interests in accordance with Article 164 of the Law on Enterprises and other Laws.</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>1. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers shall disclose their relevant interests pursuant to the Laws and policies of the</p>	Follow the Mandatory Template

			Company.	
279	Clause 2 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</p> <p>2. Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer and other Executives are not permitted to use business opportunities profitable to the Company for personal purposes; and at the same time are not permitted to use information obtained by virtue of their position for their personal interests or for the interests of other organizations or individuals.</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>2. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons may only use the information obtained thanks to their positions to serve the interests of the Company.</p>	Follow the Mandatory Template
280	Clause 3 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other executives are obliged to notify in writing the Board of Directors, the Supervisory Board about the transactions between the Company, the Company's subsidiaries, other companies that the Company owns more than 50% of charter capital or voting rights and the members in compliance with applicable laws. If the aforementioned transactions are approved by the General Meeting of Shareholders or by the Board of Directors, the Company must disclose the related resolutions in compliance with applicable regulations of the Law on Securities on information disclosure.</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>3. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers shall be obliged to send written notices to the Board of Directors, the Board of Supervision of the transactions between the Company, subsidiaries (if any), other companies of which the Company controls more than 50% of charter capital (if any) and themselves or their Related Persons pursuant to the Laws. For the above-mentioned transactions which are subject to the approval of either the General Assembly of Shareholders or the Board of Directors, the Company must disclose information on such resolutions pursuant to the Laws on information disclosure. For transactions which are subject to the approval of the Board of Directors, such approval shall be made within 7 days from the date of receipt of the notice</p>	Follow the Mandatory Template

281	Clause 4 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</p> <p>4.Contractual agreements or transactions between the Company and one or more than one members of the Board of Directors, the Supervisory Board, the Chief Executive Officer, other executives and other people related to these personnel or companies, business partners, associations or organizations that the member of the Board of Directors, member of the Supervisory Board and other executives or people related to those personnel in which they are members or have financial interests shall not be invalid in the following cases:</p> <p>a.With respect to a contract with a value equal to or less than 20% of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Directors, Supervisors, Chief Executive Officer or other managers have been reported to the Board of Directors; and at the same time, the Board of Directors has permitted implementation of such contract or transaction in an honest manner by a majority vote of members of the Board of Directors who do not have any related interest;</p> <p>b. With respect to contractual agreements whose values are above 20% of total assets in the latest financial statements or transactions whose values make the total values of similar transactions in the last 12 months equal or exceed 20% of total assets in the latest financial statements, important terms and conditions of the contractual agreements or transactions as</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>6.Contracts, transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Executives and their Related Persons shall not be void in case such contracts, transactions or material contents of such contracts, transactions and the relationship with interests have been made public and approved by the General Assembly of Shareholders or the Board of Directors in accordance with this Charter.</p>	<p>Follow the Mandatory Template (This content is mentioned in Point q Clause 2 Article 20 and Point h Clause 2 Article 32 Proposal)</p>
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		<p>well as the relationships and interests of the member of the Board of Directors, the member of the Supervisory Board, the Chief Executive Officer and other executives have already been disclosed to shareholders who have no related interest and have rights to vote on these matters and the shareholders voted in favor of the contractual agreements or transactions;</p> <p>c. Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all respects as relates to the shareholders of the Company as at the time such transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of Shareholders.</p> <p>Members of the Board of Directors, Supervisors, the Chief Executive Officer and other managers and their Related Persons must not use information of the Company which has not yet been permitted to be disclosed, and must not disclose such information to others, in order to implement related transactions.</p>		
282	Clause 5, 6 Article 56	<p>Article 56. Responsibility to maintain integrity and to avoid conflicts of interest</p> <p>5. Members of the Board of Directors are not allowed to vote on any transactions whose outcomes might benefit the members in compliance with the Law on Enterprises and this Charter.</p> <p>6. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other management positions and people related to these personnel are not allowed to disclose internal information to other people who might use the internal information for related-transactions.</p>	<p>Article 47. Responsibility to be honest and avoid conflicts of interest</p> <p>4. Members of the Board of Directors must not vote on contracts, transactions or proposals in which these members themselves or their Related Persons have interests and such interests conflict or may conflict with the interests of the Company.</p> <p>5. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, and their Related Persons must not use or disclose to other persons the internal information for carrying out relevant transactions.</p>	<p>Follow Article 167.2 Enterprise Law and Article 47.4 the Mandatory Template</p>

283	Clause 1 Article 57	<p>Article 57. Responsibilities to compensate for loss</p> <p>1.Members of the Board of Directors, Supervisors, the Chief Executive Officer and other managers who breach their obligations and responsibilities to be honest and prudent or who fail to fulfil their obligations with due diligence and professional capability, must be liable for any loss and damage caused by their breach.</p>	<p>Article 48. Responsibility for damage and compensation</p> <p>1. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, and other Executives who breach their obligations of acting honestly and prudently or fail to fulfil their obligations shall be liable for any damage caused by their breach.</p>	Follow the Mandatory Template
284	Clause 2 Article 57	<p>Article 57. Responsibilities to compensate for loss</p> <p>2.The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors or the Supervisory Board, the Chief Executive Officer or another manager, employee or authorized representative of the Company, or such person acted or is acting at the request of the Company in the capacity of a member of the Board of Directors, a Supervisor, the Chief Executive Officer, other manager, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests of the Company or not contrary to the best interests of the Company on the basis of compliance with Law, and there is no evidence that such person committed a breach of his/her responsibilities. When implementing the functions, duties or work authorized by the Company, any member of the Board of</p>	<p>Article 48. Responsibility for damage and compensation</p> <p>2. The Company shall pay compensation to any person who became, becomes or may become a party involved in claims, lawsuits, prosecution (including civil, administrative cases other than lawsuits initiated by the Company) if such person was or is a member of the Board of Directors, a member of the Board of Supervision, the Chief Executive Officer, other Executive, an employee or an authorized representative of the Company, who performed or is performing his/her duties as authorized by the Company, provided that he/she acts in a lawful, honest and prudent manner for the interest of the Company, and there is no evidence showing that such person fails to fulfill his/her responsibilities.</p>	Follow the Mandatory Template

		<p>Directors, a Supervisor, the Chief Executive Officer or other manager, an employee or an authorized representative of the Company is entitled to compensation paid by the Company when they become a related party in a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:</p> <p>a) They acted honestly, prudently and diligently in the interests of the Company and not contrary to the best interests of the Company ;</p> <p>b) They complied with Law and there is no evidence that they failed to perform their responsibilities .</p>		
285	Clause 3 Article 57	<p>Article 57. Responsibilities to compensate for loss</p> <p>3.Compensation shall comprise of expenses incurred (including legal fees), the judgement amount, fines and other items payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law. The Company may purchase insurance for such persons in order to avoid the Company itself having to pay compensation.</p>	<p>Article 48. Responsibility for damage and compensation</p> <p>3.Compensation amount shall include judgement costs, fines, amounts actually incurred (including fees for engaging lawyers) which arise during settlement of these cases within the framework permitted by the laws. The Company may purchase insurance for such persons in order to avoid the above-mentioned compensation responsibilities.</p>	Keeping the old D&O Insurance policy – see Article 46.5
286	Clause 1 Article 58	<p>Article 58. Right to investigate books and records</p> <p>1.A shareholder or group of shareholders as referred to in Article 30.2 of this Charter has the right, in person or via an authorized person, to send a written request to inspect the list of shareholders and minutes of the General Meeting of Shareholders and to copy or extract such records during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of</p>	<p>Article 49. Rights to access documents and records of the Company</p> <p>1.Ordinary Shareholders may access documents and records of the Company, particularly as follows:</p> <p>a. Ordinary Shareholders may review, look up, and make extract of information in accordance with clauses 5 and 6 Article 16 of this Charter;</p> <p>b.A Shareholder or a group of shareholders owning 05% or more of the total ordinary shares may review, look up, make extract of</p>	Follow the Mandatory Template and current practice at Company

		attorney from the shareholder who is represented or a notarized copy of such power of attorney.	<p>information in accordance with point a clause 1 Article 17 of this Charter.</p> <p>2.The Company shall only permit the Shareholders to review, look up and make extract of documents at the Company's head office and shall respond to the access request of Shareholders within seven (07) working days from the date of receipt of the request.</p> <p>3.In case the authorized person of the Shareholder or the group of Shareholders requests the access to documents and records, the authorization letter issued by the Shareholder or the group of Shareholders to such person or its notarized copy must be enclosed.</p>	
287	Clause 3, clause 4 Article 58	<p>Article 58. Right to investigate books and records</p> <p>3.The Company must archive this Charter, any amendments and additions to it, the Enterprise Registration Certificate, rules, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Directors, minutes of meetings of the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors and of the Supervisory Board, annual financial statements, accounting books and any other documents stipulated by Law at the head office or another location provided that the shareholders and the business registration agency have been notified of the location where such documents are archived.</p> <p>4. This Charter must be published on the website of the Company.</p>	<p>Article 49. Rights to access documents and records of the Company</p> <p>5.The Company shall retain this Charter and its amendments, the establishment and operation licenses, regulations, documents evidencing the ownership over assets, resolutions of the General Assembly of Shareholders and the Board of Directors, minutes of meetings of the General Assembly Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervision, annual financial statements, accounting books and records and other documents pursuant to the Laws at its head office or another location, provided that the Shareholders and the Business Registration Authority shall be informed of the location where these documents are retained.</p>	Follow the Mandatory Template

			6.The Company’s Charter shall be published on the website of the Company	
288	Clause 1 Article 60	<p>Article 60. Potential Disputes</p> <p>1. A dispute or claim arising between the following parties shall be considered as a dispute between the Company and a relevant partner :</p> <ul style="list-style-type: none"> a) A shareholder and the Company ; b) A shareholder and the Board of Directors, Chairman of the Board of Directors, members of of the Board of Directors, the Supervisory Board, members of the Supervisory Board, Chief Executive Officer or a manager as stipulated in this Charter; c) A client or other relevant partner and the Company. <p>2.Content of a dispute to be resolved: disputes relating to the operation of the Company, to the rights of shareholders arising from the Charter or from any right or obligation stipulated in the Law on Enterprises or other Law or administrative regulations.</p>	<p>Article 61. Internal dispute settlement</p> <p>1. In case of dispute, claim arising in relation to the operation of the Company, the rights and obligations of Shareholders pursuant to the Laws, this Charter or agreement between:</p> <ul style="list-style-type: none"> a. Shareholder and the Company; b. Shareholder and the Board of Directors, the Board of Supervision, the Chief Executive Officer or other Executives; 	Follow the Mandatory Template
289	Clause 1 Article 61	<p>Article 61. Method of dealing with or resolving disputes</p> <p>1. Negotiation and settlement: the concerned parties shall try to resolve the dispute through negotiation and settlement. The chairman of the Board of Directors shall preside over the resolution of the dispute, unless the dispute relates to the Board of Directors or the chairman of the Board of Directors. Where a dispute relates to the Board of Directors or the chairman of the Board of Directors, either party may request or appoint an independent expert to act as the arbitrator for resolution of the dispute.</p>	<p>Article 61. Internal dispute settlement</p> <p>The concerned parties shall endeavor to resolve the dispute through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of dispute and request each party to provide information about the dispute within thirty (30) days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Head of</p>	Follow the Mandatory Template

			the Board of Supervision to appoint an independent expert as the mediator for settlement of the dispute.	
290	Clause 2 Article 61	Article 61. Method of dealing with or resolving disputes 2. Reference of a dispute to arbitration or court for resolution: in the case of failure to reach a settlement decision within six (6) weeks from commencement of the process of settlement or if the parties do not accept the decision of the mediator, either party may refer such dispute to arbitration or a court for resolution.	Article 61. Internal dispute settlement 2. In case a decision on mediation cannot be reached within forty five (45) days from the commencement of the mediation or the mediator's decision is not accepted by the parties, either party may bring the dispute to Court or Arbitration.	Follow the Mandatory Template
291	Clause 3 Article 61	Article 61. Method of dealing with or resolving disputes 3. Expenses of negotiation and settlement and court fees : a) The parties shall bear their own expenses relevant to negotiation and settlement procedures ; b) The court or arbitrator shall determine which party bears court or arbitration fees .	Article 61. Internal dispute settlement 3. The parties by themselves shall pay the costs relating to the procedures of negotiation and mediation. Payment of costs at Court or Arbitration shall be implemented pursuant to judgment of the Court or award of the Arbitration.	Follow the Mandatory Template
292	Delete Article 62	Article 62. Transactions subject to approval 1. Contracts and transactions between the Company and the following parties must be approved by the General Meeting of Shareholders or by the Board of Directors : - Shareholders, authorized representatives of institutional shareholders holding more than 10% of the total ordinary shares of the company, and their affiliated persons ; - Members of the Board of Directors, the Chief Executive Officer, and their affiliated persons; - Other enterprises as described in the Law on Enterprises ; 2.The Board of Directors shall approve		Mentioned in Article 20.2.q (AGM) và 32.2.h (BoD) Proposal

		<p>contracts and transactions specified in Clause 1 of this Article and having value at less than 35% of the total value of the company's assets as recorded in the latest financial statement. In this case, the person representing the company to sign the contract, transaction shall notify the members of the Board of Directors and the Supervisory Board. The Board of Directors shall decide on the approval of the contract, transaction within 15 days after receiving the notice. Members of the Board of Directors with interests related to parties of the contract, transaction shall not have the right to vote.</p> <p>3. The General Meeting of Shareholders shall approve the following contracts, transactions :</p> <ul style="list-style-type: none">a) Other contracts, transactions other than those prescribed in Clause 2 of this Article, even with a transaction resulting in a total transaction value (that has arisen within 12 months from the date of making the first transaction) of 35% or more of the total asset value recorded in the latest financial statement between the Company and one of the subjects specified in Clause 1 of this Article.b) Contracts, transactions on lending, borrowing, purchasing assets with value at more than 10% of the total value of the enterprise's assets recorded in the latest financial statement between the Company and shareholders owning 51% or more of the total voting shares or such shareholders' affiliated persons. <p>In this case, the person representing the company to sign the contract, transaction shall notify the Board of Directors and supervisors of the persons related to such contract,</p>		
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		<p>transaction; the notice shall be enclosed with the draft contract or main contents of the transaction. The Board of Directors shall submit the draft contract, transaction or explain the main contents of the contract, transaction at the meeting of the General Meeting of Shareholders or collect written opinions from shareholders. In such case, shareholders with interests related to parties of the contract, transaction shall not be allowed to vote.</p> <p>4. Contracts and transactions which have been signed not according to Clause 2 and Clause 3 of this Article shall be invalid according to the court's decision and handled according to law. The persons signing the contract, transaction, concerned shareholders, members of the Board of Directors or the Chief Executive Officer or director must be jointly liable for compensating for the arising damage and return to the company any benefits gained from the performance of such contract, transaction.</p>		
293	Delete Article 63	<p>Article 63. Voting on performance of related party transactions</p> <p>1. Any members of the Board of Directors, the Executive Management Board or the Supervisory Board shall not be entitled to vote on any related party transactions in which they have interest .</p> <p>2. Any contracts or transactions which have been executed or performed without being approved as stipulated in this Charter and related regulations shall be invalid and shall be dealt with in accordance with the Laws.</p>		Follow the Mandatory Template
294	Clause 1 Article 64	<p>Article 64. Annual, six-monthly and quarterly financial statements</p>	<p>Article 55. Annual, semi-annual and quarterly financial statements</p> <p>1. The Company shall prepare annual financial</p>	Follow the Mandatory Template

		1. The Company must prepare annual financial statements in accordance with Laws and regulations of the SSC, and such statements must be audited in accordance with Article 69 of this Charter. Within a time-limit of ninety (90) days after the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax office, the SSC, the Stock Exchange and the business registration agency.	statements and the annual financial statements shall be audited pursuant to the Laws. The Company shall disclose the audited annual financial statements pursuant to the Laws on information disclosure on the stock market and submit them to competent authorities.	
295	Clause 2 Article 64	Article 64. Annual, six-monthly and quarterly financial statements 2. Annual financial statements must contain a report on business operational results which reflects the profit/loss of the Company in the fiscal year in a truthful and objective manner, a balance sheet which truthfully and objectively reflects the operational status of the Company up to the time of preparing such statements, a cash flow report, and explanatory notes to the financial statements.	Article 55. Annual, semi-annual and quarterly financial statements 2. The annual financial statements shall fully include the statements, appendices and notes in accordance with the Laws on corporate accounting. The annual financial statements shall truthfully and objectively reflect the Company's business operation status	Follow the Mandatory Template
296	Clause 3 Article 64	Article 64. Annual, six-monthly and quarterly financial statements 3. The Company must formulate and publish six-monthly financial statements which have been checked, and quarterly financial statements in accordance with regulations of the Stock Exchange and regulations of the SSC and submit those to the relevant tax office and business registration agency in accordance with the Law on Enterprises.	Article 55. Annual, semi-annual and quarterly financial statements 3. The Company shall prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the Laws on information disclosure on the stock market and submit them to competent authorities.	Follow the Mandatory Template
297	Delete Clause 4, 5 Article 64	Article 64. Annual, six-monthly and quarterly financial statements 4. Annual financial statements which have been audited (including the auditor's opinions), six-monthly financial statements which have been		Follow the Mandatory Template

		checked, and quarterly financial statements must be published on the Company's website. 5. Interested organizations and individuals are entitled to inspect or photocopy the audited annual financial statements, the checked six-monthly financial statements and the quarterly financial statements during business hours of the Company at its head office and must pay a reasonable amount for photocopy fees.		
298	Delete Article 66	<p>Article 66. Report and disclosure of information</p> <p>1. Obligation to disclose information :</p> <p>a) The Company shall accurately and promptly disclose information on a regular or extraordinary basis in accordance to the Laws on Securities and securities market, or as requested by the authorities. The Company shall be responsible for the accuracy and truthfulness of the published and reported information and data;</p> <p>b) Information must be disclosed by a method which ensures that shareholders and the public have equal access to it at the same time. The wording of disclosed information must be clear, easily understandable, and not cause misunderstanding to shareholders and investors.</p> <p>2. Information to be disclosed :</p> <p>a) The Company must disclose information about its business activities, including :</p> <ul style="list-style-type: none"> - Disclosure of information on a regular basis about its annual financial statements and the report of an audit organization ; - Disclosure of information on an extraordinary basis within twenty four (24) hours of occurrence or discovery of events stipulated under the Laws ; 		Follow the Mandatory Template

		<p>- Disclosure of information as requested by the competent authorities .</p> <p>b) The Company must disclose information about the management of the Company in the annual General Meeting of Shareholders and in the Company`s annual reports .</p> <p>3. Arranging disclosure of information: The Company shall develop and issue regulations on disclosure of information in accordance with the Law on Securities and its implementing documents. The Company shall appoint at least one (1) employee to be in charge of disclosure of information, who must meet the following criteria:</p> <p>a) Must have accounting and finance knowledge and computer skills ;</p> <p>b) Must publicise his or her name, and work telephone number to enable the shareholders to contact him or her ;</p> <p>c) Must have sufficient time to perform his duties, especially to contact the shareholders, collect the shareholders`opinions and periodically disclose and respond to the shareholders such opinions and matters on management of the Company as stipulated by Laws.</p> <p>Persons disclosing information: Disclosure of information shall be made by the legal representative of the Company or the person authorised to disclose information. The legal representative of the Company shall be responsible for the information disclosed by the person authorised to disclose information.</p>		
299	Article 67	<p>Article 67. Fiscal year</p> <p>1. A fiscal year of the Company shall start on 1st January and shall end on 31st of each calendar year .</p>	<p>Article 53. Fiscal Year</p> <p>The fiscal year of the Company shall commence on 01 January every calendar year and end on 31 December of the same calendar</p>	Follow the Mandatory Template

		2. The first fiscal year of the Company shall start on the date of establishment and shall end on 31 st December of that year. Where the first fiscal year of the Company is less than four (4) months, the financial statements for such year shall be audited together with the financial statements for the next fiscal year.	year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December of the same year.	
300	Clause 1 Article 68	Article 68. Accounting system 1. The Company shall adopt Vietnamese Accounting Standards (VAS) or an accounting system approved by the Ministry of Finance, in compliance with the regulations on accounting systems for securities companies issued by the Ministry of Finance and its implementing documents. The Company shall be subject to the inspection of the governmental authorities regarding implementation of the accounting and statistic regimes.	Article 54. Accounting system 1. The Company shall use the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance, shall comply with the accounting regimes for Securities Companies issued by the Ministry of Finance and the accompanying guiding documents.	Follow the Mandatory Template
301	Clause 2 Article 68	Article 68. Accounting system 2. The Company must prepare books of accounts in Vietnamese and archive files and books of accounts in accordance with the form of business of the Company. Files and books of accounts must be correct, updated, systematic and sufficient to prove and explain the transactions of the Company.	Article 54. Accounting system 2. The Company shall prepare accounting books and records in Vietnamese and retain its accounting records in accordance with Laws on accounting and relevant Laws. These records must be accurate, up to date, systematic, and sufficient to substantiate and explain the transactions of the Company.	Follow the Mandatory Template
302	Clause 3 Article 68	Article 68. Accounting system 3. The Company shall use Vietnamese dong (or a freely convertible foreign currency upon approval of the competent authorities) as the currency unit in accounting .	Article 54. Accounting system 3. The Company shall use Vietnamese dong as the accounting currency. In case the Company has business operations that mainly use a certain foreign currency, the Company may by itself select such foreign currency as its accounting currency, and shall take responsibility before the Laws for such selection and send a notice to the tax authority to which it is directly subject.	Follow the Mandatory Template

303	Delete Clause 1 Article 69	Article 69. Auditing 1. Annual financial statements and reports on financial prudential ratios as at 31 st December and semi-annual financial statements and reports on financial prudential ratios as at 30 th June of the Company must be audited and checked by an independent auditor.		Follow the Mandatory Template
304	Clause 2 Article 69	Article 69. Auditing 2. The independent auditor and its staff conducting an audit for the Company must be approved by the SSC. The annual General Meeting of Shareholders shall appoint an independent audit organization or approve a list of independent audit organization and authorise the Board of Directors to select one audit organization to conduct the audit for the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The audit organization of the first fiscal year shall be appointed by the Board of Directors. In the same fiscal year, the Company must not change the audit organization which has been approved unless the approval for such organization conducting the audit is suspended or revoked.	Article 57. Audit 1. The General Assembly of Shareholders shall appoint an independent auditing company or approve the list of independent auditing companies and authorize the Board of Directors to select one among them to audit the Company's financial statements for the next fiscal year basing on the terms and conditions as agreed with the Board of Directors.	Follow the Mandatory Template
305	Delete Clause 3 Article 69	Article 69. Auditing 3. After the end of a fiscal year, the Company shall prepare annual financial statements and send them to an independent auditor. The independent auditor shall check, certify and provide its opinion about the annual financial statements and prepare an audit report and submit it together with a management letter to the Board of Directors within two (2) months from the end of the fiscal year.		Follow the Mandatory Template
306	Clause 4, 5 Article 69	Article 69. Auditing 4. Copy of the audit report must be sent with	Article 57. Audit 2. The audit reports shall be enclosed with the	Follow the Mandatory Template

		<p>the annual financial statements of the Company.</p> <p>5. Independent auditors who conduct the audit of the Company are permitted to attend the General Meeting of Shareholders and are entitled to receive the other notices relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and are entitled to express their opinions on issues relevant to auditing of the financial statements of the Company.</p>	<p>Company's annual financial statements.</p> <p>3. Independent auditors who conduct the audit of the Company's financial statements may attend the meetings of the General Assembly of Shareholders and receive notices and other information relating to the meetings of the General Assembly of Shareholders, and express opinions at the meetings on the issues relevant to the audit of the Company's financial statements.</p>	
307	Clause 1 Article 71	<p>Article 71. Profit distribution</p> <p>1. Conditions for distribution of profits to shareholders: the Company may distribute profits to its ordinary shareholders only when it generates profits from its business and has fulfilled its tax obligations and other financial obligations in accordance with Law; and, at the same time, must ensure that debts and other property obligations are able to be paid in full after distribution of profits. Dividends paid to preference shares shall be in accordance with the respective conditions applicable to each type of preference shares.</p> <p>2. Approval of distribution of profit: the General Meeting of Shareholders shall make a decision on the rate and form of distribution of profit and bonuses in accordance with Law. The rate of payment of dividends shall not exceed the rate recommended by the Board of Directors.</p>	<p>Article 51. Profits distribution</p> <p>1. The General Assembly of Shareholders shall decide on rate and method of annual dividend payment from the Company's retained profits.</p>	Follow the Mandatory Template
308	Clause 3 Article 71	<p>Article 71. Principles in profit distribution</p> <p>3. The Board of Directors may make a decision on payment of interim dividends if it considers that such payment is suitable to the profitability of the Company.</p>	<p>Article 51. Profits distribution</p> <p>4. On the basis of the dividend rate approved by the General Assembly of Shareholders, the Board of Directors may decide on the time of interim dividend payment if it deems that such payment is suitable with the profitability of the Company.</p>	Follow the Mandatory Template

309	Clause 5 Article 71	Article 71. Principles in profit distribution 5. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall then be the agency implementing such decision.	Article 51. Profits distribution 3. Hội đồng quản trị có thể kiến nghị Đại hội đồng cổ đông thông qua việc thanh toán toàn bộ hoặc một phần The Board of Directors may request the General Assembly of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors shall execute this decision .	Follow the Mandatory Template
310	Clause 6 Article 71	Article 71. Principles in profit distribution 6. Where the payment of dividends or other payments relating to any one class of shares is made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact bank details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.	Article 51. Profits distribution 5. In case the dividends or other amounts related to a type of shares are to be paid in cash, the Company shall make payment in Vietnam dong. Payment may be carried out directly or through banks on the basis of the bank account details provided by the Shareholders. In case a bank transfer has been properly made by the Company on the basis of the bank account details provided by a Shareholder, the Company shall not be responsible for such amount having been transferred by the Company to such Shareholder. Payment of dividends in respect of shares listed/registered for trading on the Stock Exchange may be made via Vietnam Securities Depository and Clearing Corporation/ Vietnam Securities Depository.	Follow the Mandatory Template
311	Clause 7 Article 71	Article 71. Principles in profit distribution 7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution deciding a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receipt of share certificates, notices	Article 51. Profits distribution 6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution, decision which shall fix a specific record date for making the list of Shareholders. Basing on such date, those persons who have been registered as Shareholders or holders of other securities shall be entitled to receipt of dividends in cash	Follow the Mandatory Template

		or other documents.	or shares, and receipt of notice and other documents.	
312	Delete Article 72	Article 72. Dealing with losses in business Losses in the previous year shall be dealt with in the subsequent year if the Company generates profit from its business in such subsequent year.		Follow the Mandatory Template
313	Delete Article 73	Article 73. Establishment of funds in accordance with regulations 1. Each year, the Company shall set aside an amount from the after-tax profits for establishing the following funds : a) Reserve fund for supplementing Charter Capital; b) Reserve for finances and professional risks; c) Reward and welfare fund; and d) Other funds stipulated by Law. 2. The rate of contribution, limits of contribution and the management and use of the funds set out in clause 1 of this Article shall be implemented in accordance with the applicable Laws .		Follow the Mandatory Template
314	Article 74	Article 74. Seal 1. The Board of Directors shall make a decision approving the official seal of the Company and such seal must be engraved in accordance with Law and the provisions of this Charter. 2. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with applicable Law.	Article 58. Seal of the Company 1. Seals shall include the seal made at a seal engraving establishment and the seal in the form of digital signature pursuant to the Laws on electronic transactions. 2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, its branches and its representative offices (if any). 3. The Board of Directors, the Chief Executive Officer shall use and manage the seals in accordance with the Laws.	Follow the Mandatory Template

315	Article 75	<p>Article 75. Reorganisation of the Company</p> <p>1. The Company shall carry out consolidation, merger or conversion after obtaining an approval thereof from the SSC.</p> <p>2. The order and procedures for consolidation, merger or conversion shall be carried out in accordance with the Law on Enterprises, the Law on Securities and other relevant Laws .</p>	<p>Article 59. Re-organization of the Company</p> <p>The division, separation, consolidation, merger or conversion of the form of the Company shall be implemented in accordance with relevant Laws.</p>	Rewrite to make it shorter but clearer
316	Clause 1 Article 76	<p>Article 76. Dissolution or termination of operation</p> <p>1. The Company shall be dissolved or terminate its operation in the following cases :</p> <p>a) The General Meeting of Shareholders makes a decision early dissolution of the Company. Where Company dissolves early, approval of the SSC shall be required ;</p> <p>b) The Company does not have the minimum number of shareholders for a period of six (6) consecutive months as stipulated in the Law on Enterprises ;</p> <p>The License for Establishment and Operation of the Company is revoked by the SSC or it is declared dissolved by a court .</p>	<p>Article 60. Dissolution of the Company</p> <p>1.The Company shall be dissolved in the following cases:</p> <p>a.Pursuant to the resolution, decision of the General Assembly of Shareholders;</p> <p>b.The Enterprise Registration Certificate is revoked, unless otherwise provided by the Tax Management Law;</p> <p>c.Other cases provided by the Laws.</p>	Follow the Mandatory Template
317	Delete Clause 2, 3, 4, Article 76	<p>Article 76. Dissolution or termination of operation</p> <p>2. Early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The dissolution decision shall be notified to or approved by the competent authorities (if required).</p> <p>3. The Company shall only be permitted to dissolve when it ensures payment in full of debts and other property obligations. In the case of insolvency, the Company must carry out dissolution in accordance with the Law on Bankruptcy and its guidelines.</p>		Follow the Mandatory Template

		4. The Board of Directors or the company owner shall establish a liquidation committee in order to deal with assets of the Company at the time of dissolution. Any issues arising during dissolution shall be resolved by the liquidation committee, and the liquidation committee shall be responsible to the Board of Directors and before the Law for its decisions.		
318	Delete Article 77	Article 77. Bankruptcy Bankruptcy of the Company shall be dealt with in accordance with the Laws on Bankruptcy for enterprises in the inance and banking sectors .		Follow the Mandatory Template
319	Clause 1 Article 78	Article 78. Liquidation 1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision to dissolve the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, of which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its own operational rules. The members of the liquidation committee may be selected from employees of the Company or may be independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.	Article 60. Dissolution of the Company 2. Liquidation of assets upon dissolution a. No later than six (06) months after issuance of the decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Board, which consists of 03 members, among which 02 members shall be appointed by the General Assembly of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Board shall prepare its regulations of operations. Members of the Liquidation Board may either be selected from the Company’s employees or be independent experts. All costs in relation to the liquidation shall be given priority for being paid over other debts of the Company.	Follow the Mandatory Template
320	Clause 2 Article 78	Article 78. Liquidation 2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration agency. From such time, the	Article 60. Dissolution of the Company 2.Liquidation of assets upon dissolution b.The Liquidation Board shall inform the SSC and the business registration authority about its establishment date and commencement	Follow the Mandatory Template

		liquidation committee represents the Company in all work relating to the liquidation before a court and administrative agencies.	date of operation. From that time, the Liquidation Board shall on behalf of the Company perform all works in relation to the liquidation of the Company at Court and administrative authorities.	
321	Clause 3 Article 78	<p>Article 78. Liquidation</p> <p>3. Proceeds from the liquidation shall be disbursed in the following priority order :</p> <ul style="list-style-type: none"> a) Expenses for liquidation; b) Debts being salaries, allowances on retirement or retrenchment, social insurance and other interests of employees pursuant to signed collective labour agreements and signed labour contracts; c) Tax debts and other debts to the State; d) Loans (if any); e) Other debts of the Company <p>Any residual amount after payment of the debts set out in (a) to (e) above shall be distributed to the shareholders. Payment of preference shares shall be given priority .</p>	<p>Article 60. Dissolution of the Company</p> <p>2. Liquidation of assets upon dissolution</p> <p>c. Proceeds from the liquidation shall be used for payments in the following order:</p> <ul style="list-style-type: none"> i. Liquidation costs; ii. Unpaid salaries, severance allowances, social insurance and other benefits of employees according to the collective labour agreement and employment contracts; iii. Tax liabilities; iv. Other debts of the Company; v. The remaining part after payment of all the debts specified in items (a) to (d) above shall be distributed to the Shareholders. Preferential shares shall be given priority for being paid. 	Follow the Mandatory Template
322	Clause 1 Article 79	<p>Article 79. Addition to and amendment of the Charter</p> <p>1. The General Meeting of Shareholders shall consider and decide any addition to, and amendment of this Charter.</p>	<p>Article 62. Amendment, supplement to the Charter</p> <p>1. Unless otherwise provided in this Charter, the amendment, supplement to or replacement of this Charter shall be considered, decided by the General Assembly of Shareholders.</p>	Follow the Mandatory Template
323	Clause 2 Article 79	<p>Article 79. Addition to and amendment of the Charter</p> <p>2. Where any provision of Law relating to the operation of the Company has not been mentioned in this Charter or where any new</p>	<p>Article 62. Amendment, supplement to the Charter</p> <p>2. In case where there are any provisions of the Laws relating to operations of the Company, which have not been mentioned in this</p>	Follow the Mandatory Template

		<p>provision of Law is different from the terms of this Charter, such provision of Law shall automatically apply and govern the operation of the Company.</p>	<p>Charter or in case where there are new provisions of the Laws which are different from the provisions in this Charter, then such provisions of the Laws shall automatically be applicable and govern the operations of the Company.</p>	
324	Article 80	<p>Article 80. Effective date</p> <p>1. This Charter, comprising 13 Chapter and 80 Articles enters in force on, 2020, the content is stipulated in Clause 3 Article 2 about Head Office of the Company shall take effect from the date the State Securities Commission issues the amended License approving the location of the Company's Head Office.</p> <p>3. This Charter is the sole and official Charter of the Company.</p> <p>4. Copies or extracts of this Charter shall be valid when they bear the signature of the Chairman of the Board of Directors or the signatures of at least half of the total number of members of the Board of Directors.</p>	<p>Article 63. Effectiveness of the Charter</p> <p>1.This Charter, consisting of 18 Chapters, 63 Articles, is adopted by the General Assembly of Shareholders of Ho Chi Minh City Securities Coporation on 08 August 2022, of which the entire contents and effect have been approved.</p> <p>2.This Charter is made into 10 copies with equal validity and shall be retained at the Company's head office.</p> <p>3.This Charter is the sole and official Charter of the Company, which replaces all previous charters.</p> <p>4.Copies or extracts of this Charter must bear the signature of either the Chairman of the Board of Directors or at least a half of the members of the Board of Directors.</p>	Follow the Mandatory Template

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Amendments to the Internal Regulations on Corporate Governance

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Circular No. 121/2020/TT-BTC dated 31 December 2020 issued by the Ministry of Finance regulating the operation of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of corporate governance applying to public companies in Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Internal Regulations on Corporate Governance of Ho Chi Minh City Securities Corporation approved by the General Shareholders Meeting on 22 April 2021,

Decree No. 155/2020/ND-CP dated 31 December 2020, effective 01 January 2021 requires all listed companies to issue their Internal Regulations on Corporate Governance which are approved by the coming general shareholders closest to the effective date of the Decree. To fully comply with the aforesaid regulations, HSC had its Internal Regulations on Corporate Governance drafted and approved by the general shareholders meeting on 22 April 2021 under a pressing manner.

After short period of enforcement, there is a need to refresh the whole Internal Regulations on Corporate Governance to ensure specificness, consistency, avoidance of overlaps, compliance with applicable regulations and best practice in the market, establishing framework for the governance and management of the Company in coming time.

The Company's Internal Regulations on Corporate Governance has been newly drafted using the template attached to Circular No. 116/2020/TT-BTC dated 21 December 2020 to achieve the need as mentioned above.

On that basis, the Board of Directors of Ho Chi Minh City Securities Corporation hereby submit to the General Shareholders Meeting for approval of the following:

1. The new Company Internal Regulations on Corporate Governance with all replacement, changes and supplements have been described in the attachment (please see Table of Detailed Changes to Internal Regulations on Corporate Governance 2022).
2. The new Company Internal Regulations on Corporate Governance shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Internal Regulations on Corporate Governance approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Internal Regulations on Corporate Governance.

4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

HO CHI MINH CITY SECURITIES CORPORATION

Table of Detailed Changes to Internal Regulations on Corporate Governance 2022

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

		<p>nomination, self-nomination, election, relief of duty and removal of members of the Board of Directors, Supervisory Board and Chief Executive Officer as well as other activities stipulated in the Company Charter and other applicable laws, in order to protect the legitimate rights and interests of the shareholders, set out standards for the conducts and professional ethics of, and the relationship between the members of the Board of Directors, the Supervisory Board, the Executive Management Board and the managers of the Company. The Regulation also stipulates the Company's processes and procedures for decision making to minimize unnecessary risks and losses. The Regulation ensures the efficiency of the Company's management and the transparency of its internal governance.</p>	<p>procedures, program, agenda, authorization for attendance at meetings, conditions, procedures for conducting meetings of the General Assembly of Shareholders, as well as methods for voting, passing resolutions of the General Assembly of Shareholders, meeting via online conference and collecting written opinions of the General Assembly of Shareholders;</p> <p>c. Role, rights and duties of the Board of Directors, composition, term of office, standards, conditions, procedures for nomination, candidacy, election, removal, dismissal of members of the Board of Directors, conditions for meetings, procedures for voting, issuing resolutions, decisions of the Board of Directors, Committees of the Board of Directors;</p> <p>d. Rights and duties of the Board of Supervision, composition, term of office, standards, conditions, procedures for nomination, candidacy, election, removal, dismissal of members of the Board of Supervision, procedures for meeting, issuing decisions of the Board of Supervision;</p> <p>e. Role, term of office, rights and duties of the Chief Executive Officer, conditions, standards, procedures for selection, appointment and removal of the Chief Executive Officer; and</p> <p>f. Relationship, coordination of activities between the Board of Directors, the Board of Supervision and the Chief Executive Officer.</p>	
4	Clause 2 Article 1	<p>Article 1. Purposes, governing scope and subjects to application</p> <p>2. Subjects of application: Internal regulations on corporate governance of Ho Chi Minh City Securities Corporation apply to the entire Company and all shareholders, members of the Board of Directors and Supervisory Board, the Chief Executive Officer and related persons.</p>	<p>Article 2. Subjects of Application</p> <p>This Regulation is applicable to the Chairman and members of the Board of Directors, the Board of Supervision, the Chief Executive Officer and their related persons.</p>	Rewrite to follow the Mandatory Template

5	Delete Article 2	<p>Article 2. Interpretation of terms</p> <p>1. In this Regulation, the following terms are construed, as follows:</p> <p>a) “Company” means Ho Chi Minh City Securities Corporation;</p> <p>b) “Company Charter” means the Charter regulating the organizational structure and operations of Ho Chi Minh City Securities Corporation;</p> <p>c) "Law on Securities" means the Law on Securities approved by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;</p> <p>d) “Law on Enterprises” means the Law on Enterprises approved by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;</p> <p>e) “Laws” mean any and all legislative documents as prescribed under the Law on Promulgation of Legislative Documents;</p> <p>f) “Company Charter” means Charter on Organization and Operation of the Company;</p> <p>g) “Managers” means Chairman, members of the Board of Directors, Chief Executive Officer and other managerial positions appointed by the Board of Directors;</p> <p>h) “Executives” means the Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Accountant and other managerial positions in the Company as appointed by the Board of Directors;</p> <p>i) “Non-executive member of the Board of Directors” means a member of the Board of Directors who is not the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and other managerial positions in the Company as appointed by the Board of Directors;</p> <p>j) "Independent member of the Board of Directors" is a member defined in Clause 2, Article 155 of the Law on Enterprises;</p>		<p>Interpretation of terms are referenced to Company Charter</p>
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		<p>k) “Persons in Charge of Corporate Governance” means the person who has the rights and obligations prescribed under Article 42 of this Regulation;</p> <p>l) “Affiliated persons” means persons as stipulated in Clause 23, Article 4, Law on Enterprises and Clause 46, Article 4, Law on Securities;</p> <p>m) “Majority shareholder” means a shareholder owning at least 5% of voting stocks of the Company;</p> <p>n) “Vietnam” means the Socialist Republic of Vietnam;</p> <p>o) “SSC” means the State Securities Commission</p> <p>p) “Board of Management” includes Chief Executive Officer, Deputy Chief Executive Officers, Managing Directors, Chief Financial Officer and Chief Accountant.</p> <p>2. In these Regulations, a reference to any provision or legal instrument includes any amendment or supplement to and any replacement of such provision or legal instrument.</p> <p>3. The headings and subheadings (chapters and articles of these Regulations) are used for ease of reference and shall not affect the interpretation or the contents of these Regulations.</p> <p>4. Words or terms defined in the Law on Enterprises and the Law on Securities shall have the same meaning in these Regulations unless the subject or context requires otherwise.</p>		
6	Article 3	<p>Article 3. Corporate governance principles</p> <p>“Corporate governance” means the system of principles ensuring effective managerial strategy and control of the Company for the interests of the shareholders and any parties related to the Company. The corporate governance principles are:</p> <ul style="list-style-type: none"> - Complying with the applicable provisions of the Laws and the Company Charter; - Ensuring an appropriate governance structure; 	<p>Article 3. Principles of Corporate Governance</p> <ol style="list-style-type: none"> 1. Reasonable, effective governance structure. 2. Ensuring the performance efficiency of the Board of Directors, the Board of Supervision; enhancing the responsibility of the Board of Directors to the Company and Shareholders. 3. Ensuring the rights of shareholders, the equal treatment for all Shareholders. 	<p>Amend to follow Article 40 Law on Securities</p>

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

	<p>b) To review, sight and extract from the Company Charter, the register of minutes of meetings of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders; and</p> <p>The process and procedures for implementing the above rights shall be as follows:</p> <ul style="list-style-type: none"> - The shareholder making a request as stated in clause (a) or clause (b) above shall send a written request to or directly request the Company's head office to be provided with the requested documents. Such documents may be sent to the shareholder by courier or via email as instructed by the shareholder. - The shareholder giving a request as stated in clause (c) above shall send a request to the depository members where the depository account of such account is opened. A shareholder whose securities have not been deposited must send a written request directly to the Office of the Board of Directors of the Company. <p>2. A shareholder or a group of shareholders holding at least five percent (5%) of the total ordinary shares shall have the right to examine, look up and extract the book of minutes and resolutions, decisions of the Board of Directors; mid-year and annual financial statements, contracts and transaction required approval of the Board of Directors and other documents, except for documents related to commercial secret and the company's business secret.</p> <p>The process and procedures for implementing the above rights shall be as follows:</p> <ul style="list-style-type: none"> - The shareholder or group of shareholders shall send a written request by courier to the Office of the Board of Directors of the Company or make the request directly to the Office of the Board of Directors of the Company. The request must specify the information of the shareholder(s), number of shares held by such shareholder(s), duration of holding such shares, the 		<p>the law and the Company Charter</p>
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		<p>requested documents and the signature of each shareholder.</p> <p>- Within seven (07) working days of receipt of the request from the shareholder or group of shareholders, the Office of the Board of Directors of the Company shall provide sufficient information as requested by the shareholder or group of shareholders.</p>		
9	Delete Article 6	<p>Article 6. Request for convening General Meeting of Shareholders by shareholders</p> <p>A shareholder or groups of shareholders prescribed in Point k, Clause 1, Article 16 of the Company Charter shall have the right to request for convening General Meeting of Shareholders. The procedures are as follows:</p> <p>1. A shareholder or groups of shareholders submit a request in writing to convene a General Meeting of Shareholders to the Chairman by mail or directly submit at the Company's Head Office. Such request must include following contents: full name, contract address, nationality, serial number of legal document for an individual shareholder; name, identification number of an enterprise or legal document of an organization, address of the head office for an institutional shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the company; reason for requesting General Meeting of Shareholders, proposed issues for discussion at the meeting, and signatures of such shareholder or all shareholders in the group. The request shall be accompanied by documents and evidence on the violation of the Board of Directors and its seriousness, or on the decision which falls outside its competence.</p> <p>Within seven (07) working days from the date of receipt of such request from a shareholder or group of shareholders, the Board of Directors shall provide an</p>		<p>This content is stipulated at Article 6 of this Proposed amendment Internal Regulations on Corporate Governance</p>

		<p>official written decision to the requesting shareholder or group of shareholders in response to their request to convene a General Meeting of Shareholders.</p> <p>The shareholder or group of shareholders will have the right to request the Supervisory Board to work with the Board of Directors if they disagree with the decision of the Board of Directors.</p> <p>2. The Company shall reimburse the convener reasonable expenses for the convening of the General Meeting of Shareholders, provided that the convener of the General Meeting of Shareholders must provide proper invoices to the Company recording complete and accurate information for such expenses.</p>		
10	Article 7	<p>Article 7. Request for adding additional information to agenda of General Meeting of Shareholders by shareholders</p> <p>1. A shareholder or groups of shareholders have the right to propose issues to be included in the agenda of General Meeting of Shareholders as stipulated in Clause 4, Article 20 of the Company Charter. The recommendation shall be made in writing and sent to the Chairman of the Board of Directors no later than ten (10) working days prior to the date of opening either directly by email or by courier to the Company's head office.</p> <p>2. The Board of Directors shall consider the issues recommended to be included in the agenda for the General Meeting of Shareholders. The Board of Directors shall notify the shareholder or group of shareholders of whether the recommendation is accepted or rejected.</p> <p>3. In the case that the Board of Directors accepts the recommendation, it will request the convener of the General Meeting of Shareholders to include all recommended issues in the draft agenda for the General Meeting of Shareholders and the recommended issues</p>	<p>Article 9. Program, agenda and documents of meeting of the General Assembly of Shareholders</p> <p>3. A Shareholder or group of Shareholders holding 05% or more of the total number of ordinary shares shall have the right to propose issues to be included in the agenda of the meeting of the General Assembly of Shareholders in accordance with the following provisions:</p> <p>a. The proposal must be made in writing and specify the following information:</p> <p>i. The issues proposed to be included in the agenda of meeting of General Assembly of Shareholders, the reasons and purpose of the proposal;</p> <p>ii. Full name, contact address, nationality, number of legal document of individual in respect of Shareholder being an individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholder being organization; number of shares owned and time of registration of shares of each Shareholder, total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company.</p> <p>b. The proposal must be in writing and sent to the Chairman of the Board of Directors at the Company's</p>	Rewrite to follow Article 142 Law on Enterprises

	<p>will be officially included in the agenda if approved by the General Meeting of Shareholders.</p> <p>4. In the case that the Board of Directors does not approve the proposal, the Board of Directors must reply in writing to inform the shareholder or groups of shareholders about the reason(s) for not accepting the proposal two (02) working days at the latest before the opening date of the meeting of the General Meeting of Shareholders.</p> <p>5. A shareholder or group of shareholders whose recommendation is approved shall present to the Board of Directors the documents related to the issues recommended to be included in the agenda for the General Meeting of Shareholders to allow the Board of Directors to prepare materials for the General Meeting of Shareholders.</p>	<p>head office address no later than seven (07) working days before the opening date of the meeting. The proposal must clearly state the name of the Shareholder, the number of shares of each type of the Shareholder, the issues proposed to be included in the meeting agenda, the reasons and purpose of the proposal.</p> <p>c. The Board of Directors shall review the proposal on issues to be included in the agenda of the meeting of the General Assembly of Shareholders. The Board of Directors shall notify the Shareholder or group of Shareholders on whether it approves or disapproves the proposal of the Shareholder or group of Shareholders.</p> <p>d. In case the Board of Directors approves the proposal, the Board of Directors shall include all the proposed issues into the draft agenda of the meeting of the General Assembly of Shareholders and the proposed issues shall only be officially supplemented to the agenda once the General Assembly of Shareholders has so agreed.</p> <p>e. In case the Board of Directors disapproves the proposal, the Board of Directors must respond in writing to the Shareholder or group of Shareholders about the reason of disapproval no later than two (02) working days prior to the opening date of the meeting of the General Assembly of Shareholders. The proposal may be disapproved in the following cases:</p> <p>i. The proposal is not sent in accordance with point b this clause.</p> <p>ii. At the time of proposal, the Shareholder, group of Shareholders do not hold in full 05% or more of ordinary shares.</p> <p>iii. The proposed issues, contents are not within the scope of competence and tasks of the General Assembly of Shareholders.</p> <p>iv. Other cases as provided by the Laws.</p> <p>f. The Shareholder or group of Shareholders who has the proposal approved must provide the Board of Directors</p>	
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			with documents relating to the issues proposed for the Board of Directors to prepare the documents of the meeting of the General Assembly of Shareholders.	
11	Delete Article 8	<p>Article 8. Request to attend the General Meeting of Shareholders by new shareholders purchasing shares of the Company after the last date for registration of attendance but before the commencement of a General Meeting of Shareholders</p> <p>In the event a person or entity purchases shares in the Company's shares after the last day for registration of attendance at a meeting of the General Meeting of Shareholders but before the opening of such meeting, such new shareholder may send a request to the Board of Directors in order to attend the General Meeting of Shareholder without voting rights. The procedure will be as follows:</p> <ol style="list-style-type: none"> 1. The shareholder must request the depository member where the shareholder opened its depository account to provide a statement of securities transactions at the time the shareholder purchased the Company's shares (after the last day for registration of attendance but before the commencement of the General Meeting of Shareholders). 2. The shareholder must send a written request to attend the General Meeting of Shareholders with the above statement of securities transactions to the Office of the Board of Directors of the Company no later than three (03) working days before the commencement of the General Meeting of Shareholders. 3. If the Board of Directors rejects such request to attend the General Meeting of Shareholders, the Board of Directors must send a written notice stating the reasons for rejection to the shareholder before the date on which the General Meeting of Shareholders is intended to take place. 		Law on Enterprises and Law on Securities are not mentioned to these regulations;
12	Article 9	Article 9. Duties, rights and obligations of the General Meeting of Shareholders, annual and extraordinary	Article 4. Role of the General Assembly of Shareholders	Rewrite to follow Article 19

		<p>meetings of the General Meeting of Shareholders and procedures for collecting written opinions from shareholders</p> <p>Duties, rights and obligations of the General Meeting of Shareholders are according to Article 23 of the Company Charter. Order and procedures for convening meetings, conducting meetings, and voting at the General Meeting of Shareholders are conducted in accordance with this Regulation and the Company Charter.</p> <ol style="list-style-type: none"> 1. Notice of the closing of the list of shareholders entitled to attend a General Meeting of Shareholders; 2. Notice of the convening of a meeting, the meeting agenda and notice of conducting a General Meeting of Shareholders; 3. Method for registration of attendance/authorization for attendance at a General Meeting of Shareholders; 4. Procedures for conducting and voting at a General Meeting of Shareholders; 5. Method for objecting resolutions of the General Meeting of Shareholders; 6. Preparation of minutes of a General Meeting of Shareholders; 7. Announcement of resolutions of the General Meeting of Shareholders; and 8. Other issues. 	<p>The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.</p>	<p>Proposed amendment Company Charter</p>
13	Add clause 1 Article 5 Proposal		<p>Article 5. Rights and obligations of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> 1. The General Assembly of Shareholders shall have the following rights and obligations: <ol style="list-style-type: none"> a. To approve the Company's development orientation; b. To decide on the increase or decrease of the Charter Capital; c. To decide on the class of shares and the total number of shares of each type which may be offered for sale; decide on the annual dividend rate of each type of shares; 	<p>Add to follow Article 20 Proposed amendment Company Charter</p>

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

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

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

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

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

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

		authorities and published on the Company's website. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared according to Point a, Clause 2, Article 27 of the Company Charter.	authorities and be published on the website of the Company.	
23	Delete Clause 1 Article 12	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to the General Meeting of Shareholders</p> <p>1. Notice of invitation to General Meeting of Shareholders complies with Article 27 of the Company Charter. Notice of invitation to the General Meeting of Shareholders includes following main contents:</p> <ul style="list-style-type: none"> - Name, head office address, enterprise identification number; - Name, contact address of shareholder - Time and venue of the General Meeting of Shareholders; - Agenda for the General Meeting of Shareholders; - Conditions for attending the General Meeting of Shareholders; - Procedures for attending the General Meeting of Shareholders; - Specific time and link of the website where the materials for the General Meeting of Shareholders are uploaded; - Time and method for registration of attendance at the General Meeting of Shareholders. - Other requirements for participants 		Delete to follow Article 22 Proposed amendment Company Charter
24	Clause 2 Article 12	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to the General Meeting of Shareholders</p> <p>2. The meeting invitation must be sent all shareholders on the list of shareholders entitled to attend the meeting, published to authorities and posted on the Company's website. Invitations to a General Meeting of Shareholders must be sent to all shareholders at least twenty-one (21) days prior to the meeting date.</p>	<p>Article 8. Notice of meeting of the General Assembly of Shareholders</p> <p>1. Notice of meeting of the General Assembly of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attending the meeting by a guaranteed method and at the same time published on the Company's website, the websites of the Stock Exchange,</p>	Rewrite to follow clause 3 Article 22 Proposed amendment Company Charter

			<p>the SSC (when the Company is being listed or registered for trading).</p> <p>2. The notice of meeting of the General Assembly of Shareholders must be sent at least twenty one (21) days before the date of the meeting of the General Assembly of Shareholders (from the date on which the notice is duly sent or transmitted).</p>	
25	<p>Clause 3</p> <p>Article 12</p>	<p>Article 12. Notice of convening the General Meeting of Shareholders, agenda and notice of invitation to the General Meeting of Shareholders</p> <p>3. The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the General Meeting of Shareholders must be sent to the shareholders on the list of shareholders entitled to attend the General Meeting of Shareholders and/or posted to the Company's website. In case documents are not attached to the notice of invitation to the General Meeting of Shareholders, such notice must specify link for downloading documents related to the General Meeting of Shareholders. The right of shareholders to recommend the contents to be included in the agenda of the General Meeting of Shareholders shall comply with the Clause 3, Article 27 of the Company Charter.</p>	<p>Article 9. Program, agenda and documents of meeting of the General Assembly of Shareholders</p> <p>1. The convenor of a meeting of the General Assembly of Shareholders as provided in Article 6 of this Regulation must prepare the program, agenda and documents of the meeting.</p> <p>2. The agenda of the meeting of General Assembly of Shareholders, documents relating to the issues to be voted on at the meeting shall be sent to the Shareholders or/and posted on the website of the Company. In case the documents are not attached to the notice of the meeting of the General Assembly of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents so that the Shareholders can access, including:</p> <ul style="list-style-type: none"> a. Meeting agenda, documents used in the meeting; b. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervision; c. Voting slips; d. Draft resolutions for each issue in the meeting agenda. 	<p>Rewrite to follow clause 2 Article 22 Proposed amendment Company Charter</p>
26	<p>Add Article 10 Proposal</p>		<p>Article 10. Authorization to attend the meeting of the General Assembly of Shareholders</p> <p>1. Shareholders, authorized representatives of Shareholders being organization may directly attend the meeting or authorize one or more other individuals, organizations to attend the meeting. In case a Shareholder has more than one authorized</p>	<p>Add to follow Article 21 Proposed amendment Company Charter</p>

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

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

			<p>The convenor of the meeting of the General Assembly of Shareholders may at his/her sole discretion change the above measures and apply all measures if the Board of Directors considers necessarily. The applied measures may include issuance of a pass for entry or use of other options.</p>	
31	Add clause 5 Article 13 Proposal		<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>5. The convenor or the Chairman of the meeting of the General Assembly of Shareholders shall have the following rights:</p> <p>a. To require all meeting attendees to undergo a security check or comply with other security measures.</p> <p>b. To request the competent body to maintain order of the meeting; expel those who do not comply with the Chairman's executive power, intentionally disrupt order, obstruct the normal process of the meeting or fail to comply with the requirements of security check from the meeting of the General Assembly of Shareholders.</p>	Add to follow clause 6 Article 24 Proposed amendment Company Charter
32	Add clause 6, 7 Article 13 Proposal		<p>Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders</p> <p>6. The Chairman may postpone the meeting of the General Assembly of Shareholders, of which the quorum has been meet, for no more than three (03) working days from the intended date of opening the meeting and may only postpone the meeting or change the meeting venue in the following cases:</p> <p>a. There are insufficient convenient seats in the meeting venue for all participants.</p> <p>b. It cannot be ensured that the means of communication at the meeting venue shall facilitate the Shareholders attending the meeting to participate, discuss and vote.</p> <p>c. There are attendees who obstruct, disrupt order, threaten to prevent the meeting from being conducted in a fair and lawful manner.</p>	Add to follow clause 7, 8 Article 24 Proposed amendment Company Charter

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

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

			<p>4. Shareholders shall be considered as attending and voting at the meeting of the General Assembly of Shareholders in the following cases:</p> <ol style="list-style-type: none"> a. Attending and voting directly at the meeting. b. Authorizing one or more other individuals, organizations to attend and vote at the meeting. c. Attending and voting via online conference, electronic voting or other electronic means. d. Sending votes to the meeting by mail, fax, email or other form of communication. <p>5. The provision of clause 4 this Article shall apply in case the General Assembly of Shareholders meets physically, via online conference and a combination of the above forms.</p>	
36	Add Article 15 Proposal		<p>Article 15. Conditions for passing Resolutions of the General Assembly of Shareholders</p> <ol style="list-style-type: none"> 1. Except for the case provided in clause 2 this Article, Article 17, clause 2 Article 24 and clause 2 Article 47 of this Regulation, resolutions of the General Assembly of Shareholders shall be approved if it is agreed by the number of Shareholders representing more than 50% of the total votes of all Shareholders attending and voting at the meeting. 2. A resolution on the following contents shall be approved if it is agreed by the number of Shareholders representing at least 65% of the total votes of all Shareholders attending and voting at the meeting, except for the case provided in Article 17, clause 2 Article 24 and clause 2 Article 47 of this Regulation: <ol style="list-style-type: none"> a. Type of shares and total number of shares of each type. b. Change to business lines and fields. c. Change to the Company's structure of organization and management. 	Add to follow Article 25 Proposed amendment Company Charter

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

			<p>unless otherwise decided by the General Assembly of Shareholders.</p> <p>4. Authorization to attend the meeting of the General Assembly of Shareholders in the form of online conference shall be conducted in the same way as that for physical meeting. In case the Shareholders provide their information to another person to use for registration of attending the meeting, such Shareholders shall be deemed to directly attend the meeting.</p> <p>5. Conditions for conducting the meeting of the General Assembly of Shareholders in the form of online conference shall be the same as those under Article 12 of this Regulation and Article 23 of the Company Charter. The basis for calculating the number of Shareholders attending the meeting shall be the number of Shareholders having completed registration to attend the online conference. In case of combining both physical meeting and online conference in the same meeting, the number of meeting attendees shall be the total number of Shareholders attending physically and Shareholders registering to attend the online conference.</p> <p>6. Meetings via online conference shall apply electronic voting and votes shall be cast electronically.</p> <p>7. The Organization Team may use technology to count and check the votes electronically. The Organization Team may decide to make the counting process public or only make the vote counting results public. Vote counting results must be announced before the closing of the meeting of the General Assembly of Shareholders, except that the Chairman may decide otherwise for objective reasons.</p> <p>8. Resolutions approved in the form of online conference shall follow provisions under Article 15, clause 2 Article 24 and clause 2 Article 47 of this Regulation and shall have the same validity as those approved at a physical meeting of the General Assembly of Shareholders</p>	
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39	Delete Article 15	<p>Article 15. Method of rejection of decisions of the General meeting of shareholders</p> <p>A shareholder who has voted not to pass the resolution on reorganization of the company or a change in the rights and obligations of shareholders provided in the company charter may request the company to redeem its/his/her shares according to the Point g, Clause 1, Article 16 of the Company Charter.</p> <p>Within ninety (90) days from the date of receiving the resolution or the meeting minutes of the General Meeting of Shareholders or the minutes of vote counting results regarding the solicitation of opinions from the General Meeting of Shareholders, a shareholder or a group of shareholders holding at least 05% of the total ordinary shares shall have the right to request a court or arbitration to consider and revoke the whole or part of a resolution of the General Meeting of Shareholders in the following cases:</p> <ul style="list-style-type: none"> - The order, procedures for convening and issuing resolutions of the General Meeting of Shareholders seriously violates regulations of the company charter; - The order, procedures for issuing resolution and the resolution content violates the laws or the Company's Charter, except for cases stipulated at Clause 5, Article 31 of the Company's Charter. 		<p>This content is stipulated at Article 29 Proposed amendment Company Charter; Rejection of decisions of the General meeting of shareholders referenced to rights of the Shareholders, so this content is stipulated at Company Charter</p>
40	Add clause 1 Article 18 Proposal		<p>Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders</p> <p>1. The Resolutions, meeting minutes of the General Assembly of Shareholders in the form of physical meeting, online conference, combination of physical meeting and online conference or collection of Shareholders' written opinions to approve Resolutions of the General Assembly of Shareholders shall comply with provisions of this Article and Article 28 of the Company Charter.</p>	<p>Add to follow factual operations of company</p>

41	Point d, e, i clause 1 Article 16	<p>Article 16. Preparation of minutes of the General Meeting of Shareholders</p> <p>1. The meeting of the General Meeting of Shareholders shall be recorded in minutes and may be sound-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may be in an additional foreign language, and contain the following principal details:</p> <p>d) Full names of the Chairman and secretary;</p> <p>e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each matter set out in the agenda;</p> <p>i) Full names of the chairman and secretary. In case the chairman, secretary refuses to sign in the meeting minutes, such minutes shall be valid if it is signed by all other attending members of the Board of Directors and fully contains contents as prescribed in this Clause. The meeting minutes must clearly specify such refusal.</p>	<p>Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders</p> <p>2. Meetings of the General Assembly of Shareholders must be recorded in minutes and may be audio or video recorded and kept in other electronic forms. Minutes must be made in Vietnamese, and in addition may be made in a foreign language and shall contain the following main contents:</p> <p>d. Full name of the chairman and the secretary;</p> <p>e. Summary of the meeting progress and opinions expressed at the meeting of the General Assembly of Shareholders on each issue in the agenda;</p> <p>i. Full name and signature of the Chairman and the Secretary. In case the Chairman, the Secretary refuses to sign the meeting minutes, such minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all contents as provided in this clause. The meeting minutes shall clearly state that the Chairman, the Secretary refuses to sign the meeting minutes.</p>	Rewrite to follow clause 1 Article 28 Proposed amendment Company Charter
42	Clause 2,3 Article 16	<p>Article 16. Preparation of minutes of the General Meeting of Shareholders</p> <p>2. The minutes of a General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.</p> <p>3. The chairman and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.</p> <p>The minutes of the meeting of the General Meeting of Shareholders must be sent to relevant authorities and published on the website of the Company within twenty-four (24) hours or sent to all shareholders within 15 days from the date of the closing of the meeting. The sending of minutes of vote counting results may be replaced by posting them on the Company's website. The meeting minutes of the General Meeting of</p>	<p>Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders</p> <p>3. The meeting minutes of the General Assembly of Shareholders must be finalized and approved before the closing of the meeting. The Chairman and the secretary of the meeting or another person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.</p> <p>5. Resolutions, meeting minutes of the General Assembly of Shareholders and relevant documents must be disclosed pursuant to the Laws within twenty four (24) hours.</p>	Rewrite to follow clause 2, 4 Article 28 Proposed amendment Company Charter

		Shareholders, the appendix listing the shareholders registered to attend the meeting, adopted resolutions and other relevant documents sent together with the meeting invitation shall be archived at the company's head office.		
43	Delete Article 17	Article 17. Announcement of resolutions of the General Meeting of Shareholders Resolutions of the General Meeting of Shareholders must be announced to the competent authorities and published on the Company's website within twenty-four (24) hours or sent to all shareholders of the Company within fifteen (15) days from the date of the resolutions.		This content is stipulated at clause 5 Article 18 this Proposed amendment Internal Regulations on Corporate Governance
44	Clause 1 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions Cases in which resolutions of the General Meeting of Shareholders were passed by collecting shareholders' written opinions are stipulated at Point c, Clause 2, Article 23 of the Company Charter. Competence and procedures for collecting shareholders' written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions: 1. The Board of Directors has the right to collect written opinion of the shareholders in order to pass a resolution of the General Meeting of Shareholders if it is considered necessary for the interests of the Company.	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 1. Based on the actual situation and if it is deemed necessary for the benefit of the Company, the Board of Directors may decide to collect written opinions of Shareholders to approve the decision of the General Assembly of Shareholders on all issues falling within the competence of the General Assembly of Shareholders.	Amend to follow clause 1 Article 27 Proposed amendment Company Charter
45	Clause 2 Article 18	Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 2. The Board of Directors shall prepare the written opinion form, a draft of the resolution of the General Meeting of Shareholders, documents explaining the draft resolution. The written opinion form, a draft of the	Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 2. The Board of Directors shall prepare the opinion collection form, draft resolution of the General Assembly of Shareholders, documents explaining the draft resolution and send the same to all Shareholders	Rewrite to follow clause 2 Article 27 Proposed amendment Company Charter

		<p>resolution and explaining documents must be sent by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable period of time for shareholders' consideration and voting and must be sent at least ten (10) days before the deadline for receiving shareholders' voting papers. The preparation of the list of shareholders to whom written opinion forms shall be sent must comply with Article 11 of this Regulation.</p>	<p>with voting rights no later than 10 days before the deadline to return the opinion collection form. The requirements and method for sending the opinion collection form and accompanying documents shall be the same as those provided in this Regulation and clause 3 Article 22 of the Company Charter.</p>	
46	<p>Point a, c, g clause 3 Article 18</p>	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions 3. The written opinion form must contain the following principal details: a) Name, head office address, number and date of issue of the enterprise registration certificate and place of business registration of the Company; b) Purpose of collecting written opinions; c) Full name, contact address, nationality, serial number of legal documents for an individual shareholder; name, enterprise identification number or serial number of legal documents, head office address for an institutional shareholder or full name, contact address, nationality, serial number of personal legal documents for the institutional shareholder's representative; the number of shares of each type and number of voting of each shareholder; d) Issue on which it is necessary to obtain opinions for passing; e) Voting options, comprising consent, non-consent, or abstention; f) Time-limit within which the completed written opinion form must be returned to the Company;</p>	<p>Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders 3. The opinion collection form must contain the following main contents: a. Name, head office address, enterprise code of the Company. c. Full name, contact address, nationality, number of legal document of individual in respect of Shareholders being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholders being organization or full name, contact address, nationality, number of legal document of individual in respect of the representative of Shareholder being organization; number of shares of each type and number of votes of Shareholder. g. Full name, signature of the Chairman of the Board of Directors.</p>	<p>Rewrite to follow clause 3 Article 27 Proposed amendment Company Charter</p>

		g) Full names and signatures of the Chairman of the Board of Directors and of the legal representative of the Company.		
47	Clause 4 Article 18	<p>Article 18. Adoption of resolutions of the General Meeting of Shareholders by collection of shareholders' written opinions</p> <p>4. Shareholders may send their completed written opinion form to the company by any of the following means:</p> <p>a) If sending by post, the completed written opinion form must bear the signature of the individual shareholder, or of the authorized representative or the at-law representative of the institutional shareholder. The written opinion form returned to the company must be in a sealed envelope and nobody is permitted to open the envelope prior the counting of the votes;</p> <p>b) By fax or electronic mail: The written opinion form sent to the Company by fax or electronic mail must be kept confidential until the time of vote-counting.</p> <p>Any completed written form which is returned to the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Written opinion forms which are not returned shall be deemed to be forms not participating in the vote.</p>	<p>Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders</p> <p>4. Shareholders shall give answer in respect of the issue on which opinion needs to be collected in the opinion collection form by choosing one of three voting options: agreement, disagreement and abstention.</p> <p>5. Shareholders may send the completed opinion collection form to the Company by mail, fax, email or other means of communication as follows:</p> <p>a. The completed opinion collection form must be signed by the Shareholder being individual, the legal representative of the authorized organization or the legal representative of the Shareholder being organization.</p> <p>b. In case of mailing, the opinion collection form sent to the Company shall be put in closely sealed envelope and no one may open it before vote counting is conducted. In case of sending by fax or email or by other means of communication, the opinion collection form must be kept confidential until the time the vote counting is conducted.</p> <p>c. Opinion collection forms which have been opened in case of mailing or published before the time the vote counting is conducted in case of sending by fax, email, or other means of communication shall be invalid.</p> <p>6. Opinion collection forms sent back within the requested time limit but not complying with clauses 4 and 5 this Article shall be invalid. Opinion collection forms not sent back and opinion collection forms sent to the Company after the end of the opinion collection (including the case of written opinion collection in form of paper document and in form of email) shall be considered as not participating in the voting.</p>	<p>Rewrite to follow clause 4, 5, 6 Article 27 Proposed amendment Company Charter</p>

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

	<p>a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors according to Point a Clause 9 Article 35 of the Company Charter;</p> <p>b) Summary of the meetings of the Board of Directors and decisions of the Board of Directors. Report on the transactions between companies, subsidiaries and companies with over 50% or more of charter capital controlled by the Company and members of the Board of Directors or their related parties; transactions between the Company and companies in which members of the Board of Directors are founding members or enterprise managers within the latest 03 years prior to the transaction time;</p> <p>c) Activities of independent members of the Board of Directors and independent members' evaluation of activities of the Board of Directors;</p> <p>d) Activities of committees under the Board of Directors;</p> <p>e) Results of supervision of the Chief Executive Officer's activities;</p> <p>f) Results of supervision of other Executives' activities; and</p> <p>g) Future plans.</p> <p>2. Report on the activities of the Supervisory Board</p> <p>Report on activities of the Supervisory Board submitted to the General Meeting of Shareholders is a report on the business results of the Company and the results of operations of the Board of Directors and the Chief Executive Officer, performance self-assessment report of the Supervisory Board and Supervisors, which must contain the following contents:</p> <p>a) Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board according to Article 50.2(d) of the Company Charter;</p>		
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		<p>b) Summary of the meetings of the Supervisory Board and the conclusions and suggestions of the Supervisory Board;</p> <p>c) Results of monitoring the company's finance and operation. Report on evaluation of the transactions between companies, subsidiaries and companies with over 50% or more of charter capital controlled by the Company and members of the Board of Directors, Chief Executive Officer, other executives of the company and their related parties; transactions between the Company and companies in which members of the Board of Directors, Chief Executive Officer, other executives of the company are founding members or enterprise managers within the latest 03 years prior to the transaction time;</p> <p>d) Results of supervision of the Board of Directors, the Chief Executive Officer and other Executives;</p> <p>e) Results of assessment of the cooperation between the Supervisory Board and the Board of Directors, the Chief Executive Officer and the shareholders.</p>		
53	Delete Article 20	<p>Article 20. Language used in the General Meeting of Shareholders</p> <p>1. The official language used in General Meetings of Shareholders shall be Vietnamese.</p> <p>2. If the Chairman does not appoint an interpreter for a General Meeting of Shareholders, foreign shareholders shall be entitled to be accompanied by his/her interpreter at the meeting by providing a prior notice to the organization board of the meeting for its arrangement of the seat for the interpreter.</p>		Law on Enterprises and Law on Securities are not mentioned to these regulations
54	Delete Article 21	<p>Article 21. Organizational structure of the Board of Directors</p> <p>1. Chairman of the Board of Directors;</p> <p>2. Deputy Chairman of the Board of Directors;</p> <p>3. Members of the Board of Directors;</p>		This content is stipulated at clause 3 Article 21 this Proposed amendment Internal

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

		Directors has between 09 and 11 members.		
57	Delete Clause 5 Article 22	Article 22. Composition of the Board of Directors; duties, rights and obligations of the Board of Directors, members of the Board of Directors 5. Duties and authorities of the Board of Directors, members of the Board of Directors are stipulated in Article 35 of the Company Charter		This content is stipulated at Article 20 and 25 this Proposed amendment Internal Regulations on Corporate Governance
58	Add Article 20 Proposal		Article 20. Rights and obligations of the Board of Directors 1. To decide on the strategy, medium-term development plan and annual business plan of the Company. 2. To propose the type of shares and the total number of shares authorized to be offered for sale of each type. 3. To decide on the selling of unsold shares within the number of shares authorized to be offered for sale of each type; decide on mobilizing additional capital in other form. 4. To decide on the selling price of shares and bonds of the Company. 5. To decide on the redemption of no more than 10% of the total number of sold shares of each type within 12 months and decide on the redemption price in accordance with Article 14 of the Company Charter. 6. To decide on the investment plans and investment projects within the competence and limits as provided by the Law on Enterprises, the Law on Securities and the Company Charter. 7. To decide on the market development, marketing and technology solutions. 8. To approve the contracts, transactions with a value of less than 35% of the total value of assets recorded in the	Add to follow Article 153 Law on Enterprises and clause 2 Article 32 Proposed amendment Company Charter

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

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

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

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

			<p>member no longer satisfies in full the standards and conditions provided in clause 2 this Article, and shall automatically no longer be the independent member of the Board of Directors from the date of failure to satisfy in full the standards and conditions. The Board of Directors must inform about the case of the independent member of the Board of Directors no longer satisfying in full the standards and conditions at the nearest meeting of the General Assembly of Shareholders or must convene a meeting of the General Assembly of Shareholders to conduct additional election or replace the independent member of the Board of Directors within 06 months from the date of receipt of the notification from the relevant independent member of the Board of Directors.</p>	
64	Delete clause 1 Article 24	<p>Article 24. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors</p> <p>1. Before a meeting of the General Meeting of Shareholders, the shareholders have the right to jointly set up a group to nominate candidates to the Board of Directors.</p>		<p>This content is stipulated at Article 23 this Proposed amendment Internal Regulations on Corporate Governance</p>
65	Point a, b Clause 2 Article 24	<p>Article 24. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Board of Directors</p> <p>2. The nomination and election of members of the Board of Directors shall comply with following provisions:</p> <p>a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate to the Board of Directors;</p> <p>b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%)</p>	<p>Article 23. Nomination and candidacy for members of the Board of Directors</p> <p>1. The nomination and candidacy for members of the Board of Directors shall be as follows:</p> <p>a. A Shareholder or group of Shareholders owning 10% to less than 20% of the total number of voting shares may nominate up to one (01) candidate to the Board of Directors;</p> <p>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;</p>	<p>Amend to follow Article 30 Proposed amendment Company Charter</p>

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

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

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

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

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

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

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

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

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

			teleconference or other forms that is duly convened and conducted shall be effective.	
93	Point i clause 1 Article 33	<p>Article 33. Meeting minutes of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be recorded in minutes and may be sound-recorded, recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may be made in foreign languages with main following contents:</p> <p>i) Full names and signatures of the chairperson and minutes recorder. If the Chairman of the meeting, minutes recorder refuses to sign in the meeting minutes, but such minutes is signed by the remaining members of the Board of Directors and contains sufficient contents according to the Laws, it shall be valid.</p> <p>The Chairman and the person writing the minutes must be responsible for the accuracy and truthfulness of the minutes of meetings of the Board of Directors.</p>	<p>Article 34. Minutes of meetings of the Board of Directors</p> <p>1. All meetings of the Board of Directors must be minuted and may be audio recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must include the following main contents:</p> <p>i. Full names and signatures of the chairman and the minutes recorder. If the chairman, the minutes recorder refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all the contents provided in points a to h of this clause, then the minutes shall take effect. The meeting minutes shall clearly state that the chairman, the minutes recorder refuses to sign the meeting minutes. The persons signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the meeting minutes of the Board of Directors. The Chairman, the minutes recorder shall be personally liable for damage caused to the Company due to his/her refusal to sign the meeting minutes pursuant to the Laws.</p> <p>2. The Chairman, the minutes recorder and the persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the meeting minutes of the Board of Directors.</p>	Rewrite to follow clause 2, 3 Article 158 Law on Enterprises (amended and supplemented on 11/01/2022)
94	Clause 2 Article 33	<p>Article 33. Meeting minutes of the Board of Directors</p> <p>2. The Chairman of the Board of Directors is responsible for circulating the minute of a meeting of the Board to other members, and such minute shall be the authentic evidence of the work carried out at that meeting. Minute of a meeting of the Board of Directors must be signed off by all members of the Board of Directors attending the meeting. The minute is made in multiple copies, each copy must be signed off by least</p>	<p>Article 34. Minutes of meetings of the Board of Directors</p> <p>3. The Chairman of the Board of Directors shall be responsible for sending the meeting minutes of the Board of Directors to the members and such minutes shall be authentic evidence of the works carried out in those meetings. The meeting minutes may be made in multiple copies and each copy shall be signed by at least one (01) member of the Board of Directors attending in the meeting.</p>	Rewrite to follow clause 2 Article 158 Law on Enterprises (amended and supplemented on 11/01/2022)

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

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

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

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

			members of the Board of Directors and non-members. Each Committee shall have at least one independent member of the Board of Director/non-executive member of the Board of Director.	
100	Clause 2, 3 Article 38	<p>Article 38. Committees of the Board of Directors</p> <p>2. The Board of Directors shall issue detailed regulations on the establishment of each committee, duties of each committee, duties of members of each committee or duties of independent members appointed to be in charge of human resources and salary and bonus.</p> <p>3. Establishment and operation of committees of the Board of Directors include the following main items:</p> <p>a) Functions of the committees;</p> <p>b) Criteria to be a member of a committee;</p> <p>c) Voting methods;</p> <p>d) Powers;</p> <p>e) Obligations and responsibilities of each committee and its members; and</p> <p>f) Reporting obligations.</p>	<p>Article 38. 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, regulations on operations of the Board of Directors, this Regulation, the Company Charter and relevant Laws.</p>	Rewrite to follow clause 3 Article 38 Proposed amendment Company Charter
101	Add Clause 1 Article 40 Proposal		<p>Article 40. Risk Management Committee</p> <p>1. The Risk Management Committee shall be the organ assisting the Board of Directors in exercising those powers and duties of the Board of Directors related to risk management. The Risk Management Committee shall not perform duties related to risk assessment and management that are subject to the power of the Risk Operation Committee under the Executive Board, the Chief Executive Officer and Risk Management Director.</p>	Add general regulation based on Terms of Reference issued newly of these Committees
102	Clause 1 Article 39	<p>Article 39. Risk Management Committee</p> <p>1. Members</p> <p>The Risk Management Committee consists of three (03) members who are members of the Board of Directors and are appointed, relief of duty or removed from office by the Board of Directors. The Board of Directors will</p>	<p>Article 40. Risk Management Committee</p> <p>2. The number of members of the Risk Management Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements on experiences and qualifications. The</p>	Amend to follow Terms of Reference issued newly of these Committees

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

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

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

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

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

	<p>resolutions of all meetings of the Internal Audit Committee, including names of participants and attendants. Minutes of meetings of the Internal Audit Committee must be circulated promptly to all members of the Internal Audit Committee and, once agreed, be circulated to all members of the Board of Directors.</p> <ul style="list-style-type: none"> - The head of the Internal Audit Committee shall appoint a secretary of the Internal Audit Committee, who does not necessarily need to be a member of the Internal Audit Committee. - The Internal Audit Committee shall: <ul style="list-style-type: none"> ▪ Periodically meet with the Management Board, the Internal Audit Director and Independent Auditor. ▪ Ensure that the employees performing internal audit functions and the Independent Auditors are not restricted from accessing the Internal Audit Committee. ▪ Regularly report to the Board of Directors on the activities of the Internal Audit Committee and review and report to the Board of Directors on the performance of the Internal Audit Committee on an annual basis. ▪ Annually review and assess the completeness of these Regulations and propose changes to the Board of Directors for approval. ▪ Cooperate with the Management Board to review and assess the internal control structure and the financial reporting process of the Company and periodically, but at least quarterly, review the conclusions of the Management Board on the effectiveness of the internal control procedures and measures, including major deficiencies or weaknesses in such control measures and procedures. <p>b) Supervision of the Internal Audit Department In cooperation with the Risk Management Committee, and in accordance with the regulations of the State</p>		
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	<p>Securities Commission, review and discuss with the Management Board at least once a year on:</p> <ul style="list-style-type: none"> - Key guidelines and policies for the Company’s important processes related to risk assessment and management; and - Key financial risks of the Company and work performed by the Management Board to monitor and control such risks. <p>c) Supervision of internal audit function</p> <ul style="list-style-type: none"> - Consider and approve the appointment and discharge of the Internal Audit Director who is responsible to report directly to the head of the Internal Audit Committee. - Review and discuss important findings through internal audit which have been reported to the Sub-c Board by the Internal Audit Department and review and discuss feedbacks of the Management Board and progress of implementing remedies. - Review and assess the completeness of the work performed by the Internal Audit Department and ensure that this function is independent and has sufficient resources to accomplish its tasks, including implementing annual audit plans. - Approve Internal Audit Rules and Manual and any update thereof; - Evaluate and approve the annual internal audit plans, ensuring that the annual audit plans are developed based on risk orientation and must specify the constraints that may prevent the internal auditors from implementing the annual audit plans. - Review and approve the annual budget of the Internal Audit Department. <p>d) Reporting obligations</p> <ul style="list-style-type: none"> - The Internal Auditor Committee will review these Regulations and the performance of the committee and propose necessary changes to the Board of Directors. 		
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		<p>- The Internal Audit Committee shall formulate reports on the roles and responsibilities and activities undertaken by itself to be included in the annual report of the Company. This report shall include the following main contents:</p> <ul style="list-style-type: none"> ▪ Brief of the functions of the Internal Audit Committee; ▪ Name of all members of the Internal Audit Committee during the relevant period; ▪ Total number of meetings of the Internal Audit Committee and attendance of each member; ▪ Method of fulfilling duties of the Internal Audit Committee; and ▪ Important issues related to the internal control system and the effectiveness of the internal control system. <p>The head of the Internal Audit Committee will attend the annual General Meetings of Shareholders and through the Chairman of the Board of Directors answer questions about the activities and responsibilities of the Internal Audit Committee.</p>		
111	Add Clause 1 Article 41 Proposal		<p>Article 41. Salary, Bonus Committee</p> <p>1. The Salary, Bonus Committee shall be the organ assisting the Board of Directors in exercising those powers and duties related to senior human resource work, salary, bonus and employee benefits. The Salary, Bonus Committee shall not perform daily human resource work of the human resource department and the Executive Board.</p>	Add general regulation based on Terms of Reference issued newly of these Committees
112	Clause 1 Article 41	<p>Article 41. Remuneration Committee</p> <p>1. Members</p> <p>The Remuneration Committee consists of at least three (03) members of the Board of Director and one (01) member of the Supervisory Board to supervise the activities of the Committee. Members of the Remuneration Committee shall be appointed, relief of duty or removed from office by the Board of Director.</p>	<p>Article 41. Salary, Bonus Committee</p> <p>2. The number of members of the Salary, Bonus Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements for experiences and qualifications. The Board of Directors shall elect or appoint members of the</p>	Amend to follow Terms of Reference issued newly of these Committees

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

		<p>- To assess at least twice per year the scale and structure of the payroll, bonus and other benefits of each member of the Board of Directors, other management and propose necessary changes for approval by the General Meeting of Shareholders in the next meeting.</p> <p>- Any decision of the Remuneration Committee shall be based on the decision of a majority of the members of the Remuneration Committee.</p>		<p>to these regulations; These regulations shall be stipulated at regulations on operations of these Committees</p>
115	Clause 1 Article 42	<p>Article 42. Person in charge of corporate governance</p> <p>1. The Board of Directors must nominate at least one (01) person in charge of company governance to support company governance effectively. The person in charge of company governance can concurrently take over the position as the company secretary as specified in Clause 5, Article 156 of the Law on Enterprises.</p>	<p>Article 42. Person in charge of Company's governance</p> <p>1. The Board of Directors shall appoint at least 01 person in charge of Company's governance to assist with the Company's governance works. The person in charge of Company's governance may concurrently be the Company's secretary.</p>	<p>Rewrite to follow clause 1 Article 37 Proposed amendment Company Charter</p>
116	Point c clause 2 Article 42	<p>Article 42. Person in charge of corporate governance</p> <p>2. The person in charge of corporate governance must satisfy the following criteria:</p> <p>a) Have knowledge and understanding of the law;</p> <p>b) Not concurrently work for the independent auditor currently auditing the financial statements of the Company; and</p> <p>c) Other criteria stipulated by law, the Company Charter and decisions of the Board of Directors.</p>	<p>Article 42. Person in charge of Company's governance</p> <p>2. The person in charge of Company's governance must meet the standards as decided by the Board of Directors in accordance with the laws.</p> <p>4. The person in charge of Company's governance must not concurrently work for the approved audit organization which is auditing the Company's financial statements.</p>	<p>Rewrite to follow Article 281 Decree 155/202</p>
117	Clause 3 Article 42	<p>Article 42. Person in charge of corporate governance</p> <p>3. The Board of Directors may dismiss the person in charge of corporate governance, but such dismissal must not be contrary to applicable labour law. The Board of Directors may appoint an assistant to the person in charge of corporate governance from time to time.</p>	<p>Article 42. Person in charge of Company's governance</p> <p>3. The appointment, removal, dismissal and replacement of the person in charge of Company's governance shall be decided by the Board of Directors and must be disclosed in accordance with the Laws.</p>	<p>Amend to follow the Mandatory Template and Article 11 Circular 96/2020</p>
118	Add point g,i clause 5 Article 42 Proposal		<p>Article 42. Person in charge of Company's governance</p> <p>5. The person in charge of Company's governance shall have the followings rights and obligations:</p> <p>g. To receive and manage the public disclosure of benefits and contracts, transactions from members of the</p>	<p>Add to follow clause 3 Article 37 Proposed amendment Company Charter</p>

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

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

		<p>2. The nomination and election of members of the Supervisory Board shall comply with the following provisions:</p> <p>a) A shareholder or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate to the Supervisory Board;</p> <p>b) A shareholder or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate two (02) candidates to the Supervisory Board;</p>	<p>a. A Shareholder or a group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total number of voting rights may nominate up to one (01) candidate to the Broad of Supervision;</p> <p>b. A Shareholder or a group of Shareholders holding twenty percent (20%) to less than thirty percent (30%) of the total number of voting shares may nominate up to two (02) candidates to the Board of Supervision;</p>	<p>amendment Company Charter</p>
126	<p>Delete point f clause 3 Article 44</p>	<p>Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board</p> <p>3. Information related to the candidates for members of the Supervisory Board to be disclosed includes:</p> <p>f) Other information (if any) according to the Company Charter</p> <p>The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, member of the Supervisory Board, other management positions and benefits related to such company (if any)</p>		<p>delete to follow Article 41 Proposed amendment Company Charter</p>
127	<p>Clause 4 Article 44</p>	<p>Article 44. Shareholders and groups of shareholders who self-nominating or nominating candidates for the Supervisory Board</p> <p>4. In case the number of nominated and self-nominated candidates for the Supervisory Board is smaller than that required, the incumbent Supervisory Board may additionally recommend candidates to meet the sufficient number of candidates. The additional recommendation of candidates by the incumbent Supervisory Board must be fully disclosed and approved by the General Meeting of Shareholders before the election</p>	<p>Article 46. Nomination and candidacy for members of the Board of Supervision (Supervisors)</p> <p>3. In case the number of candidates for the Board of Supervision through nomination, candidacy in accordance with clause 1 this Article are still not sufficient as provided by the Laws, the incumbent Board of Supervision shall nominate additional candidates in accordance with the order, procedures provided in this Regulation and the Regulations on Operations of the Board of Supervision. The nomination of additional candidates by the incumbent Board of Supervision must be clearly announced before the General Assembly of</p>	<p>Rewrite to follow clause 3 Article 41 Proposed amendment Company Charter</p>

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

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

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

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

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

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

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

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

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

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

		<p>3. Criteria for appointment of other managers</p> <p>a) Must have professional ethics and a sense of responsibility of compliance with the regulations of the Company;</p> <p>b) Must have professional qualifications in the assigned areas and capability to organize and direct and perform the assigned work in a good manner; and</p> <p>c) Must be selected and introduced to the Board of Directors by the Chief Executive Officer.</p> <p>4. The Chief Executive Officer has rights and obligations as provided in Clause 4 Article 45 of the Company's Charter and relevant laws</p>		
151	Article 51	<p>Article 51. Appointment of Executives</p> <p>1. The Board of Directors shall appoint one (1) of its members or another person as the Chief Executive Officer. The Chief Executive Officer must not be a person prohibited from holding the position by law and must satisfy the standards and conditions under law and the Company Charter. The Chief Executive Officer shall have a term of office not exceeding five (5) years and may be re-appointed. The re-appointment shall be effective pursuant to the regulations in the labour contract of the Chief Executive Officer.</p> <p>2. As the request of the Chief Executive Officer and as approved by the Board of Directors, the Company may recruit other Managers in appropriate quantity and qualifications in accordance with the structure and management rules of the Company as stipulated by the Board of Directors. The Managers must be diligent to support the Company in achieving its operational and organizational objectives.</p>	<p>Article 52. Roles, term of office of the Chief Executive Officer</p> <p>1. The Board of Directors shall appoint 01 member of the Board of Directors or employ another person to be the Chief Executive Officer.</p> <p>2. The Chief Executive Officer shall be the person in charge of managing the daily business operations of the Company; subject to the Board of Directors' supervision; responsible before the Board of Directors and the Laws for the exercise of the assigned powers and duties.</p> <p>3. The Chief Executive Officer shall have the term of office of not exceeding five (05) years and may be re-appointed for an unlimited number of terms.</p>	<p>Rewrite to follow Article 40 Proposed amendment Company Charter</p>
152	Delete Article 52	<p>Article 52. Signing labor contracts with Executives, remuneration and other benefits of the Chief Executive Officer</p> <p>Remuneration, salary, benefits, and other terms of the labor contract for the Chief Executive Officer are</p>		<p>It is not necessary because regulations on removal, dismissal of members are</p>

		decided by the Board of Directors; labor contracts for other executives are decided by the Board of Directors after consulting with the Chief Executive Officer.		stipulated at this Internal Regulations on Corporate Governance (in factual operations of company, Chairman of BoD have to sign labor contracts)
153	Delete Article 53	<p>Article 53. Cases of relief of duty, removal from office and terminating contracts with Executives of the Company</p> <p>1. An Executive shall be relieved of duty in the following cases:</p> <ul style="list-style-type: none"> a) Such Executive no longer meets the criteria and conditions to be an Executive as stipulated in Article 50 of these Regulations; b) Such Executive does not exercise his or her rights and obligations in six consecutive months, except in case of a force majeure event; c) Such Executive has submitted a written resignation notice which has been approved; and d) Other cases as stipulated in the Company Charter. <p>2. An Executives shall be removed from office in the following cases:</p> <ul style="list-style-type: none"> a) The executive commits a breach of the obligations of managers of the Company as stipulated in Article 165 of the Law on Enterprises; b) Such Executive fails to perform correctly his or her delegated rights and obligations, fails to perform or fails to fully or promptly perform the resolutions of the Board of Directors; c) Such Executive performs his or her delegated rights and obligations not in compliance with the law, the 		The Mandatory Template are not mentioned to these regulations

		<p>Company Charter or the resolutions of the Board of Directors;</p> <p>d) Such Executive uses information, know-how or business opportunities of the Company for his or her own personal interest or for the interest of other organizations or individuals; and/or</p> <p>e) Such Executive uses his or her position or powers or assets of the Company for his or her own personal interest or for the interest of other organizations or individuals.</p> <p>3. The termination of labor contract with an executive of the Company must comply with applicable laws</p>		
154	Delete Article 54	<p>Article 54. Notice of appointment, relief of duty, contract signing, and contract termination of Executives</p> <p>1. Notice of replacement, appointment, re-appointment, election, relief of duty, removal from office, submission of resignation letter of an Executive must be disclosed to competent authorities and posted on the Company’s website within twenty-four (24) hours from the date of the notice of election, relief of duty, removal from office, submission of resignation letter of members of the Executive.</p> <p>2. When disclosing information in terms of replacement, appointment, re-appointment, relief of duty, submission of resignation letter of members of a Supervisor, the Company shall send the curriculum vitae of new members of the new Executive (if any) to competent authorities.</p>		The Mandatory Template are not mentioned to these regulations
155	The first and second bullet point, point a clause 1 Article 55	<p>Article 55. Sequence and procedures for nomination, appointment, and removal of the Executive Management Board and other managers</p> <p>1. Sequence and procedures for nomination, appointment and removal of the Chief Executive Officer:</p>	<p>Article 55. Nomination, appointment, removal, dismissal of the Chief Executive Officer</p> <p>1. The nomination and appointment of the Chief Executive Officer shall be implemented in accordance with the following procedures:</p> <p>a. The incumbent Chairman and incumbent members of the Board of Directors may nominate candidates for the</p>	Rewrite to make it clearer

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

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

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

			<p>reported to the General Assembly of Shareholders at the annual meeting.</p> <p>3. The procurement of management liability insurance for the Chief Executive Officer shall be decided by the Board of Directors in an annual basis.</p>	
162	Clause 1 Article 56	<p>Article 56. Processes and procedures for convening meetings, notice of meetings, recording of minutes, and notification of meeting results between the Board of Directors, the Supervisory Board and the Chief Executive Officer; cases that the Chief Executive Officer or the Supervisory Board request to convene the meeting of the Board of Directors and matters that the Board of Directors needs to have opinions on</p> <p>1. The Chairman of the Board of Directors shall invite members of the Supervisory Board (the head of the Supervisory Board and/or Supervisors) to attend or may invite members of the Executive Board to attend all meetings of the Board of Directors.</p>	<p>Article 57. Exchange information, attendance in meetings and proposal for meetings</p> <p>1. At all meetings of the Board of Directors, the Chairman of the Board of Director shall invite members of the Board of Supervision (the Head of the Board of Supervision and/or Supervisors) to attend, and may invite the Chief Executive Officer, members of the Executive Board to attend.</p>	Amend title and rewrite to make it clearer
163	Article 58	<p>Article 58. Report by the Chief Executive Officer to the Board of Directors on the implementation of the assigned duties and powers of the Chief Executive Officer</p>	<p>Article 59. Report of the Chief Executive Officer to the Board of Directors</p>	Amend title
164	Article 59	<p>Article 59. Matters on which the Chief Executive Officer must report and provide information, and method of notifying, to the Board of Directors and the Supervisory Board</p>	<p>Article 60. Issues to be reported by the Chief Executive Officer to the Board of Directors, the Board of Supervision</p>	Amend title
165	Clause 1 Article 60	<p>Article 60. Coordination of inspection, management and supervision activities between members of the Board of Directors, Supervisors and the Executive Management Board</p> <p>1. Members of the Board of Directors, the Supervisory Board and the Executive Management Board must: coordinate closely; discuss their work with each other regularly; and provide information in a cooperative and supportive manner to facilitate the exercise of each person's rights and duties under the Company Charter</p>	<p>Article 61. Coordination of operations between members of the Board of Director, Supervisors and the Chief Executive Officer</p> <p>1. Members of the Board of Directors, the Board of Supervision and the Chief Executive Officer shall closely coordinate with each other, regularly exchange opinions at works and provide information in the spirit of cooperation, support, and creation of favorable conditions for the performance of the rights and duties of the members in accordance with the Company's Charter</p>	Amend title and rewrite to make it clearer

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

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

	<p>Company, subsidiaries and companies that are controlled by the Company with over 50% or more of charter capital with that member or related people of that member, in accordance with current laws. Transactions related to the above subjects must be approved by the General Meeting of Shareholders or the Board of Directors; the Company must disclose information on these resolutions in accordance with provisions of Law on Securities.</p> <p>4. A member of the Board of Directors is not permitted to vote on any transaction which benefits such member or a related person of such member as prescribed in the Law on Enterprises and the Company Charter.</p> <p>5. Members of the Board of Directors, Supervisors, members of the Executive Management Board and other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed or reveal such information to any other person in order to conduct a related transaction.</p> <p>Article 65. Related party transactions</p> <p>1. When conducting transactions with any related person, the Company must enter into a written contract on the principle of equality and voluntariness.</p> <p>2. The Company must apply necessary measures to prevent related persons from interfering in the Company's activities and causing loss to the Company's interests by controlling trading, by buying and selling, and by pricing goods and services of the Company.</p> <p>3. The Company must apply necessary measures to prevent shareholders and related persons from conducting any transaction causing a loss of capital, of assets or of other resources of the Company.</p> <p>Article 66. Transactions with shareholders, managers and their related persons</p>		
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	<p>1. The Company is not permitted to provide loans or guarantees to shareholders being organizations or to their related persons, except in the following cases:</p> <p>a) The Company and the organization which is a related person of the shareholder are both companies within the same group or companies operating as a group of companies comprising parent company – subsidiary or economic group, and such transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Company Charter; and</p> <p>b) Otherwise prescribed by law.</p> <p>2. The Company is not permitted to conduct the following transactions, except where they are approved by the General Meeting of Shareholders:</p> <p>a) Provide a loan or guarantee to a member of the Board of Directors, the Supervisory Board or the Executive Management Board or to other managers or to individuals or organizations related to such entities, except where the Company and the organization related to the shareholder are both companies within the same group or companies operating as a group of companies comprising parent company – subsidiary or economic group, and specialized branch law stipulates otherwise.</p> <p>b) Transactions whose values are more than 35% of the total value of the Company’s assets or transactions that make the accumulative values of similar transactions within the last 12 months more than 35% of the total value of the company’s assets as recorded in the latest financial statements between the Company and the following related parties:</p> <ul style="list-style-type: none">- A member of the Board of Directors, a Supervisor, a member of the Executive Management Board, other managers and related persons of these people;- A shareholder or a representative of a shareholder owning more than 10% of the total ordinary share		
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		<p>capital of the Company and any related persons of such entity;</p> <p>- Enterprises related to the entities prescribed in Clause 2 Article 164 of the Law on Enterprises.</p> <p>3. The Board of Directors shall approve the contracts and transactions prescribed in clause 2(b) above with a value of less than 35% of the total value of assets recorded in the most recent financial statements or at a smaller percentage as prescribed in the Company Charter.</p> <p>Article 67. Ensuring the lawful rights of persons with interests related to the Company</p> <p>1. The Company must discharge owing to the community and to persons with interests related to the Company in accordance with the current regulations and the Company Charter.</p> <p>2. The Company must comply with the laws on labour, environment and society.</p>		
172	Delete Chapter X From Article 68 to Article 72	<p>Article 68. Obligation to disclose information</p> <p>1. The Company is obliged to disclose complete, accurate and up-to-date information to shareholders and the public on a periodical and ad-hoc basis about its production and business operational status, and about the financial status and corporate governance status of the Company. The Company must completely, accurately and promptly disclose other information which may affect the price of securities and/or decisions of shareholders and investors. Information to be disclosed and the method of information disclosure shall accord with the provisions of the law and the Company Charter.</p> <p>2. Information must be disclosed by a method which ensures that shareholders and the public have equal access to it. The wording of disclosed information must be clear, easily understandable, and not cause misunderstanding to shareholders and investors.</p>		The Mandatory Template are not mentioned to these regulations; These regulations shall be implemented in accordance with the law and the Company Charter

	<p>Article 69. Information disclosure on organization and management structure of the Company</p> <ol style="list-style-type: none">1. The Company must report to the State Securities Commission and the Stock Exchanges and disclose information on the organization, management structure and operation of the Company in accordance with Article 137 of Law on Enterprises.2. If the Company changes its operational model it must notify the State Securities Commission and the Stock Exchange and disclose information within 24 hours as from the time of the decision by the General Meeting of Shareholders on such change of model. <p>Article 70. Disclosure of information about corporate governance</p> <ol style="list-style-type: none">1. The Company must disclose information about its corporate governance status at annual General Meetings of Shareholders and in annual reports of the Company in accordance with the law on securities regarding disclosure of information.2. The Company is obliged to make a biannual report and to disclose information about its corporate governance status in accordance with the law on securities regarding disclosure of information.3. Disclosed information must at least include the following:<ol style="list-style-type: none">a) Members and structure of the Board of Directors and the Supervisory Board;b) Activities of the Board of Directors and the Supervisory Board;c) Activities of the independent and non-executive members of the Board of Directors;d) Activities of committees of the Board of Directors;e) Plans for increasing the efficiency of managerial activities;		
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	<p>f) Remunerations and expenses for members of the Board of Directors, members of the Supervisory Board, and members of the Executive Management Board;</p> <p>g) Information of transactions on the securities of the Company of members of the Board of Directors, the Supervisory Board and the Executive Management Board, the Chief Accountant, persons authorised to disclose information, major shareholders and other transactions of members of the Board of Directors, the Supervisory Board and the Executive Management Board and related persons of such entities;</p> <p>h) Number of members of the Board of Directors, the Supervisory Board and the Executive Management Board having participated in the Company's training sessions on management of the Company;</p> <p>i) Matters that have not been implemented in accordance with these Regulations and relevant reasons and remedial solutions for such matters.</p> <p>Article 71. Responsibilities of members of the Board of Directors, members of the Supervisory Board and of the Chief Executive Officer to provide reports and disclose information</p> <p>In addition to the responsibilities prescribed in Article 64 of this Regulation, members of the Board of Directors, Supervisors and the Chief Executive Officer are responsible to report the following to the Board of Directors and/or the Supervisory Board:</p> <ol style="list-style-type: none">1. Any transaction between the Company with a company in which such member was a founding member or a member of the Board of Directors or the Chief Executive Officer during the most recent three-year period prior to the time of such transaction; and2. Any transaction between the Company with a company in which a related person of such member is a member of the Board of Directors or the Chief Executive Officer or a major shareholder.		
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		<p>Article 72. Personal liability in case of failure to fully disclose information</p> <p>Any person who breaches the regulations on disclosure of information shall be subject to disciplinary measures, administrative penalties or criminal prosecution in accordance with the law, depending on the nature and materiality of the breach, and must compensate for any loss caused by such person.</p>		
173	Clause 1 Article 73	<p>Article 73. Supplement and amendment to the Regulations</p> <p>1. Any supplement and amendment to these Regulations must be considered and decided by the General Meeting of Shareholders.</p>	<p>Article 65. Amendment to Regulation</p> <p>1. The amendment, supplement and replacement of this Regulation must be approved by the General Assembly of Shareholders and issued by the Board of Directors.</p>	Rewrite to make it clearer
174	Clause 1, 2, 4 Article 74	<p>Article 74. Implementation provisions</p> <p>1. These Regulations include 11 chapters, 74 articles as passed by the General Meeting of Shareholders and shall take effect from the date of signing.</p> <p>2. These Regulations are the only and official Regulations of the Company.</p> <p>4. The Board of Directors, committees under the Board of Directors, the Executive Management Board, other managers, all employees and any organizations and individuals related to the activities of disclosure of information of Ho Chi Minh Securities Corporation shall be responsible for implementing these Regulations.</p>	<p>Article 66. Implementation provision</p> <p>1. This Regulation consists of 8 chapters and 66 articles, is approved by the General Assembly of Shareholders on 08 August 2022, with effect from the date of approval.</p> <p>2. This Regulation is the sole and official regulation of the Company, replacing all previous internal regulations on governance of the Company.</p> <p>4. The Board of Directors, the Committees directly under the Board of Directors, the Chief Executive Officer, other executives, relevant organizations, individuals, employees shall be responsible for the implementation of this Regulation.</p>	Update information and rewrite to make it clearer

Ho Chi Minh City Securities Corporation



**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE**

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LEGAL BASIS

- 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;
- Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
- Decree No. 155/2020/ND-CP promulgated by the Government on 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Circular No. 121/2020/TT-BTC promulgated by the Ministry of Finance on 31 December 2020 regulating the operations of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under the Government’s Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Charter of Ho Chi Minh City Securities Corporation (hereafter referred to as “Company”);
- The Resolution No. __/2022/NQ–DHDCD of the General Assembly of Shareholders dated 08 August 2022 approving the Internal Regulations on Corporate Governance;
- The Board of Directors of the Company issues the Internal Regulations on Corporate Governance (hereafter referred to as “this Regulation”), including the following contents:

CHAPTER I

GENERAL PROVISIONS

Article 1. Governing scope

1. This Regulation provides the fundamental principles of internal governance of the Company. Matters that are not provided in this Regulation shall be subject to the provisions of the Company Charter. Terms that are capitalized in this Regulation shall have the same meaning as provided in the Company Charter.
2. This Regulation sets out the following contents:
 - a. Principles of Corporate Governance;
 - b. Role, rights and obligations of the General Assembly of Shareholders, power to convene meetings, meeting procedures, program, agenda, authorization for attendance at meetings, conditions, procedures for conducting meetings of the General Assembly of Shareholders, as well as methods for voting, passing resolutions of the General Assembly of Shareholders, meeting via online conference and collecting written opinions of the General Assembly of Shareholders;
 - c. Role, rights and duties of the Board of Directors, composition, term of office, standards, conditions, procedures for nomination, candidacy, election, removal, dismissal of members of the Board of Directors, conditions for meetings, procedures for voting, issuing resolutions, decisions of the Board of Directors, committees of the Board of Directors;
 - d. Rights and duties of the Board of Supervision, composition, term of office, standards, conditions, procedures for nomination, candidacy, election, removal, dismissal of members of the Board of Supervision, procedures for meeting, issuing decisions of the Board of Supervision;
 - e. Role, term of office, rights and duties of the Chief Executive Officer, conditions, standards, procedures for selection, appointment and removal of the Chief Executive Officer; and
 - f. Relationship, coordination of activities between the Board of Directors, the Board of Supervision and the Chief Executive Officer.

Article 2. Subjects of Application

This Regulation is applicable to the Chairman and members of the Board of Directors, the Board of Supervision, the Chief Executive Officer and their related persons.

Article 3. Principles of Corporate Governance

1. Reasonable, effective governance structure.
2. Ensuring the performance efficiency of the Board of Directors, the Board of

Supervision; enhancing the responsibility of the Board of Directors to the Company and Shareholders.

3. Ensuring the rights of shareholders, the equal treatment for all Shareholders.
4. Ensuring the roles of investors, stock market and intermediate institutions in supporting the governance activities of the Company.
5. Respecting and ensuring legal rights and interests of parties with related interests in the governance of the Company.
6. Making timely, sufficient, accurate and transparent disclosure of information about the operations of the Company; ensuring the equal access to information of all Shareholders.

CHAPTER II

GENERAL ASSEMBLY OF SHAREHOLDERS

Article 4. Role of the General Assembly of Shareholders

The General Assembly of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company. The General Assembly of Shareholders shall hold one annual meeting per year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide on the extension of the annual meeting of the General Assembly of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Assembly of Shareholders may hold extraordinary meetings. The meeting venue of the General Assembly of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

Article 5. Rights and obligations of the General Assembly of Shareholders

1. The General Assembly of Shareholders shall have the following rights and obligations:
 - a. To approve the Company's development orientation;
 - b. To decide on the increase or decrease of the Charter Capital;
 - c. To decide on the class of shares and the total number of shares of each type which may be offered for sale; decide on the annual dividend rate of each type of shares;
 - d. To elect, remove, dismiss members of the Board of Directors, members of the Board of Supervision;
 - e. To decide on the investment or selling of assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
 - f. To decide on the amendment, supplement of the Charter;

- g. To approve annual financial statements;
 - h. To decide on the redemption of 10% to 30% of the total number of sold shares in the Company;
 - i. To review and handle violations by members of the Board of Directors, members of the Board of Supervision causing damage to the Company and its Shareholders;
 - j. To decide on the reorganization, dissolution of the Company;
 - k. To decide on the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervision;
 - l. To approve the Internal Regulations on Corporate Governance; the Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision;
 - m. To approve the list of approved Audit Companies; decide on the approved Audit Company which will audit the operations of the Company, dismiss the approved auditor when deeming it necessary;
 - n. Other rights and obligations as provided by the Laws.
2. The General Assembly of Shareholders shall discuss and approve the following issues:
- a. Annual business plan of the Company;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d. Report of the Board of Supervision on the business results of the Company, the performance of the Board of Directors, the Chief Executive Officer;
 - e. Self-assessment report on the performance of the Board of Supervision and each Supervisor;
 - f. Dividend rate per share of each type;
 - g. Number of members of the Board of Directors, the Board of Supervision;
 - h. Election, removal, dismissal and replacement of members of the Board of Directors and the Board of Supervision;
 - i. Decision on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors, the Board of Supervision;
 - j. Approval on the list of approved Audit Companies, decision on the approved Audit Company which will audit the Company's operations when deeming it necessary;

- k. Supplement and amendment to the Charter, except for the case of adjustment of Charter Capital as a result of the sale of new shares made on the basis of the General Assembly of Shareholders approving the offer for sale of shares to increase the charter capital, and concurrently assigning the Board of Directors to conduct procedures to register the increase in charter capital after closing of each tranche of share sale, which case shall be approved by the Board of Directors;
- l. Type and number of new shares issued for each type of shares;
- m. Division, separation, consolidation, merger or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;
- o. Decision on the investment or selling of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the Company;
- p. The Company redeeming more than 10% to 30% of the total number of sold shares in the Company;
- q. The Company entering into contracts, transactions with a value of 35% or more or transactions which cause the total value of transactions arising within 12 months from the date of performing the first transaction to be 35% or more of the total value recorded in the latest financial statements of the Company with the following related persons:
 - i. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;
 - ii. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;
 - iii. Enterprises which members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer and other Managers of the Company must disclose pursuant to the Law on Enterprises.
- r. The Company entering into contracts, transactions on borrowing, lending, selling of assets with a value greater than 10% of the total value of assets recorded in the latest financial statements of the Company with a Shareholder owning 51% or more of the total number of shares with voting rights or related persons of such Shareholder.
- s. Approval of Internal Regulations on Corporate Governance, Regulations on Operations of the Board of Directors, Regulations on Operations of the Board of Supervision.
- t. Other matters as provided by the Laws and the Charter.

Article 6. Power to convene meetings of the General Assembly of Shareholders

1. The Board of Directors shall convene annual meeting of the General Assembly of Shareholders and select an appropriate venue.
2. The Board of Directors must convene extraordinary meeting of the General Assembly of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary for the benefit of the Company.
 - b. The number of the remaining members of the Board of Directors, the Board of Supervision are less than the minimum number of members as required by the Laws.
 - c. At the request of a Shareholder or a group of Shareholders holding 5% or more of the total number of ordinary shares in case the Board of Directors commits a serious breach of the rights of Shareholders, the obligations of managers or makes a decision which falls outside its delegated authority.
 - d. At the request of the Board of Supervision.
 - e. Other cases provided by the Laws and the Company Charter.
3. A Shareholder or a group of Shareholders holding 5% or more of the total number of ordinary shares having the right to request the convention of meeting of the General Assembly of Shareholders pursuant to point c clause 2 of this Article must have the request in writing specifying the following contents:
 - a. Full name, contact address, nationality, number of legal document of individual in respect of a Shareholder being individual; name, enterprise code or number of legal document of organization, head office address in respect of a Shareholder being organization;
 - b. Number of shares and date of registration of shares of each Shareholder, total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company;
 - c. Grounds and reasons for the request to convene a meeting of the General Assembly of Shareholders;
 - 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.

The request to convene a meeting of the General Assembly of Shareholders and the enclosed documents, evidence must be sent to the Chairman of the Board of Directors at the address of the Company's head office. Within seven (07) working days upon receipt of the request, the Board of Directors must response to the Shareholder or the group of Shareholders in writing on whether the meeting of the General Assembly of

Shareholders is convened or not.

4. Procedures for convening extraordinary meeting of the General Assembly of Shareholders
 - a. The Board of Directors must convene a meeting of the General Assembly of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, the Board of Supervision are as provided in point b clause 2 of this Article or upon receipt of a request as provided in points c and d clause 2 of this Article. In case the Board of Directors fails to convene the meeting of the General Assembly of Shareholders as provided, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any damage incurred to the Company.
 - b. In case the Board of Directors fails to convene the meeting of the General Assembly of Shareholders as provided in point a this clause, within thirty (30) days thereafter, the Board of Supervision shall in replacement of the Board of Directors convene the meeting of the General Assembly of Shareholders. If the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided, the Board of Supervision must compensate for any damage incurred to the Company.
 - c. In case the Board of Supervision fails to convene the meeting of the General Assembly of Shareholders as provided in point b this clause, the Shareholder or group of Shareholders provided in point c clause 2 of this Article has the right to represent the Company to convene the meeting of the General Assembly of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Assembly of Shareholders may request the Business Registration Authority to supervise the order and procedure for convening, conducting the meeting and making decision of the General Assembly of Shareholders.
5. All costs for convening and conducting the meeting of the General Assembly of Shareholders shall be reimbursed by the Company. These costs shall not include expenses spent by Shareholders when attending the meeting of the General Assembly of Shareholders, whether they are accommodation and travel expenses. The Shareholder or group of Shareholders who requests for the Company's reimbursement of expenses relating to the convening and conducting the meeting of the General Assembly of Shareholders must provide valid invoices and documents that sufficiently and accurately record information of the Company as required by the laws on tax.
6. The convenor of the meeting of the General Assembly of Shareholders must perform the following tasks:
 - a. Preparing a list of Shareholders eligible to attend and vote at the meeting of the General Assembly of Shareholders. The list of Shareholders entitled to attending the meeting of the General Assembly of Shareholders shall be made in accordance with clause 4 Article 7 of this Regulation.

- b. Preparing the agenda and contents of the meeting.
- c. Preparing documents relevant to the contents of the meeting.
- d. Preparing draft resolutions of the General Assembly of Shareholders according to the proposed contents of the meeting.
- e. Determining the time and venue of the meeting.
- f. Sending notice of invitation to the meeting to all Shareholders entitled to attending the meeting.
- g. Other tasks which serve the meeting.

Article 7. Preparation of list of Shareholders entitled to attending the meeting

1. The time when rights, obligations of Shareholders arise shall be determined as follows:
 - a. For a Shareholder having deposited his/her securities, the time when its rights, obligations arise shall be the time its securities depository account opened with a securities depository member is credited with the shares of the Company.
 - b. For a Shareholder who has not deposited its securities, the time when its rights, obligations arise shall be the time its name and information are recorded in the Shareholder Registration Book of the Company.

The Shareholder Registration Book of the Company shall be the list of Shareholders provided by the Vietnam Securities Depository to the Company. This shall be the sole basis to determine the status, rights and obligations of the Shareholders.

2. The list of Shareholders entitled to attending meeting of the General Assembly of Shareholders shall be prepared based on the Shareholder Registration Book of the Company. The list of Shareholders entitled to attending meeting of the General Assembly of Shareholders must contain full name, contact address, nationality, number of legal document of individual in respect of Shareholder being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholder being organization; number of shares of each type, number and Shareholder registration date of each Shareholder.
3. Shareholders may review, look up, make extract or copy name and contact address of Shareholder in the list of Shareholders entitled to attending meeting of the General Assembly of Shareholders; request correction of incorrect information or add necessary information about themselves to the list of Shareholders entitled to attending meeting of the General Assembly of Shareholders.
4. The list of Shareholders entitled to attending meeting of the General Assembly of Shareholders shall be prepared no earlier than ten (10) days prior to the date on which the notice of invitation to the meeting of the General Assembly of Shareholders is sent. The Board of Directors shall publicly disclose information about the making of the list of Shareholders entitled to attending the meeting of the General Assembly of

Shareholders at least twenty (20) days before the last registration date. This notification shall be publicly disclosed to competent authorities and be published on the website of the Company.

Article 8. Notice of meeting of the General Assembly of Shareholders

1. Notice of meeting of the General Assembly of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attending the meeting by a guaranteed method and at the same time published on the Company's website, the websites of the Stock Exchange, the SSC (when the Company is being listed or registered for trading).
2. The notice of meeting of the General Assembly of Shareholders must be sent at least twenty one (21) days before the date of the meeting of the General Assembly of Shareholders (from the date on which the notice is duly sent or transmitted).

Article 9. Program, agenda and documents of meeting of the General Assembly of Shareholders

1. The convenor of a meeting of the General Assembly of Shareholders as provided in Article 6 of this Regulation must prepare the program, agenda and documents of the meeting.
2. The agenda of the meeting of General Assembly of Shareholders, documents relating to the issues to be voted on at the meeting shall be sent to the Shareholders or/and posted on the website of the Company. In case the documents are not attached to the notice of the meeting of the General Assembly of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents so that the Shareholders can access, including:
 - a. Meeting agenda, documents used in the meeting;
 - b. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervision;
 - c. Voting slips;
 - d. Draft resolutions for each issue in the meeting agenda.
3. A Shareholder or group of Shareholders holding 05% or more of the total number of ordinary shares shall have the right to propose issues to be included in the agenda of the meeting of the General Assembly of Shareholders in accordance with the following provisions:
 - a. The proposal must be made in writing and specify the following information:
 - i. The issues proposed to be included in the agenda of meeting of General Assembly of Shareholders, the reasons and purpose of the proposal;
 - ii. Full name, contact address, nationality, number of legal document of individual in respect of Shareholder being an individual; name, enterprise

code or number of legal document of organization, head office address in respect of Shareholder being organization; number of shares owned and time of registration of shares of each Shareholder, total number of shares of the whole group of Shareholders and the ratio of ownership in the total number of shares of the Company.

- b. The proposal must be in writing and sent to the Chairman of the Board of Directors at the Company's head office address no later than seven (07) working days before the opening date of the meeting. The proposal must clearly state the name of the Shareholder, the number of shares of each type of the Shareholder, the issues proposed to be included in the meeting agenda, the reasons and purpose of the proposal.
- c. The Board of Directors shall review the proposal on issues to be included in the agenda of the meeting of the General Assembly of Shareholders. The Board of Directors shall notify the Shareholder or group of Shareholders on whether it approves or disapproves the proposal of the Shareholder or group of Shareholders.
- d. In case the Board of Directors approves the proposal, the Board of Directors shall include all the proposed issues into the draft agenda of the meeting of the General Assembly of Shareholders and the proposed issues shall only be officially supplemented to the agenda once the General Assembly of Shareholders has so agreed.
- e. In case the Board of Directors disapproves the proposal, the Board of Directors must respond in writing to the Shareholder or group of Shareholders about the reason of disapproval no later than two (02) working days prior to the opening date of the meeting of the General Assembly of Shareholders. The proposal may be disapproved in the following cases:
 - i. The proposal is not sent in accordance with point b this clause.
 - ii. At the time of proposal, the Shareholder, group of Shareholders do not hold in full 05% or more of ordinary shares.
 - iii. The proposed issues, contents are not within the scope of competence and tasks of the General Assembly of Shareholders.
 - iv. Other cases as provided by the Laws.
- f. The Shareholder or group of Shareholders who has the proposal approved must provide the Board of Directors with documents relating to the issues proposed for the Board of Directors to prepare the documents of the meeting of the General Assembly of Shareholders.

Article 10. Authorization to attend the meeting of the General Assembly of Shareholders

- 1. Shareholders, authorized representatives of Shareholders being organization may

directly attend the meeting or authorize one or more other individuals, organizations to attend the meeting. In case a Shareholder has more than one authorized representative, it must specify the number of shares and the number of votes authorized to each representative.

2. The authorization for a representative to attend the meeting of the General Assembly of Shareholders must be made in writing. The authorization document may be made in paper or by electronic means in accordance with the Laws, clearly stating the name of the authorizing Shareholder, the name of the authorized individual, organization, the number of authorized shares, the contents of authorization, the scope of authorization, the period of authorization and must have signature in accordance with the following provisions:
 - a. In case the Shareholder being individual is the authorizing person, the authorization document must be signed by such Shareholder and the person authorized to attend the meeting,
 - b. In case the Shareholder being organization is the authorizing person, the authorization document must be signed by the legal representative of the Shareholder being organization or the duly authorized representative of such person and the person authorized to attend the meeting.
3. The votes of the person authorized to attend the meeting within the scope of authorization shall still be valid when one of the following cases occurs:
 - a. The authorizing person has died, has capacity for civil acts limited or has lost capacity for civil acts;
 - b. The authorizing person has cancelled the authorization;
 - c. The authorizing person has cancelled the power of the person performing the authorization.

This clause shall not apply in case the Company receives a notice of one of the above cases before the opening time of the meeting of the General Assembly of Shareholders or before the meeting is re-convened.

Article 11. Method of registration and confirmation of attendance at meetings of the General Assembly of Shareholders

1. In case of attending the meeting of the General Assembly of Shareholders, the Shareholders may confirm their attendance by registering immediately before the meeting or making a phone call directly to the Organization Team of the General Assembly of Shareholders at the phone number provided in the Meeting Invitation Notice or sending a meeting attendance confirmation letter (in the form provided by the Company) to the Company's head office address directly in person or by post, fax, e-mail, other means of communication.
2. In case of authorization for a representative to attend the meeting of the General Assembly of Shareholders, the authorized person must additionally submit the written

authorization document before the start of the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the Shareholder, the authorized representative of the Shareholder being organization (if not previously registered with the Company).

3. At the meeting venue, the Shareholder or the representative authorized to attend the meeting of the General Assembly of Shareholders shall register to attend the meeting following the instructions provided in the Meeting Invitation Notice and present the following documents:
 - a. Shareholder being individual: Meeting invitation letter, ID card/Citizen Identity Card or Passport and Authorization document (in case of authorization).
 - b. Shareholder being legal entity: Meeting invitation letter, Copy of enterprise registration certificate (or equivalent documents), Authorization document and ID card/ Citizen Identity Card or Passport of the authorized person.

Article 12. Conditions for conducting the meeting of the General Assembly of Shareholders

1. The meeting of the General Assembly of Shareholders shall be conducted when the number of Shareholders attending the meeting represent more than 50% of the total number of votes.
2. In case the quorum is not met within thirty (30) minutes from the time at which the opening of the meeting is determined, the convenor of the meeting shall cancel the meeting. The meeting of the General Assembly of Shareholders must be re-convened within thirty (30) days from the intended date of the first meeting. The meeting of the General Assembly of Shareholders convened for the second time shall be conducted when the number of attending members being the Shareholders and the authorized representatives represent at least 33% of the total number of votes.
3. In case the meeting convened for the second time cannot be conducted because the quorum is not met within thirty (30) minutes from the time set for opening the meeting, the meeting of the General Assembly of Shareholders shall be convened for the third time within twenty (20) days from the intended date of the second meeting. In this case, the meeting of the General Assembly of Shareholders shall be conducted regardless of the number of votes of the Shareholders or the authorized representatives attending and be considered as valid and may decide on all issues intended to be approved at the first meeting of the General Assembly of Shareholders.
4. Shareholders shall be considered as attending and voting at the meeting of the General Assembly of Shareholders in the following cases:
 - a. Attending and voting directly at the meeting.
 - b. Authorizing one or more other individuals, organizations to attend and vote at the meeting.
 - c. Attending and voting via online conference, electronic voting or other electronic

means.

- d. Sending votes to the meeting by mail, fax, email or other form of communication.
5. The provision of clause 4 this Article shall apply in case the General Assembly of Shareholders meets physically, via online conference and a combination of the above forms.

Article 13. Procedures for conducting the meeting of the General Assembly of Shareholders

1. Before opening the meeting, the Company must carry out procedures for registration of Shareholders and must carry out the registration until all Shareholders with the right to attend the meeting, which are present, have been fully registered in accordance with the following order:
 - a. When conducting registration of Shareholders, the Company shall provide a voting slip to each Shareholder or authorized representative with voting right, which shall specify the registration number, full name of the Shareholder, full name of the authorized representative and number of votes of such Shareholder.
 - b. Shareholders, authorized representatives of Shareholders being organization or authorized persons who arrive after the opening of the meeting may be registered immediately and then may attend and vote at the meeting immediately after registration. The chairman has no obligation to stop the meeting for registration of the latecomers and the validity of previous voting shall not change.
2. The election of the Chairman, Secretary and Vote Counting Committee of the meeting of the General Assembly of Shareholders shall be as follows:
 - a. The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as Chairman of the meetings convened by the Board of Directors. In case the Chairman is absent or temporarily subject to loss of working ability, the remaining members shall elect one of them to act as the Chairman of the meeting pursuant to the principle of majority. In case of failure to elect a person to act as the chairman, the Head of the Board of Supervision shall direct the General Assembly of Shareholders to elect the meeting chairman and the person with the highest number of votes shall act as the meeting chairman.
 - b. Except for the case provided in point a this clause, the person signing the convention of the meeting of the General Assembly of Shareholders shall direct the General Assembly of Shareholders to elect the meeting chairman and the person receiving the highest number of votes shall act as the meeting chairman.
 - c. The Chairman shall appoint the Secretary, prepare the meeting minutes of the General Assembly of Shareholders.
 - d. The General Assembly of Shareholders shall elect one or more persons to the Voting Counting Committee at the proposal of the Chairman of the meeting.

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3. The agenda and contents of the meeting must be approved by the General Assembly of Shareholders in the opening session. The agenda must define in a clear and detailed manner the time for each issue in the meeting agenda.
 4. The chairman may take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of meeting attendees. The chairman, after careful consideration, may take appropriate measures to:
 - a. Arrange seats at the venue of the meeting of the General Assembly of Shareholders;
 - b. Ensure the safety of everyone present at the meeting places;
 - c. Facilitate the Shareholders to attend (or continue to attend) the meeting.

The convenor of the meeting of the General Assembly of Shareholders may at his/her sole discretion change the above measures and apply all measures if the Board of Directors considers necessarily. The applied measures may include issuance of a pass for entry or use of other options.

5. The convenor or the Chairman of the meeting of the General Assembly of Shareholders shall have the following rights:
 - a. To require all meeting attendees to undergo a security check or comply with other security measures.
 - b. To request the competent body to maintain order of the meeting; expel those who do not comply with the Chairman's executive power, intentionally disrupt order, obstruct the normal process of the meeting or fail to comply with the requirements of security check from the meeting of the General Assembly of Shareholders.
6. The Chairman may postpone the meeting of the General Assembly of Shareholders, of which the quorum has been met, for no more than three (03) working days from the intended date of opening the meeting and may only postpone the meeting or change the meeting venue in the following cases:
 - a. There are insufficient convenient seats in the meeting venue for all participants.
 - b. It cannot be ensured that the means of communication at the meeting venue shall facilitate the Shareholders attending the meeting to participate, discuss and vote.
 - c. There are attendees who obstruct, disrupt order, threaten to prevent the meeting from being conducted in a fair and lawful manner.
7. In case the Chairman postpones or temporarily suspends the meeting of the General Assembly of Shareholders contrary to clause 6 this Article, the General Assembly of Shareholders shall elect one of the attendees to run the meeting until at the closing in replacement of the Chairman. All resolutions passed at such meeting shall come into force.

Article 14. Methods of voting and vote-counting

1. The General Assembly of Shareholders shall discuss and vote on each issue in the agenda. Voting must be done right at the meeting and conducted by voting in one of three options: agreement, disagreement and abstention. Shareholders' opinions other than the above voting options shall be invalid.
2. Voting for passing decisions at the General Assembly of Shareholders shall be conducted as follows:
 - a. The Shareholders or the persons authorized to attend the meeting shall vote by showing the voting slips as instructed by the Chairman, the Vote Counting Committee shall record the number of votes of agreement, disagreement, and abstentions to announce the voting results to the General Assembly of Shareholders; or
 - b. The Shareholders or the persons authorized to attend the meeting shall vote by choosing among the options of agreement, disagreement or abstentions for each issue to be voted on as recorded in the Voting slip, the Vote Counting Committee shall collect the Voting slips and count the number of votes of agreement, disagreement, and abstentions to announce the voting results to the General Assembly of Shareholders.
3. Voting for election of members of the Board of Directors, the Board of Supervision shall be implemented as follows:
 - a. The Vote Counting Committee shall check the voting box under the witness of the Shareholders.
 - b. Voting process shall start upon the command of the head of the Vote Counting Committee and end when the last Shareholder drops his/her voting slip in the voting box or after 30 minutes from the starting time, whichever occurs earlier. The Shareholders or the persons authorized to attend the meeting shall drop their votes for election of the Board of Directors, the Board of Supervision to the respective voting boxes. After the voting process ends, the voting boxes shall be sealed under the witness of the Shareholders.
 - c. Vote counting shall be implemented immediately after the voting process ends and the voting boxes are sealed.
4. The Vote Counting Committee shall conduct vote counting in accordance with following provisions:
 - a. The Vote Counting Committee shall work in an exclusive room under the supervision of representatives of the Shareholders.
 - b. The Vote Counting Committee may use electronic technical means and involve technicians to support the vote counting.
 - c. To check the validity of the Voting slips, Election ballots.

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- d. To check each Voting slip, Election ballot and record the vote counting result.
 - e. After counting the votes, the Vote Counting Committee shall seal all the Voting slips/Election ballots and hand over the same to the Chairman.
5. To prepare and publish the vote counting minutes:
- a. Upon completion of the vote counting, the Vote Counting Committee shall prepare the Vote counting minutes. The Vote counting minutes must have the following main contents:
 - i. Time, place of vote counting;
 - ii. Composition of the Vote Counting Committee;
 - iii. Total number of Shareholders attending the meeting;
 - iv. Total number of Shareholders participating in the voting;
 - v. Number and ratio of votes, election ballots that are valid and invalid;
 - vi. Number and ratio of votes of agreement, disagreement and abstentions for each decisions to be passed at the meeting and/or number of election ballots for each candidate for the Board of Directors, the Board of Supervision.
 - b. The Vote counting minutes must have signatures of members of the Vote Counting Committee and confirmation of the representative of the Shareholders.
 - c. The results of the vote counting shall be announced by the Chairman immediately before the closing of the meeting.

Article 15. Conditions for passing Resolutions of the General Assembly of Shareholders

1. Except for the case provided in clause 2 this Article, clause 2 Article 24 and clause 2 Article 47 of this Regulation, resolutions of the General Assembly of Shareholders shall be approved if it is agreed by the number of Shareholders representing more than 50% of the total votes of all Shareholders attending and voting at the meeting.
2. A resolution on the following contents shall be approved if it is agreed by the number of Shareholders representing at least 65% of the total votes of all Shareholders attending and voting at the meeting, except for the case provided in clause 2 Article 24 and clause 2 Article 47 of this Regulation:
 - a. Type of shares and total number of shares of each type.
 - b. Change to business lines and fields.
 - c. Change to the Company's structure of organization and management.
 - d. Project of investment or sale of assets valued at 35% or more of the total value of assets of the Company recorded in the latest audited financial statements.

- e. Reorganization, dissolution of the Company.
3. Resolutions approved by the General Assembly of Shareholders at the ratio of 100% of the total voting shares shall be legal and effective even if the order and procedures for approving such resolutions violate the Law on Enterprise and the Charter.

Article 16. Organization of the meeting of the General Assembly of Shareholders in the form of online conference

1. Depending on the situation and circumstances, the Board of Directors may decide on conducting the meeting of the General Assembly of Shareholders in the form of online conference or a combination of both physical meeting and online conference in the same meeting of the General Assembly of Shareholders to approve decisions of the General Assembly of Shareholders on all issues within the competence of the General Assembly of Shareholders.
2. The Company shall widely use information technology for meeting in the form of online conference to create favorable conditions for Shareholders to attend the meeting of the General Assembly of Shareholders.
3. The default place for organization of online conference shall be the head office of the Company, unless otherwise decided by the General Assembly of Shareholders.
4. Authorization to attend the meeting of the General Assembly of Shareholders in the form of online conference shall be conducted in the same way as that for physical meeting. In case the Shareholders provide their information to another person to use for registration of attending the meeting, such Shareholders shall be deemed to directly attend the meeting.
5. Conditions for conducting the meeting of the General Assembly of Shareholders in the form of online conference shall be the same as those under Article 12 of this Regulation and Article 23 of the Company Charter. The basis for calculating the number of Shareholders attending the meeting shall be the number of Shareholders having completed registration to attend the online conference. In case of combining both physical meeting and online conference in the same meeting, the number of meeting attendees shall be the total number of Shareholders attending physically and Shareholders registering to attend the online conference.
6. Meetings via online conference shall apply electronic voting and votes shall be cast electronically.
7. The Organization Team may use technology to count and check the votes electronically. The Organization Team may decide to make the counting process public or only make the vote counting results public. Vote counting results must be announced before the closing of the meeting of the General Assembly of Shareholders, except that the Chairman may decide otherwise for objective reasons.
8. Resolutions approved in the form of online conference shall follow provisions under Article 15, clause 2 Article 24 and clause 2 Article 47 of this Regulation and shall

have the same validity as those approved at a physical meeting of the General Assembly of Shareholders.

Article 17. Organization of the collection of Shareholders' written opinions to approve Resolution of the General Assembly of Shareholders

1. Based on the actual situation and if it is deemed necessary for the benefit of the Company, the Board of Directors may decide to collect written opinions of Shareholders to approve the decision of the General Assembly of Shareholders on all issues falling within the competence of the General Assembly of Shareholders.
2. The Board of Directors shall prepare the opinion collection form, draft resolution of the General Assembly of Shareholders, documents explaining the draft resolution and send the same to all Shareholders with voting rights no later than 10 days before the deadline to return the opinion collection form. The requirements and method for sending the opinion collection form and accompanying documents shall be the same as those provided in this Regulation and clause 3 Article 22 of the Company Charter.
3. The opinion collection form must contain the following main contents:
 - a. Name, head office address, enterprise code of the Company.
 - b. Purpose of opinion collection.
 - c. Full name, contact address, nationality, number of legal document of individual in respect of Shareholders being individual; name, enterprise code or number of legal document of organization, head office address in respect of Shareholders being organization or full name, contact address, nationality, number of legal document of individual in respect of the representative of Shareholder being organization; number of shares of each type and number of votes of Shareholder.
 - d. Issues on which opinion needs to be collected to approve the decision.
 - e. Voting options including agreement, disagreement and abstention for each issue on which opinion needs to be collected.
 - f. Time limit for sending the completed opinion collection form to the Company.
 - g. Full name, signature of the Chairman of the Board of Directors.
4. Shareholders shall give answer in respect of the issue on which opinion needs to be collected in the opinion collection form by choosing one of three voting options: agreement, disagreement and abstention.
5. Shareholders may send the completed opinion collection form to the Company by mail, fax, email or other means of communication as follows:
 - a. The completed opinion collection form must be signed by the Shareholder being individual, the legal representative of the authorized organization or the legal representative of the Shareholder being organization.
 - b. In case of mailing, the opinion collection form sent to the Company shall be put

in closely sealed envelope and no one may open it before vote counting is conducted. In case of sending by fax or email or by other means of communication, the opinion collection form must be kept confidential until the time the vote counting is conducted.

- c. Opinion collection forms which have been opened in case of mailing or published before the time the vote counting is conducted in case of sending by fax, email, or other means of communication shall be invalid.
6. Opinion collection forms sent back within the requested time limit but not complying with clauses 4 and 5 this Article shall be invalid. Opinion collection forms not sent back and opinion collection forms sent to the Company after the end of the opinion collection (including the case of written opinion collection in form of paper document and in form of email) shall be considered as not participating in the voting.
 7. The Board of Directors shall count the votes and makes a minutes on vote counting under the witness of the Board of Supervision or Shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following main contents:
 - a. Name, head office address, enterprise code of the Company;
 - b. Purpose and issues on which opinion needs to be collected to approve the resolution;
 - c. Number of Shareholders with the total number of votes having participated in the voting, in which the number of valid and invalid votes and the method of sending votes must be distinguished, together with an appendix specifying the list of Shareholders participating in the voting;
 - d. Total number of votes of agreement, disagreement and abstention for each issue;
 - e. Issues having been approved and the corresponding ratio of votes of approval;
 - f. Full name, signature of the Chairman of the Board of Directors, the person counting the votes and the person supervising the vote counting.

The members of the Board of Directors, the person counting the votes and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest, inaccurate counting of votes.

8. The vote counting minutes and resolutions shall be published on the Company's website within twenty four (24) hours from the closing of the vote counting or sent to the Shareholders within fifteen (15) days from the closing of the vote counting.
9. The completed opinion collection form, the vote counting minutes, the full text of the approved resolution and relevant documents enclosed with the opinion collection form must all be kept at the head office of the Company.
10. Resolutions shall be approved in the form of collection of Shareholders' written

opinions if it is agreed by the number of Shareholders owning more than 50% of the total votes of all Shareholders; resolutions for selection of member of the Board of Directors shall be approved in accordance with clause 2 Article 24 and selection of member of the Board of Directors shall be approved in accordance with clause 2 Article 47 of this Regulation. Resolutions approved in the form of collection of Shareholders' written opinions shall have the same value as that of the resolution approved at a meeting of the General Assembly of Shareholders.

Article 18. Resolutions, meeting minutes of the General Assembly of Shareholders

1. The Resolutions, meeting minutes of the General Assembly of Shareholders in the form of physical meeting, online conference, combination of physical meeting and online conference or collection of Shareholders' written opinions to approve Resolutions of the General Assembly of Shareholders shall comply with provisions of this Article and Article 28 of the Company Charter.
2. Meetings of the General Assembly of Shareholders must be recorded in minutes and may be audio or video recorded and kept in other electronic forms. Minutes must be made in Vietnamese, and in addition may be made in a foreign language and shall contain the following main contents:
 - a. Name, head office address, enterprise code of the Company;
 - b. Time and venue of the meeting of the General Assembly of Shareholders;
 - c. Meeting agenda and meeting contents;
 - d. Full name of the chairman and the secretary;
 - e. Summary of the meeting progress and opinions expressed at the meeting of the General Assembly of Shareholders on each issue in the agenda;
 - f. Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix specifying the list of registered Shareholders, representatives of Shareholders attending the meeting with the corresponding number of shares and votes;
 - g. Total number of votes for each issue to be voted on, clearly stating the voting method, total number of valid and invalid votes, votes of agreement, disagreement and abstention; the respective ratio over the total number of votes of the Shareholders attending the meeting;
 - h. Issues having been approved and the respective ratio of votes of approval;
 - i. Full name and signature of the Chairman and the Secretary. In case the Chairman, the Secretary refuses to sign the meeting minutes, such minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and agreeing approval, and contains all contents as provided in this clause. The meeting minutes shall clearly state that the Chairman, the Secretary refuses to sign the meeting minutes.

3. The meeting minutes of the General Assembly of Shareholders must be finalized and approved before the closing of the meeting. The Chairman and the secretary of the meeting or another person signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.
4. Minutes made in Vietnamese and foreign language shall have the same legal effect. In case there is any discrepancy in contents between the minutes in Vietnamese and foreign languages, the contents in the Vietnamese minutes shall prevail.
5. Resolutions, meeting minutes of the General Assembly of Shareholders and relevant documents must be disclosed pursuant to the Laws within twenty four (24) hours.

CHAPTER III

BOARD OF DIRECTORS

Article 19. Role of the Board of Director

The Board of Directors shall be the management body of the Company, have full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations of the General Assembly of Shareholders. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.

Article 20. Rights and obligations of the Board of Directors

1. To decide on the strategy, medium-term development plan and annual business plan of the Company.
2. To propose the type of shares and the total number of shares authorized to be offered for sale of each type.
3. To decide on the selling of unsold shares within the number of shares authorized to be offered for sale of each type; decide on mobilizing additional capital in other form.
4. To decide on the selling price of shares and bonds of the Company.
5. To decide on the redemption of no more than 10% of the total number of sold shares of each type within 12 months and decide on the redemption price in accordance with Article 14 of the Company Charter.
6. To decide on the investment plans and investment projects within the competence and limits as provided by the Law on Enterprises, the Law on Securities and the Company Charter.
7. To decide on the market development, marketing and technology solutions.
8. To approve the contracts, transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements of the Company with the following related persons:

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- a. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their related persons;
 - b. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;
 - 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.
9. To approve contracts on purchase, selling, borrowing, lending and other contracts, transactions with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company, except for contracts, transactions falling under the decision-making power of the General Assembly of Shareholders as provided in points q and r clause 2 Article 5 of this Regulation or unless otherwise provided by the Law on Enterprises.
 10. To elect, remove, dismiss the Chairman of the Board of Directors; appoint, remove, dismiss, sign contracts, terminate contracts with the Chief Executive Officer, Deputy Chief Executive Officers and important executives of the Company as provided in the Regulations on Operations of the Board of Directors; decide on the salary and other benefits of such executives; appoint authorized representatives to participate in the members' council or the general assembly of shareholders of other companies, decide on the remuneration and other benefits of such persons.
 11. To supervise and direct the Chief Executive Officer and other Managers of the Company in running the daily business of the Company.
 12. 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.
 13. To approve the program, contents of documents serving the meeting of the General Assembly of Shareholders, convene the meetings of the General Assembly of Shareholders or collect opinions for the General Assembly of Shareholders to approve resolutions.
 14. To submit the audited annual financial statements to the General Assembly of Shareholders.
 15. To propose the rate of dividend to be paid, decide on the time limit and procedures for paying dividends or deal with losses incurred in the course of business.
 16. To propose the re-organization, dissolution of the Company; request bankruptcy of the Company.
 17. To decide on the issuance of the Regulations on Operations of the Board of Directors, the Internal 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 and 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.

18. To take responsibilities before Shareholders for the Company's operations.
19. To treat all Shareholders equally and respect the interests of the persons having interests related to the Company.
20. To ensure that the Company's operations comply with the Laws, the Charter and the Company's internal regulations.
21. 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.
22. To appoint the Person in charge of the Company's governance.
23. 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.
24. To establish departments or appoint persons to perform risk management and internal control tasks to meet the requirements of the Laws.
25. To settle the complaints by the Company against the enterprise's executives as well as decide on the selection of the Company's representative to deal with issues related to legal proceedings against such executive.
26. To veto the decision of the Chief Executive Officer in conducting any standard activity, provided that such veto is grounded.
27. To procure management liability insurance, which is not intended to bring material benefits or income to the Managers and Supervisors.
28. To decide on other issues pursuant to the Laws and as authorized by the General Assembly of Shareholders.

Article 21. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors shall be at least five (05) persons and at most eleven (11) persons, and the specific number in each term shall be decided by the General Assembly of Shareholders.
2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. 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 the duty. 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.

3. In respect of the composition of the Board of Directors, it must be ensured that at least one third (1/3) of the total number of members of the Board of Directors shall be non-executive members, and in respect of the number of independent members of the Board of Directors in each term, it must be ensured that:
 - a. There shall be at least 01 independent member in case the Board of Directors comprises 05 members;
 - b. There shall be at least 02 independent members in case the Board of Directors comprises 06 to 08 members;
 - c. There shall be at least 03 independent members in case the Board of Directors comprises 09 to 11 members.
4. Members of the Board of Directors are not required to be Shareholders of the Company.

Article 22. Standards and conditions for members of the Board of Directors

1. General standards and conditions for members of the Board of Directors:
 - a. Not falling within the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to 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.
2. 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 used to be a person working for the Company, the parent company or subsidiary of the Company for at least 03 preceding years;
 - b. Not being a person who is currently entitled to salary, remuneration from the Company, except for allowances to which members of the Board of Director are entitled in accordance with the regulations;
 - c. Not being a person whose spouse, natural parent, adoptive parent, child, adopted child, sibling is a major shareholder of the Company; being a manager of the

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- Company or subsidiary of the Company;
- d. Not being a person directly or indirectly owning at least one per cent (1%) of the total voting shares in the Company;
 - e. Not being a person who used to be a member of the Board of Directors or the Board of Supervision of the Company for at least 05 preceding years, except for the case of being appointed for 02 consecutive terms of office.
3. An independent member of the Board of Directors must notify the Board of Directors of the fact that such member no longer satisfies in full the standards and conditions provided in clause 2 this Article, and shall automatically no longer be the independent member of the Board of Directors from the date of failure to satisfy in full the standards and conditions. The Board of Directors must inform about the case of the independent member of the Board of Directors no longer satisfying in full the standards and conditions at the nearest meeting of the General Assembly of Shareholders or must convene a meeting of the General Assembly of Shareholders to conduct additional election or replace the independent member of the Board of Directors within 06 months from the date of receipt of the notification from the relevant independent member of the Board of Directors.

Article 23. Nomination and candidacy for members of the Board of Directors

1. The nomination and candidacy for members of the Board of Directors shall be as follows:
 - a. A Shareholder or group of Shareholders owning 10% to less than 20% of the total number of voting shares may nominate up to one (01) candidate to the Board of Directors;
 - b. A Shareholder or group of Shareholders owning 20% to less than 30% of the total number of voting shares may nominate up to two (02) candidates for the Board of Directors;
 - c. A Shareholder or group of Shareholders owning 30% to less than 40% of the total number of voting shares may nominate up to three (03) candidates for the Board of Directors;
 - d. A Shareholder or group of Shareholders owning 40% to less than 50% of the total number of voting shares may nominate up to four (04) candidates for the Board of Directors;
 - e. A Shareholder or group of Shareholders owning 50% to less than 60% of the total number of voting shares may nominate up to five (05) candidates for the Board of Directors;
 - f. A Shareholder or group of Shareholders owning 60% to less than 70% of the total number of voting shares may nominate up to six (06) candidates for the Board of Directors;
 - g. A Shareholder or group of Shareholders owning 70% to less than 80% of the total

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- number of voting shares may nominate up to seven (07) candidates for the Board of Directors;
- h. A Shareholder or group of Shareholders owning 80% to less than 90% of the total number of voting shares may nominate up to eight (08) candidates for the Board of Directors;
 - i. A Shareholder or group of Shareholders owning 90% or more of the total number of voting shares may nominate the full number of candidates for the Board of Directors;
2. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the website of the Company so that Shareholders may learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Directors. Information related to candidates for the Board of Directors to be published shall include:
- a. Full name, date of birth;
 - b. Qualifications;
 - c. Work experience;
 - d. Other management titles (including the titles in the Board of Directors of other Companies);
 - e. Interests related to the Company and related parties of the Company.
3. In case the number of candidates for the Board of Directors through nomination, candidacy in accordance with clause 1 of this Article are still not sufficient as provided by the Laws, the incumbent Board of Directors shall nominate additional candidates on the principle that each existing member may introduce up to one (01) candidate who then must be agreed by at least more than 50% of the total number of existing members of the Board of Directors.
4. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Directors.

Article 24. Methods for election of members of the Board of Directors

- 1. Ballots for election of members of the Board of Directors shall be made available by the Organization Team in printed form with the list of candidates arranged in Vietnamese alphabetical order and affixed with the Company's seal.
- 2. Voting to elect members of the Board of Directors must be done by cumulative voting, whereby each shareholder shall have the total number of votes corresponding to the

total number of shares owned multiplied by the number of members of the Board of Directors to be elected and such shareholder may cumulate all or a part of its total votes in favour of one or more candidates. However, Shareholders or persons authorized to attend the meeting may only elect the maximum number of candidates for the Board of Directors as required by the Company among the total number of candidates for the Board of Directors.

3. The persons who are successfully elected as members of the Board of Directors shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members as required have been reached.
4. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations approved by the General Assembly of Shareholders.

Article 25. Rights and obligations of members, Chairman and Vice Chairman of the Board of Directors

1. Members of the Board of Directors shall have the following rights and obligations:
 - a. To be provided with information and documents on the financial situation and business activities of the Company;
 - b. To fulfill its tasks in an honest and prudent manner and for the best interests of the Shareholders and of the Company;
 - c. To attend all meetings of the Board of Directors and give opinions on the issues raised for discussion;
 - d. To report timely and fully to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;
 - e. To report and disclose information when trading shares of the Company in accordance with the laws;
 - f. Other rights and obligations in accordance with the laws and Company Charter.
2. The Chairman of the Board of Directors shall have the following powers and duties:
 - a. To prepare the programs and plans of activities of the Board of Directors;
 - b. To prepare the agenda, contents and documents serving the meetings; convene and act as the chairman of the meetings of the Board of Directors;
 - c. To organize the approval of decisions of the Board of Directors;
 - d. To supervise the process of organization of implementation of the Board of Directors' decisions;

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- 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;
 - 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;
 - l. To ensure the efficient communication and contact with Shareholders, to handle requests of Shareholders for extracts, provision of documents and information and supervise the provision of documents and information to Shareholders;
 - 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;
 - n. To create favorable conditions for the efficient performance of non-executive, independent members of the Board of Directors and establish constructive relationship between the executive and non-executive members of the Board of Directors;
 - 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. Other rights and duties as provided by the General Assembly of Shareholders in accordance with the Laws.
3. Vice Chairman of the Board of Directors (if any) shall have the following rights and obligations:
 - a. The Vice Chairman of the Board of Directors shall assist the Chairman of the Board of Directors in implementation of rights and obligations as assigned or authorized by the Chairman of the Board of Directors.
 - b. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors (if any) shall automatically act on behalf of the Chairman of the Board of Directors to perform the powers and duties of the Chairman of the Board of Directors.

Article 26. Removal, dismissal, replacement and additional election of members of the Board of Directors

1. Members of the Board of Directors shall be removed in the following cases:
 - a. He/she no longer satisfies the standards and conditions as provided in Article 22 of this Regulation;
 - b. He/she did not participate in any activity of the Board of Directors for a period of six (06) consecutive months, except in the event of force majeure;
 - c. He/she submitted the resignation letter which is approved;
 - d. There is evidence that a member of the Board of Directors has lost his/ her capacity for civil acts;
 - e. Other cases as provided by applicable laws.
2. Members of the Board of Directors may be removed, dismissed, replaced by resolutions of the General Assembly of Shareholders.
3. The Board of Directors shall convene meeting of the General Assembly of Shareholders to elect additional members of the Board of Directors in the following cases:
 - 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);
 - b. The number of independent members of the Board of Directors falls below the minimum ratio as provided by the laws;
 - 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 or dismissed.
4. Notice of changes, new appointment, re-appointment, election, removal, dismissal, receipt of resignation letter of member of the Board of Directors must be reported to the State administrative authority, published within twenty four (24) hours from the date of notice of election, removal, dismissal, receipt of resignation letter of the member of the Board of Directors.

Article 27. Removal, dismissal and election of a replacement of the Chairman and Vice Chairman of the Board of Directors

1. Chairman and Vice Chairman (if any) of the Board of Directors shall be elected amongst the members of the Board of Directors by the Board of Directors. The Chairman of the Board of Directors shall not be concurrently the Chief Executive Officer.

2. In case the Chairman or the Vice 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 reporting and disclosure of information on the removal, dismissal and election of a replacement for the Chairman and Vice Chairman of the Board of Directors shall be implemented in accordance with clause 4 Article 26 of this Regulation.
3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors (if any) shall automatically act on behalf of the Chairman of the Board of Directors to perform the powers and duties of the Chairman of the Board of Directors. If the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are concurrently absent, the Chairman of the Board of Directors must authorize in writing another member of the Board of Directors to perform his/her powers and duties.
4. In case there is no Vice Chairman of the Board of Directors or there is no other member being authorized or the Chairman of the Board of Directors is dead, missing, held in temporary detention, serving imprisonment penalty, serving administrative settlement measures at compulsory drug rehabilitation establishment, compulsory education establishment, evades from residential place, has his/her civil act capacity limited or lost, has difficulty in perceiving and controlling his/her acts, is prohibited by the Court from holding certain positions, practising certain professions or performing certain jobs, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors on the principle of agreement by majority of the remaining members until there is a new decision of the Board of Directors.

Article 28. Remuneration, bonus and other benefits of members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors including the Chairman and Vice Chairman of the Board of Directors based on the business results and efficiency.
2. Members of the Board of Directors shall be entitled to work remuneration and bonus. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonus for the Board of Directors shall be decided by the General Assembly of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business costs pursuant to the Laws on corporate income tax, shown in a separate section in the Company's annual financial statements and must be reported to the General Assembly of Shareholders at the annual meeting.
4. Members of the Board of Directors working in committees of the Board of Directors or performing other works outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum allowance, salary, commission, profit percentage or other form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses which they have had to pay when performing their duties as a member of the Board of Directors, including expenses incurred in attending meetings of the General Assembly of Shareholders, the Board of Directors or the Committees of the Board of Directors.

Article 29. Notice of the meeting of the Board of Directors

1. The Chairman of the Board of Directors, the person being authorized by the Chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of invitation to the meeting at least three (03) working days prior to the date of meeting. The meeting invitation notice must specify time and venue of the meeting, the agenda and issues for discussion and decision, and be enclosed with documents to be used at the meeting and voting slips of the members.
2. The meeting invitation notice and the enclosed meeting documents may be sent by post, fax, electronic mail or other means of communication guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.
3. The meeting invitation notice and the enclosed meeting documents shall be sent to the Supervisors, Chief Executive Officers and secretary of the Board of Directors in the same manner as that for the members of the Board of Directors.

Article 30. Conditions for holding meetings of the Board of Directors

1. The Board of Directors may hold regular or extraordinary meetings in accordance with Article 19 of this Regulation. The meetings of the Board of Directors shall be conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors, subject to the consensus of the Board of Directors.
2. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the closing of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest ratio of votes. In case more than one member receive the highest and equal number of votes or ratio of votes, the members shall conduct election on the principle of majority to select one of them to convene the meeting of the Board of Directors.
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:
 - a. At the request of the Board of Supervision or independent members of the Board of Directors;
 - b. At the request of the Chief Executive Officer or at least five (05) other Managers;

c. At the request of at least two (02) members of the Board of Directors;

The request shall be made in writing, clearly stating the purposes, issues to be discussed and decided that fall within the competence of the Board of Directors.

4. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receipt of the request provided in clause 3 this Article. In case the Chairman of the Board of Directors fails to convene the meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be liable for any damage caused to the Company; the requester may in replacement of the Board of Directors convene the meeting of the Board of Directors.
5. Members of the Board of Supervision, the Chief Executive Officer may attend meetings of the Board of Directors; may discuss but shall not vote.
6. 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.
7. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total number of members attend the meeting. In case the quorum of a meeting convened pursuant to this clause is not met, such meeting may be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting.
8. The meeting of the Board of Directors may be conducted in the form of a physical meeting, online conference, teleconference, or other forms or a combination of all such methods provided that, if there are members being present at different places, then each attending member may:
 - a. Hear each other member of the Board of Directors expressing opinions at the same time during the meeting;
 - b. Give opinions to all other attending members at the same time.

Any member of the Board of Directors so attending the meeting shall be considered as “present” in such meeting. The venue of the meeting conducted according to this provision shall be the location where the majority of members of the Board of Directors gathers together or, if such group is not available, the location where the Chairman of the meeting is present.

Article 31. Authorization to attend meetings of the Board of Directors

1. A member of the Board of Directors including the Chairman of the Board of Directors may authorize another person to attend and vote at a meeting of the Board of Directors if approved by the majority of members of the Board of Directors.
2. The authorization to attend meetings of the Board of Directors must be made in writing and sent to the Chairman of the Board of Directors at least one (01) day prior to the

date of meeting of the Board of Directors.

Article 32. Voting at meetings of the Board of Directors

1. Except as provided in clause 2 this Article and clause 1 Article 31 of this Regulation, each member of the Board of Directors or authorized person, who is directly present in individual capacity at the meeting of the Board of Directors, shall have one (01) vote.
2. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or person related to such member has an interest and such interest is in conflict or may be in conflict with the Company's interest.
3. Subject to Clause 4 this Article, when any matter occurs during the Board of Directors' meeting in relation to the interests of any member of the Board of Directors or to the voting right of any member of the Board of Directors who does not voluntarily waive the voting right, the judgement of the chairman related thereto shall be the final decision, except where the nature or scope of interest of the related member of the Board of Directors has not been fully disclosed.
4. A member of the Board of Directors who benefits from a contract provided in Point a and Point b Clause 6 Article 47 of the Company's Charter shall be deemed to have considerable interest from such contract.
5. A member of the Board of Directors, who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she himself/herself is the person having interests in such contract or transaction, shall be responsible for disclosing the nature and contents of such interests in the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. In case a member of the Board of Directors is not aware that such member himself/herself and the related persons have interests in a contract or transaction at the time such contract or transaction is signed with the Company, such member shall disclose the related interests in the first meeting of the Board of Directors held after such member knows that he/she has or will have interests in the related transaction or contract.
6. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend the meeting in accordance with Article 31 of this Regulation;
 - c. Attending and voting via online conference, electronic voting or other electronic means;
 - d. Sending voting slip to the meeting by mail, fax, email or other means of communication.

In case of sending the voting slip to the meeting by mail, the voting slip must be put

in a closely sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Voting slips may only be opened in the presence of all attendees.

Article 33. Passing resolutions, decisions of the Board of Directors

1. Resolutions, decisions of the Board of Directors shall be approved if agreed by a majority of the attending members; In case of tie votes, the final decision shall belong to the side possessing the opinion of the Chairman of the Board of Directors.
2. Resolutions, decisions passed by the Board of Directors via a physical meeting, online conference, teleconference or other forms that is duly convened and conducted shall be effective.
3. If a resolution, decision passed by the Board of Directors is contrary to the laws or the Company Charter, thereby causing damage to the Company, the members who agreed to pass such decision shall be personally jointly liable for such decision and compensate the Company for the damage; the members who opposed the passing of such decision shall be exempted from liability. In such case, Shareholders of the Company may request the Court to terminate implementation of or rescind the above-mentioned resolution, decision.

Article 34. Minutes of meetings of the Board of Directors

1. All meetings of the Board of Directors must be minuted and may be audio recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must include the following main contents:
 - a. Name, head office address, enterprise code of the Company;
 - b. Purpose, program and agenda of meeting;
 - c. Time, venue of meeting;
 - d. Full name of each member attending the meeting or persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
 - e. Issues discussed and voted on in the meeting;
 - f. Summary of opinions of each member attending the meeting in accordance with the progress of the meeting;
 - g. Result of voting, indicating members who agree, who do not agree and who abstain from voting;
 - h. Approved matters and corresponding ratio of votes of approval;
 - i. Full names and signatures of the chairman and the minutes recorder. If the chairman, the minutes recorder refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all the contents provided in points a to h of this clause, then the minutes

shall take effect. The meeting minutes shall clearly state that the chairman, the minutes recorder refuses to sign the meeting minutes. The persons signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the meeting minutes of the Board of Directors. The Chairman, the minutes recorder shall be personally liable for damage caused to the Company due to his/her refusal to sign the meeting minutes pursuant to the Laws.

2. The Chairman, the minutes recorder and the persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the meeting minutes of the Board of Directors.
3. The Chairman of the Board of Directors shall be responsible for sending the meeting minutes of the Board of Directors to the members and such minutes shall be authentic evidence of the works carried out in those meetings. The meeting minutes may be made in multiple copies and each copy shall be signed by at least one (01) member of the Board of Directors attending in the meeting.
4. Meeting minutes of the Board of Directors and documents used in the meetings must be retained at the head office of the Company.
5. Minutes shall be made in Vietnamese and may also be made in a foreign language. Minutes made in Vietnamese and foreign language shall have the same validity. In case of any discrepancy in contents between the minutes in Vietnamese and foreign language, the contents in the Vietnamese minutes shall prevail.

Article 35. Organization of the 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 and decisions of the Board of Directors. Opinion collection forms shall include paper document or electronic mail. This procedure shall be applicable to both regular and extraordinary meetings as provided in Article 19 of this Regulation.
2. The Chairman of the Board of Directors upon deciding to collect written opinions shall send opinion collection forms accompanied by the draft of the resolution, decision of the Board of Directors and other related documents to all members of the Board of Directors no later than seven (07) days prior to the deadline for returning opinions. Deadline for returning opinions must be specified in the opinion collection forms.
3. The opinion collection form must contain the following key details:
 - a. Name, head office address, enterprise code of the Company;
 - b. Issues on which opinion needs to be collected to approve the resolution, decision, reasons and purposes of collecting opinions;
 - c. Voting options including agreement, disagreement and abstention for each issue on which opinion needs to be collected;
 - d. Time limit for members of the Board of Director to return opinion.

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.
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:
 - a. The replying electronic mail shall specify decision on agreement, disagreement or abstention for each issue; or
 - b. The replying electronic mail shall attach a photograph of the completed opinion collection form, which shall select a voting option of agreement, disagreement or abstention and be signed by the member of the Board of Directors.
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.
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.
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.
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.
10. The summary of result of the collection of written opinions to pass a resolution, decision of the Board of Directors must be minuted and the minutes must be signed by the Chairman of the Board of Directors and the secretary. The minutes on summary of result, the opinion collection forms and the opinions of members of the Board of Directors must be retained pursuant to general regulations.

Article 36. Resolution of the Board of Directors

1. Resolutions of the Board of Directors must be sent to all members of the Board of Directors, members of the Board of Supervision and the Chief Executive Officer

within twenty four (24) hours from the date the resolution is passed.

2. Resolutions of the Board of Directors shall be disclosed to the relevant authorities and posted on the website of the Company in accordance with applicable laws on information disclosure on stock market.
3. Resolutions made in Vietnamese and foreign language shall have the same validity. In case of any discrepancy in the contents between the resolution in Vietnamese and foreign language, the contents in the Vietnamese resolution shall prevail.

Article 37. Working conditions of the Board of Directors

1. The Board of Directors shall perform its function of governance of the Company through the operational apparatus and seal of the Company.
2. The Office of the Company shall be responsible for receiving and transferring correspondence and documents of the Board of Directors. All correspondence and documents of the Board of Directors must be transferred to the Office of the Board of Directors for submission to the Chairman of the Board of Directors for handling, except for those documents specifically addressed to a certain member of the Board of Directors.
3. Members of the Board of Directors may directly work with any employee of the Company to perform their assigned duties. When doing the work, members of the Board of Directors may question, discuss and make requests for provision of information and data provided that the executive power of the Chief Executive Officer shall not be affected. Members of the Board of Directors must notify the Chief Executive Officer before exercising their rights as provided in this point.
4. Employees of the Company shall be responsible for working, reporting and providing necessary documents and information as per request of the Board of Directors.

Article 38. Committees of the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors to take charge of development policies, personnel, compensation, benefits, internal audit and riskmanagement as provided in Articles 39, 40 and 41 of this Regulation.
2. The number of members of each committee shall be decided by the Board of Directors but it should be ensured that each committee has at least three (03) members. One of these members shall be selected as the Head of the committee under a decision of the Board of Directors. Members of a committee may also be 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.
3. The committees shall operate in compliance with their own regulations on operations issued by the Board of Directors, regulations on operations of the Board of Directors, this Regulation, the Company Charter and relevant Laws.

Article 39. Internal Audit Committee

1. The Internal Audit Committee shall be the organ assisting the Board of Directors in exercising certain powers and duties of the Board of Directors related to internal audit. The Internal Audit Committee shall not perform duties related to financial statements that are subject to the power of the Chief Executive Officer and independent auditors, and shall not perform duties of the internal audit department under the Executive Board.
2. The number of members of the Internal Audit Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements on experiences and qualifications. The Board of Directors shall elect or appoint members of the Internal Audit Committee and select one of them to be the Head of the committee.
3. Unless otherwise decided by the Board of Directors, the term of office of the Internal Audit Committee shall be the same as that of the Board of Directors. Upon the end of term of office of the Board of Directors, the Internal Audit Committee shall continue to perform its duties until the new Board of Directors elects the replacements.
4. Powers and duties of the Internal Audit Committee shall be provided by the Board of Directors under the regulations on operations of this Committee.

Article 40. Risk Management Committee

1. The Risk Management Committee shall be the organ assisting the Board of Directors in exercising those powers and duties of the Board of Directors related to risk management. The Risk Management Committee shall not perform duties related to risk assessment and management that are subject to the power of the Risk Operation Committee under the Executive Board, the Chief Executive Officer and Risk Management Director.
2. The number of members of the Risk Management Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements on experiences and qualifications. The Board of Directors shall elect or appoint members of the Risk Management Committee and select one of them to be the Head of the committee.
3. Unless otherwise decided by the Board of Directors, the term of office of the Risk Management Committee shall be the same as that of the Board of Directors. Upon the end of term of office of the Board of Directors, the Risk Management Committee shall continue to perform its duties until the new Board of Directors elects the replacements.
4. Powers and duties of the Risk Management Committee shall be provided by the Board of Directors under the regulations on operations of this Committee.

Article 41. Salary, Bonus Committee

1. The Salary, Bonus Committee shall be the organ assisting the Board of Directors in exercising those powers and duties related to senior human resource work, salary,

bonus and employee benefits. The Salary, Bonus Committee shall not perform daily human resource work of the human resource department and the Executive Board.

2. The number of members of the Salary, Bonus Committee shall be decided by the Board of Directors. These members may be members of the Board of Directors and non-members and must satisfy requirements for experiences and qualifications. The Board of Directors shall elect or appoint members of the Salary, Bonus Committee and choose one of them to be the Head of the committee.
3. Unless otherwise decided by the Board of Directors, the term of office of the Salary, Bonus Committee shall be the same as that of the Board of Directors. Upon the end of term of office of the Board of Directors, the Salary, Bonus Committee shall continue to perform its duties until the new Board of Directors elects the replacements.
4. Powers and duties of the Salary, Bonus Committee shall be provided by the Board of Directors under the regulations on operations of this Committee.

Article 42. Person in charge of Company's governance

1. The Board of Directors shall appoint at least 01 person in charge of Company's governance to assist with the Company's governance works. The person in charge of Company's governance may concurrently be the Company's secretary.
2. The person in charge of Company's governance must meet the standards as decided by the Board of Directors in accordance with the laws.
3. The appointment, removal, dismissal and replacement of the person in charge of Company's governance shall be decided by the Board of Directors and must be disclosed in accordance with the Laws.
4. The person in charge of Company's governance must not concurrently work for the approved audit organization which is auditing the Company's financial statements.
5. The person in charge of Company's governance shall have the followings rights and obligations:
 - a. To provide advices to the Board of Directors on the organization of meetings of the General Assembly of Shareholders as required and the related works between the Company and its Shareholders;
 - b. To prepare for meetings of the Board of Directors, the Board of Supervision and the General Assembly of Shareholders as requested by the Board of Directors or the Board of Supervision;
 - c. To provide advices on procedures of the meetings;
 - d. To attend the meetings;
 - e. To provide advices on procedures for making resolutions of the Board of Directors in accordance with the Laws;
 - f. To provide members of the Board of Directors and members of the Board of

Supervision with financial information, copies of meeting minutes of the Board of Directors and other information;

- g. To receive and manage the public disclosure of benefits and contracts, transactions from members of the Board of Directors, the Board of Supervision, the Chief Executive Officer;
- h. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- i. To be the contact person for communication with the parties having related rights and interests;
- j. To keep confidentiality of information in accordance with the Laws and the Company's policies;
- k. Other rights and obligations as assigned by the Board of Directors or as provided by the Laws.

CHAPTER IV

BOARD OF SUPERVISION

Article 43. Rights and obligations of Board of Supervision

1. The Board of Supervision shall supervise of the Board of Directors, the Chief Executive Officer in management and operation of the Company.
2. To inspect the reasonableness, legality, truthfulness and prudence in the management, operation of business activities, in organization of accounting and statistical work, and in preparation of financial statements
3. To appraise the completeness, legality and truthfulness of the Company's business reports, annual and semi-annual financial statements, reports on evaluation of the management work of the Board of Directors, and to submit appraisal reports at the annual meetings of the General Assembly of Shareholders; to review contracts, transactions with related persons, which fall within the approval power of the Board of Directors or the General Assembly of Shareholders and to make recommendations regarding contracts, transactions requiring approval of the Board of Directors or the General Assembly of Shareholders.
4. To review, inspect and evaluate the effect and efficiency of internal control, internal audit, risk management and early warning systems of the Company.
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 clause 1 Article 17 of the Company Charter.

6. At the request of a Shareholder or a group of Shareholders as provided in clause 1 Article 17 of the Company Charter, the Board of Supervision shall carry out an inspection within seven (07) working days after receiving the request. Within 15 days after completing the inspection, the Board of Supervision must submit a report on the issues requested for inspection to the Board of Directors and the Shareholder or group of Shareholders making the request. The inspection by the Board of Supervision provided in this clause must neither disrupt the normal operation of the Board of Directors nor interrupt the operation of the Company's business activities.
7. To propose the Board of Directors or the General Assembly of Shareholders measures to modify, supplement, improve the organizational structure for the management, supervision and operation of the business activities of the Company.
8. When discovering that a member of the Board of Directors, the Director or the Chief Executive Officer violates the responsibilities of Managers of enterprise pursuant to Article 165 of Law on Enterprises, the Board of Supervision shall immediately send a written notice to the Board of Directors, requesting the violating person to stop his/her violation and take remedial measures.
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.
10. To use independent consultants, internal audit department of the Company to perform the assigned duties.
11. The Board of Supervision may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Assembly of Shareholders.
12. To inspect each specific issues regarding the management, operation of business activities of the Company at the request of the Shareholders.
13. To request the Board of Directors to convene extraordinary meetings of the General Assembly of Shareholders.
14. To convene the meeting of General Assembly of Shareholders in replacement of the Board of Directors within 30 days in case the Board of Directors fails to convene the meeting of General Assembly of Shareholders pursuant to point b clause 4 Article 6 of this Regulation.
15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. To review, make extract or copy of a part or all of the declaration contents regarding the list of Related Persons and relevant interests which are declared pursuant to the Laws.
17. To make proposal, recommendation to the General Assembly of Shareholders for approving of the list of approved audit organizations which will audit the Company's financial statements; to decide on the approved audit organization which will audit the Company's operations, to remove or dismiss the approved auditor when deemed

necessary.

18. To take responsibility before the Shareholders for its performance of supervision tasks.
19. To supervise the Company's financial situation, the compliance with the Laws by members of the Board of Directors, the Chief Executive Officer and other Managers regarding their activities.
20. To ensure the coordination of activities with the Board of Directors, the Chief Executive Officer and Shareholders.
21. When discovering that a member of the Board of Directors, the Chief Executive Officer and other Executives of the Company violates the Laws or this 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 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.
22. To develop the Regulations on Operations of the Board of Supervision and submit it to the General Assembly of Shareholders for approval.
23. To report the following at the annual General Meeting of Shareholders:
 - a. Remunerations, operating costs and other benefits of the Board of Supervision and each of its members;
 - b. Summaries of meetings of the Board of Supervision and the conclusions and recommendations of the Board of Supervision;
 - c. Result of monitoring the Company's financial situation and business operation;
 - d. Reports on evaluation of transactions between the Company, its subsidiaries (if any), companies of which the Company controls more than 50% of charter capital (if any) 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 lastest 03 years prior to the transaction time;
 - e. Result of supervision over the Board of Directors, the Chief Executive Officer and other Executives of the Company;
 - f. Result of evaluation of the coordination of activities between the Board of Supervision and the Board of Directors, the Chief Executive Officer and Shareholders.
24. To witness the organization of vote counting and the preparation of vote counting minutes by the Board of Directors if requested by the Board of Directors in case of collection of written opinions of shareholders for approving resolutions of the General Assembly of Shareholders.

25. The Head of the Board of Supervision shall direct the General Assembly of Shareholders to elect the meeting chairman in case the Chairman is absent or temporarily subject to loss of working ability while the remaining members of the Board of Directors fail to elect a person to act as the chairman. In this case, the person receiving highest number of votes shall act as the meeting chairman.
26. To access the Company's files and documents retained at the head office, branches and other locations; to enter the workplaces of Managers and employees of the Company during working hours.
27. To request the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Managers to fully, accurately and promptly provide information and documents relating to the management, operation and business activities of the Company.
28. Other rights and obligations pursuant to the Laws and the Company Charter.

Article 44. Composition and term of office of the Board of Supervision

1. The number of members of the Board of Supervision shall be from three (03) to five (05) persons, the specific number of members in each term shall be decided by the General Assembly of Shareholders.
2. The term of office of members of the Board of Supervision shall be 5 (five) years and a member may be re-elected for an unlimited number of terms. In case all members of the Board of Supervision have their term of office ended at the same time, those members shall continue to be members of the Board of Supervision until new members are elected for replacement and take over the duties.

Article 45. Standards and conditions for members of the Board of Supervision

1. Not falling in the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to the Law on Enterprises.
2. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the business activities of the Company.
3. Not being Persons with Family Relationship of members of the Board of Directors, the Chief Executive Officer and other Managers.
4. Not being Managers of the Company and not required to be a Shareholder or an employee of the Company.
5. Not currently working in the accountant, financial department of the Company.
6. Not being members or employees of an independent audit company which has audited the financial statements of the Company for 03 preceding consecutive years.

Article 46. Nomination and candidacy for members of the Board of Supervision (Supervisors)

1. The nomination and candidacy for members of the Board of Supervision shall be implemented as follow:
 - a. A Shareholder or a group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total number of voting rights may nominate up to one (01) candidate to the Broad of Supervision;
 - 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;
 - c. A Shareholder or a group of Shareholders holding thirty percent (30%) to less than forty percent (40%) of the total number of voting shares may nominate up to three (03) candidates to the Board of Supervision;
 - d. A Shareholder or a group of Shareholders holding forty percent (40%) to less than fifty percent (50%) of the total number of voting shares may nominate up to four (04) candidates to the Board of Supervision;
 - e. A Shareholder or a group of Shareholders holding fifty percent (50%) or more of the total number of voting shares may nominate up to five (05) candidates to the Board of Supervision.
2. In case the the candidates for the Board of Supervision have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the Company's website so that Shareholders may learn about these candidates before voting. Candidates for Board of Supervision must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Supervision. Information related to candidates for the Board of Supervision to be published shall include:
 - a. Full name, date of birth;
 - b. Qualifications;
 - c. Working experience;
 - d. Other management titles (including titles in the Board of Supervision of other companies);
 - e. Interests related to the Company and related parties of the Company.
3. In case the number of candidates for the Board of Supervision through nomination, candidacy in accordance with clause 1 this Article are still not sufficient as provided by the Laws, the incumbent Board of Supervision shall nominate additional candidates

in accordance with the order, procedures provided in this Regulation and the Regulations on Operations of the Board of Supervision. The nomination of additional candidates by the incumbent Board of Supervision must be clearly announced before the General Assembly of Shareholders votes to elect members of the Board of Supervision.

Article 47. Method for election of members of the Board of Supervision

1. Ballots for election of members of the Board of Supervision shall be made available by the Organization Team in printed form with the list of candidates arranged in Vietnamese alphabetical order and affixed with the Company's seal.
2. Voting to elect members of the Board of Supervision must be carried out by cumulative voting, whereby each Shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members of the Board of Supervision to be elected, and such Shareholder may cumulate all or a part of its total votes in favour of one (01) or more candidates. However, Shareholders or persons authorized to attend the meeting may only elect the maximum number of candidates for the Board of Supervision as required by the Company among the total number of candidates for the Board of Supervision.
3. The persons who are successfully elected as members of the Board of Supervision shall be determined by the number of votes from the highest to the lowest, starting from the candidate receiving the highest number of votes until the full number of members as required have been reached.
4. In case two (02) or more candidates receive the same number of votes for the last member of the Board of Supervision, the General Assembly of Shareholders shall conduct a re-election among such candidates receiving the same number of votes or a selection in accordance with the criteria under the election regulations approved by the General Assembly of Shareholders.

Article 48. Head of the Board of Supervision

1. The Head of the Board of Supervision shall be elected by the Board of Supervision among its members; the election, removal, dismissal shall be implemented on the principle of majority vote. More than half of the members of the Board of Supervision must permanently reside in Vietnam. The Head of the Board of Supervision must have a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the enterprise's business operation.
2. Rights and obligations of the Head of the Board of Supervision:
 - a. To convene meetings of the Board of Supervision;
 - b. To request the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information for reporting to the Board of Supervision;

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- c. To prepare and sign reports of the Board of Supervision after consulting the Board of Directors for submission to the General Assembly of Shareholders.

Article 49. Removal, dismissal of members of Board of Supervision

1. Members of the Board of Supervision shall be removed in the following cases:
 - a. No longer satisfying the standards and conditions for being a member of the Board of Supervision as as provided in Article 45 of this Regulation;
 - b. Having a resignation letter which is approved.
2. Members of the Board of Supervision shall be dismissed in the following cases:
 - a. Failure to fulfil their assigned duties, works;
 - b. Failure to exercise their rights and perform their obligations for 06 consecutive months, except for cases of force majeure;
 - c. Committing repeated or serious violations of the obligations of members of the Board of Supervision as provided by the Laws, the Company's Charter, this Regulation and the Regulations of Operations of the Board of Supervision.
 - d. Other cases pursuant to resolutions of the General Assembly of Shareholders.
3. The Board of Supervision or the Board of Directors must convene the meeting of the General Assembly of Shareholders to elect additional members of the Board of Supervision in the following cases:
 - a. The number of members of the Board of Supervision decreases by more than one third (1/3) of the total number of members of the Board of Supervision having been previously elected. In this case, the Board of Directors must convene a meeting of the General Assembly of Shareholders within thirty (30) days from the date the number of members decreases by more than one third (1/3). In the case the Board of Directors fails to convene the meeting of the General Assembly of Shareholders pursuant to this provision, within the next 30 days, the Board of Supervision shall in replacement of the Board of Directors convene the meeting of the General Assembly of Shareholders as provided in this Regulation and the Company's Charter.
 - b. In other cases, at the nearest meeting, the General Assembly of Shareholders shall elect new members for replacement of the members of the Board of Supervision who have been removed, dismissed.
4. Notice of changes, new appointment, re-appointment, election, removal, dismissal, receipt of resignation letter from a member of the Board of Supervision must be reported to the State administrative authority, published within twenty four (24) hours from the date of notice of election, removal, dismissal, receipt of resignation letter from a member of the Board of Supervision.

Article 50. Meetings of the Board of Supervision

1. Meeting of the Board of Supervision shall be conducted at least twice a year, each meeting must be attended by at least 2/3 of members of the Board of Supervision. Meeting minutes of the Board of Supervision shall be made in a detailed and clear manner. The minutes recorder and members of the Board of Supervision attending the meetings and agreeing approval must sign in the meeting minutes. Meeting minutes of the Board of Supervision must be retained so as to determine the responsibilities of each member of the Board of Supervision.
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.

Article 51. Salary, remuneration, bonus, and other benefits of members of the Board of Supervision

1. Total remuneration, salary, bonus and other benefits of the Board of Supervision shall be approved by the General Assembly of Shareholders at the annual meeting and shall be fully recorded in the Notes to the audited annual financial statements. Remuneration and other benefits as well as expenses paid by the Company for the Board of Supervision and each Supervisor shall be disclosed in the Company's Annual Report and Report on performance of the Board of Supervision at the annual meeting of the General Assembly of Shareholders.
2. Members of the Board of Supervision shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Assembly of Shareholders. The General Assembly of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the Board of Supervision based on the estimated number of working days, the volume and nature of works, and the per diem rate of remuneration of each member.
3. Members of the Board of Supervision shall be reimbursed for expenses for meals, accommodation, travel, use of independent consultancy services at reasonable rates when attending the meetings of the Board of Supervision or implementing other duties of the Board of Supervision. The total amount of such allowances and expenses shall not exceed the total annual operating budget of the Board of Supervision as approved by the General Assembly of Shareholders, unless otherwise decided by the General Assembly of Shareholders.
4. Salaries and operating expenses of the Board of Supervision shall be included in business expenses of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company.
5. The procurement of management liability insurance which is not intended to bring material benefits or income to the members of the Board of Supervision shall be decided by the Board of Directors on an annual basis. The procurement of insurance of other types for members of the Board of Supervision must be approved by the

General Assembly of Shareholders.

CHAPTER V

CHIEF EXECUTIVE OFFICER

Article 52. Roles, term of office of the Chief Executive Officer

1. The Board of Directors shall appoint 01 member of the Board of Directors or employ another person to be the Chief Executive Officer.
2. The Chief Executive Officer shall be the person in charge of managing the daily business operations of the Company; subject to the Board of Directors' supervision; responsible before the Board of Directors and the Laws for the exercise of the assigned powers and duties.
3. The Chief Executive Officer shall have the term of office of not exceeding five (05) years and may be re-appointed for an unlimited number of terms.

Article 53. Powers and duties of the Chief Executive Officer

1. To decide on issues related to the daily business operations of the Company which are not subject to the power of the Board of Directors.
2. To organize the implementation of resolutions, decisions of the Board of Directors.
3. To organize the implementation of business plans and investment plans of the Company.
4. To make recommendation regarding the plan on organizational structure, the internal management regulations of the Company.
5. To appoint, remove, dismiss managerial positions in the Company, except for those under the power of the Board of Directors.
6. To decide on the salaries and other benefits for the Company's employees, including the Managers under appointment power of the Chief Executive Officer.
7. To recruit employees.
8. To make recommendation regarding the plans for payment of dividends or dealing with business loss;
9. Other powers and duties pursuant to the Laws, the Company's Charter, this Regulation and resolutions, decisions of the Board of Directors.

Article 54. Standards and conditions for the Chief Executive Officer

1. Not falling within the categories of entities who are not permitted to manage enterprises in Vietnam pursuant to the Laws on Enterprises.

2. Not being the person who is currently accused of criminal liability or serving imprisonment penalty or prohibited from securities practicing pursuant to the laws.
3. Having experience of at least 02 years working in fields of finance, securities, banking, insurance or in departments of finance, accounting, investment of other enterprises.
4. Having financial analysis practising certificate or fund management practising certificate.
5. At the time of appointment, not being subject to penalty against administrative violation in the securities sector and stock market within the latest 06 months.
6. Not being a member of the board of directors, members' council of other security companies.
7. Not being the person with family relationship of other Managers of other companies or Supervisors of the Company.
8. Having qualifications, experiences in business administration.

Article 55. Nomination, appointment, removal, dismissal of the Chief Executive Officer

1. The nomination and appointment of the Chief Executive Officer shall be implemented in accordance with the following procedures:
 - a. The incumbent Chairman and incumbent members of the Board of Directors may nominate candidates for the position of Chief Executive Officer if considering such candidates meet the required conditions and standards;
 - b. The nomination of candidates shall be made in writing in accordance with the form of the Company and sent to the Chairman of the Board of Directors no later than seven (07) days prior to the date of meeting of the Board of Directors. Documents for the nomination of candidates for the position of Chief Executive Officer shall include:
 - i. The nomination document clearly stating comments of the nominating persons on the candidate;
 - ii. The candidate's curriculum vitae (self-declared) clearly stating his/her identity, level of education, experiences and professional qualifications, and working history;
 - iii. Name of the companies where the candidate is holding the titles of member of the Board of Directors and other management titles;
 - iv. Declaration of interests related to the Company (if any)
 - v. Commitment of the candidate in case of being appointed as the Chief Executive Officer.

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- c. The Chairman of the Board of Directors shall be responsible for sending information about the candidates to the members of the Board of Directors at least five (05) working days prior to the meeting date so that members of the Board of Directors can review the information about the candidates before making decision on voting to appoint the Chief Executive Officer.
 - d. In case there are several candidates for the position of Chief Executive Officer, the Board of Directors must conduct the interview to evaluate the capacity of all candidates. After that, the Board of Directors shall vote to select the Chief Executive Officer.
 2. Removal, dismissal of the Chief Executive Officer shall be performed in accordance with the following procedures:
 - a. The Chairman of the Board of Directors shall prepare a dossier for removal, dismissal of the Chief Executive Officer, including:
 - i. The written request of the Chairman of the Board of Directors for removal, dismissal of the Chief Executive Officer.
 - ii. Evidence and documents proving the Chief Executive Officer fails to satisfy the standards, conditions as provided in Article 54 of this Regulation.
 - b. The Chairman of the Board of Directors shall be responsible for sending the dossier for removal, dismissal of the Chief Executive Officer to members of the Board of Directors at least five (05) working days prior to the meeting date so that the members of the Board of Directors can review the dossier for removal, dismissal of the Chief Executive Officer before making decisions on the removal, dismissal of the Chief Executive Officer.
 3. The Board of Directors shall carry out voting on appointment, removal, dismissal, replacement of the Chief Executive Officer if agreed by the majority of the members of the Board of Directors. The appointment, removal, dismissal, replacement of the Chief Executive Officer shall be made in the form of resolution, decision of the Board of Directors.

Article 56. Salary and bonus of Chief Executive Officer

1. The Chief Executive Officer shall be entitled to salary and bonus. The salary and bonus of the Chief Executive Officer shall be decided by the Board of Directors.
2. The salary of the Chief Executive Officer shall be included in business costs of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company, which must be reported to the General Assembly of Shareholders at the annual meeting.
3. The procurement of management liability insurance for the Chief Executive Officer shall be decided by the Board of Directors in an annual basis.

CHAPTER VI

COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISION AND THE CHIEF EXECUTIVE OFFICER

Article 57. Exchange information, attendance in meetings and proposal for meetings

1. At all meetings of the Board of Directors, the Chairman of the Board of Director shall invite members of the Board of Supervision (the Head of the Board of Supervision and/or Supervisors) to attend, and may invite the Chief Executive Officer, members of the Executive Board to attend.
2. At all meetings of the Board of Supervision, the Head of the Board of Supervision may invite certain members of the Board of Directors, members of the Executive Board and members of the Committees.
3. At the important meetings of the Executive Board, the Chief Executive Officer may invite certain members of the Board of Directors, members of the Board of Supervision and members of the Committees.
4. The meeting invitation notices of the Board of Directors and the Board of Supervision must state the time, venue and agenda of the meeting and be enclosed with meeting documents at least three (03) working days prior to the meeting date.
5. Minutes and resolutions of the meeting shall be sent to all attending members within five (05) days from the end of the meeting.
6. The Chief Executive Officer, the Board of Supervision may request to convene meeting of the Board of Directors when necessary or upon the occurrence of events that greatly affect the operations of the Company and in other cases as provided by the Company's Company and the Laws.
7. The Chief Executive Officer, the Board of Supervision shall consult the Board of Directors when necessary or upon the occurrence of events that greatly affect the Company's operations and in other cases as provided by the Company's Charter and the Laws.

Article 58. Notification on the Board of Directors' resolutions to the Board of Supervision, the Chief Executive Officer

All resolutions, decisions of the Board of Directors and documents with the nature of general governance issued by the Board of Directors shall be sent to the Board of Supervision, the Chief Executive Officer within five (05) days from the issuance date of such resolutions, decisions and documents.

Article 59. Report of the Chief Executive Officer to the Board of Directors

1. The Chief Executive Officer shall be the person who is responsible to develop business plans for submission to the Board of Directors for consideration and approval, organize the implementation of resolutions of the Board of Directors. When discovering matters affecting the interests of the Company, the Chief Executive Officer shall be responsible

for reporting to the Board of Directors so that the Board of Directors can make decisions on adjustment.

2. The Chief Executive Officer shall be the person who manages the daily business of the Company; is subject to the supervision of the Board of Directors, is responsible before the Board of Directors and the Laws for the performance of assigned duties.
3. The Chief Executive Officer may refuse to implement and reserve his/her opinions on the decisions of the Board of Directors if he/she finds such decisions are contrary to the laws and shall immediately make report to the Board of Directors and the Board of Supervision in writing. The Board of Directors may terminate or cancel the implementation of the decisions of the Chief Executive Officer if the Board of Directors finds that they are contrary to the laws, violate the Company's Charter, resolutions and decisions of the Board of Directors.
4. The Chief Executive Officer may make decisions beyond his/her power in case of emergency such as natural disaster, fire, but must make report to the Board of Directors and the latest General Assembly of Shareholders of such decisions.
5. In case the business operations of the Company suffer losses or are inefficient from time to time, the Chief Executive Officer must make report and submit remedial plans to the Board of Directors. In case of continuous losses and failure to develop a positive plan to remedy the loss, the Board of Directors may dismiss the Chief Executive Officer.

Article 60. Issues to be reported by the Chief Executive Officer to the Board of Directors, the Board of Supervision

1. Reporting quarter, semi-annual and annual reports on business results.
2. Annual business plan.
3. Other issues under the approval power of the Board of Directors.

Article 61. Coordination of operations between members of the Board of Director, Supervisors and the Chief Executive Officer

1. Members of the Board of Directors, the Board of Supervision and the Chief Executive Officer shall closely coordinate with each other, regularly exchange opinions at works and provide information in the spirit of cooperation, support, and creation of favorable conditions for the performance of the rights and duties of the members in accordance with the Company's Charter and the applicable laws. In the process of performing the governance function, the Board of Directors and the Board of Supervision shall create favourable conditions for the Chief Executive Officer and the Managing Directors to well perform their functions. The Chief Executive Officer shall create necessary conditions for the members of the Board of Directors and the Board of Supervision to well perform their assigned duties.
2. Upon discovery of urgent matters which fall within the responsibilities of the Chief Executive Officer, the members of the Board of Directors may discuss directly, via

telephone or electronic mail with the Chief Executive Officer or the Managing Directors for prompt settlement.

3. The Chief Executive Officer shall be responsible for implementing the resolutions, decisions of the Board of Directors; the Board of Directors shall be responsible for inspecting, supervising such implementation.
4. During the implementation of the resolutions and decision of the Board of Directors, if the Chief Executive Officer discovers any matters that are not beneficial to the Company, the Chief Executive Officer must promptly keep the Chairman of the Board of Directors informed in order to settle the matter together.
5. When the Board of Supervision proposes the selection of an independent audit company, the Board of Directors must give feedback in order to jointly make a decision on selecting the most suitable audit company.
6. After periodical or extraordinary inspections, the Board of Supervision must send the inspection results in writing to the Board of Directors so that the Board of Directors can fully understand the situation of the Company. Subject to the extent and results of the inspection, the Board of Supervision shall discuss with the Board of Directors and the Chief Executive Officer before deciding to make report to the General Assembly of Shareholders.

CHAPTER VII

ANNUAL EVALUATION ON MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE OFFICER

Article 62. Evaluation on performance of members of the Board of Directors, the Supervisors and the Chief Executive Officer

1. Annually, basing on the assigned functions and duties, members of the Board of Directors, the Supervisors, the Chief Executive Officer must make reports on performance results in the year for submission to the competent person with the appointment power for consideration, review and approval.
2. The evaluation process must be objective, honest and based on criteria necessary and suitable to the duties of each member. The results of the previous evaluation must be saved and used as a basis for the next evaluation.
3. The minimum criteria for the evaluation of performance shall at least include the following contents:
 - a. For members of the Board of Directors/ Supervisors
 - i. Number of times of attendance at official and extraordinary meetings;
 - ii. Level of completion of assigned works;
 - iii. Number of times of violation of discipline.

- b. For the Chief Executive Officer
 - i. Ability of operation and governance;
 - ii. Business efficiency;
 - iii. Number of times of violation of discipline.

Article 63. Commendation and bonus

1. The person having the appointment power may consider commendation and bonus in favour of the appointees in accordance with the procedures under by the laws on labour, the Company's Charter, the Company's rules, and agreements in the labour contracts.
2. Types of commendation and bonus shall include:
 - a. Certificate of merit;
 - b. Money reward;
 - c. Shares under the employee stock option plan of the Company;
 - d. Other types.
3. Commendation and bonus shall be sourced from the Company's Commendation and Bonus Fund or other lawful sources pursuant to the Laws.
4. The specific rate of commendation and bonus shall be determined based on the actual business results of each year.

Article 64. Settlement of violations and imposition of disciplinary actions

1. Annually, the Company shall base on the results of the evaluation of performance to determine the level and types of disciplinary actions pursuant to the laws and the Company's internal rules. Members of the Board of Directors, the Supervisors, the Chief Executive Officer and other enterprise executives who fail to fulfill their duties due to their carelessness, lack of diligence and poor professional capacity shall be liable for damage caused by them.
2. Key violations of discipline shall include:
 - a. Serious violations of their obligations and duties;
 - b. Abuse of power, making decisions beyond power causing damage to the Company;
 - c. Violation of the obligation to disclose information according to the applicable regulations on information disclosure on the stock market;
 - d. Other cases as regulated.
3. Forms of disciplinary actions shall include:
 - a. Removal, dismissal, fire;
 - b. Other forms pursuant to the laws on labour, the Company's Charter, the Company's rules, and agreements in the labour contracts.

4. In addition, members who are subject to disciplinary actions must return to the Company the benefits that such members have earned from their acts that were conducted beyond their power and/or in breach of the laws.

CHAPTER VIII

AMENDMENT TO REGULATION AND IMPLEMENTATION PROVISION

Article 65. Amendment to Regulation

1. The amendment, supplement and replacement of this Regulation must be approved by the General Assembly of Shareholders and issued by the Board of Directors.
2. In case there are legal provisions relating to the operations of the Company, which have not been mentioned herein or in case where there are new legal provisions which are different from those in this Regulation, such provisions of laws shall automatically be applicable and govern the operations of the Company.

Article 66. Implementation provision

1. This Regulation consists of 8 chapters and 66 articles, is approved by the General Assembly of Shareholders on 08 August 2022, with effect from the date of approval.
2. This Regulation is the sole and official regulation of the Company, replacing all previous internal regulations on governance of the Company.
3. Copies or extracts of the Regulation must be signed by either the Chairman of the Board of Directors or at least one half (1/2) of the total number of members of the Board of Directors to be valid.
4. The Board of Directors, the Committees directly under the Board of Directors, the Chief Executive Officer, other executives, relevant organizations, individuals, employees shall be responsible for the implementation of this Regulation.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

JOHAN NYVENE

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Amendments to the Regulations on Operations of the Board of Directors

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Circular No. 121/2020/TT-BTC dated 31 December 2020 issued by the Ministry of Finance regulating the operation of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of corporate governance applying to public companies in Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Regulations on Operations of the Board of Directors of Ho Chi Minh City Securities Corporation approved by the General Shareholders Meeting on 22 April 2021,

Decree No. 155/2020/ND-CP dated 31 December 2020, effective 01 January 2021 requires all listed companies to issue their Regulations on Operations of the Board of Directors which are approved by the coming general shareholders closest to the effective date of the Decree. To fully comply with the aforesaid regulations, HSC had its Regulations on Operations of the Board of Directors drafted and approved by the general shareholders meeting on 22 April 2021 under a pressing manner.

After short period of enforcement, there is a need to refresh the whole Regulations on Operations of the Board of Directors to ensure specificity, consistency, avoidance of overlaps, compliance with applicable regulations and best practice in the market, establishing framework for the governance and management of the Company in coming time.

The Company's Regulations on Operations of the Board of Directors has been newly drafted using the template attached to Circular No. 116/2020/TT-BTC dated 21 December 2020 to achieve the need as mentioned above.

On that basis, the Board of Directors of Ho Chi Minh City Securities Corporation hereby submit to the General Shareholders Meeting for approval of the following:

1. The new Company Regulations on Operations of the Board of Directors with all replacement, changes and supplements have been described in the attachment (please see Table of Detailed Changes to Regulations on Operations of the Board of Directors 2022).
2. The new Company Regulations on Operations of the Board of Directors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Directors approved by the General Shareholders Meeting on 22 April 2021.
3. The Chairman shall be entitled to sign and issue the Regulations on Operations of the Board of Directors.

4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



Johan Nyvene
JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

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>LEGAL BASIS</p> <ul style="list-style-type: none"> - 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; - 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 Board of Director promulgated the Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation; - Regulation on Organization and Operation of the Board of Directors of Ho Chi Minh City Securities Corporation shall consist of following provisions: 	<p>LEGAL BASIS</p> <ul style="list-style-type: none"> - 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; - Charter of Ho Chi Minh City Securities Corporation (hereafter referred to as “Company”); - The Board of Directors has issued the Regulations on Operations of Board of Directors (hereinafter referred as “this Regulation”), includes following contents: 	Amend to reflect new amendment and make it clearer
2	Article 1	<p>Article 1. Governing scope and Subjects of application</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>Article 1. Governing scope and subjects of application</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>Article 2. Interpretation of terms</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	<p>Article 12. Rights and obligation of the Board of Directors</p> <p>2. Details of the rights and obligations are as below:</p> <p>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;</p>	<p>Article 12. Rights and obligations of the Board of Directors</p> <p>2. The Board of Directors shall have the following rights and obligations:</p> <p>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;</p>	Rewrite to follow clause 10 Article 20 Proposed amendment Internal Regulations on Corporate Governance
31	Point j Clause 2 Article 12	<p>Article 12. Rights and obligation of the Board of Directors</p> <p>2. Details of the rights and obligations are as below:</p> <p>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;</p>	<p>Article 12. Rights and obligations of the Board of Directors</p> <p>2. The Board of Directors shall have the following rights and obligations:</p> <p>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;</p>	Rewrite to follow clause 12 Article 20 Proposed amendment Internal Regulations on Corporate Governance
32	Point o Clause 2 Article 12	<p>Article 12. Rights and obligation of the Board of Directors</p> <p>2. Details of the rights and obligations are as below:</p> <p>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</p>	<p>Article 12. Rights and obligations of the Board of Directors</p> <p>2. The Board of Directors shall have the following rights and obligations:</p> <p>o. To decide on the issuance of the Regulations on Operations of the Board of Directors, the Internal</p>	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"> - Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer, other managers and their affiliated persons; - Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the company, and their affiliated persons; 	<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"> a. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their Related Persons; b. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons; 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. 	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">a. Name, head office address, enterprise code of the Company;b. Issues on which opinion needs to be collected to approve the resolution, decision, reasons, purposes of collecting opinions;c. Voting options, comprising agreement, disagreement and abstention for each issue;d. Time limit within which the members of the Board of Directors must return their opinion. <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">a. The replying electronic mail shall specify decision on agreement, disagreement or abstention for each issue; orb. The replying electronic mail shall attach a photograph of the completed opinion collection form, which shall	
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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

Ho Chi Minh City Securities Corporation



**REGULATIONS ON OPERATIONS
OF BOARD OF DIRECTORS**

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LEGAL BASIS

- 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;
- Law on Securities No. 54/2019/QH14 adopted by the National Assembly of Socialist Republic of Vietnam on 26 November 2019;
- Decree No. 155/2020/ND-CP promulgated by the Government on 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Circular No. 121/2020/TT-BTC promulgated by the Ministry of Finance on 31 December 2020 regulating the operations of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under the Government’s Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Charter of Ho Chi Minh City Securities Corporation (hereafter referred to as “Company”);
- The Resolution No. __/2022/NQ-DHDCD of the General Assembly of Shareholders dated 08 August 2022 approving the Regulations on Operations of Board of Directors;
- The Board of Directors has issued the Regulations on Operations of Board of Directors (hereinafter referred as “this Regulation”), includes following contents:

CHAPTER I

GENERAL PROVISIONS

Article 1. Governing scope and subjects of application

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.
2. This Regulation shall be applicable to the Board of Directors and members of the Board of Directors.

Article 2. Operational principles of the Board of Directors

1. The Board of Directors shall work according to collective principle. Members of the Board of Directors shall be individually responsible for their own assigned tasks and jointly responsible before the General Assembly of Shareholders and the laws for the resolutions, decisions of the Board of Directors relating to the development of the Company.
2. The Board of Directors shall delegate the Chief Executive Officer to organize the operation and implementation of resolutions, decisions of the Board of Directors.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

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.
2. Members of the Board of Directors shall have obligations as provided in the Company's Charter, the Internal Regulations on Corporate Governance and the following obligations:
 - a. To perform their duties in an honest, prudent manner for the best interests of shareholders and the Company;
 - b. To fully attend all meetings of the Board of Directors and provide opinions on

the issues raised for discussion;

- c. To report promptly, fully to the Board of Directors about the remunerations received from subsidiaries, affiliate companies and other organizations;
 - d. To report to the Board of Directors in the nearest meeting about the transactions between the Company, its subsidiaries, other companies of which the Company controls more than 50% of charter capital and members of the Board of Directors and related persons of such members; transactions between the Company and companies of which the member of the Board of Directors is a founding member or an enterprise manager during the last 3 years prior to the transaction date;
 - e. To conduct disclosure of information when trading shares in the Company in accordance with the laws.
3. Independent members of the Board of Directors shall make annual report on assessment of operations of the Board of Directors so that the Board of Directors can consolidate into its report to the General Assembly of Shareholders in accordance with clause 5 Article 32 of the Company Charter.

Article 4. Right to be provided information of members of the Board of Directors

1. Members of the Board of Directors may request the Chief Executive Officer, the Deputy Chief Executive Officer, other Managers of Company to provide information, documents about financial situation, business operations of the Company and units of Company.
2. The Managers being so requested shall promptly, sufficiently and accurately provide information, documents in accordance with the request of members of the Board of Directors. Order and procedures for requesting and providing information are provided by the Company's Charter.

Article 5. Term of office and number of members of the Board of Directors

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.
2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms.
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 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.

Article 6. Standards and conditions for members of the Board of Directors

1. General 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.
2. 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 Company for at least 03 preceding years;
 - b. Not being a person who is being entitled to salary, remuneration from the Company, except for allowances to which members of the Board of Director are entitled pursuant to regulations;
 - c. Not being a person whose spouse, natural parent, adoptive parent, child, adopted child, sibling is a major shareholder of the Company; not being a Manager of the Company or subsidiary of the Company;
 - d. Not being a person directly or indirectly owning at least one per cent (1%) of the total voting shares in the Company;
 - e. Not being a person who used to be a member of the Board of Directors, the Board of Supervision of the Company for at least 05 preceding years, except for the case of being appointed for 02 consecutive terms of office.
3. An independent member of the Board of Directors must notify the Board of Directors of the fact that such member no longer satisfies in full the standards and conditions provided in clause 2 this Article, and shall automatically no longer be the independent member of the Board of Directors from the date of failure to satisfy in full the standards and conditions. The Board of Directors must inform about the case of the independent member of the Board of Directors no longer satisfying in full the standards and conditions at the nearest meeting of the General Assembly of Shareholders or must convene a meeting of the General Assembly of Shareholders to conduct additional election or replace the independent member of the Board of Directors within 06 months from the date of receipt of the notification from the relevant independent member of the Board of Directors.

Article 7. Chairman of Board of Directors

1. The Chairman of the Board of Directors shall be elected by the Board of among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of Chief Executive Officer.
3. The Chairman of the Board of Directors shall have the following powers and duties:
 - a. To prepare the programs, plans of activities of the Board of Directors;
 - b. To prepare the agenda, contents, documents serving the meetings; convene and chair the meetings of the Board of Directors;
 - c. To organize the approval of decisions of the Board of Directors;
 - d. To supervise the process of organization of implementation of the Board of Directors' decisions;
 - 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;
 - 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;
 - 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;
 - 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;
 - 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;

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- 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. Other rights and duties as provided by the General Assembly of Shareholders in accordance with the Laws.
- 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.
 - 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 Chairman of the Board of Directors must authorize in writing another member of the Board of Directors to perform his/her powers and duties.
 - 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.

Article 8. Vice Chairman of Board of Directors

- 1. The Board of Directors may elect a member to be the Vice Chairman of the Board of Directors.
- 2. The Vice Chairman of the Board of Directors shall have the following powers and duties:
 - a. The Vice Chairman of the Board of Directors shall assist the Chairman of the Board of Directors in performing the powers and duties as may be delegated or authorized by the Chairman of the Board of Directors.
 - 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.

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.

Article 9. Removal, dismissal, replacement and additional election of members of the Board of Directors

1. Members of the Board of Directors shall be removed in the following cases:
 - a. He/she no longer satisfies the standards and conditions as provided in Article 6 of this Regulation;
 - 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;
 - c. He/she submits a resignation letter which is approved;
 - d. There is evidence that the member of the Board of Directors has lost his/her capacity for civil acts;
 - e. When deeming it necessary, the General Assembly of Shareholders may decide to remove members of the Board of Directors;
 - f. Other cases as provided by the Laws.
2. A member of the Board of Directors may be removed, replaced according to a resolution of the General Assembly of Shareholders.
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:
 - 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);
 - b. The number of independent members of the Board of Directors falls below the minimum ratio as provided by the laws;
 - 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.
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 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.

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;
 - c. A Shareholder or group of Shareholders owning 30% to less than 40% of the total number of voting shares may nominate up to three (03) candidates for the Board of Directors;
 - d. A Shareholder or group of Shareholders owning 40% to less than 50% of the total number of voting shares may nominate up to four (04) candidates for the Board of Directors;
 - e. A Shareholder or group of Shareholders owning 50% to less than 60% of the total number of voting shares may nominate up to five (05) candidates for the Board of Directors;
 - f. A Shareholder or group of Shareholders owning 60% to less than 70% of the total number of voting shares may nominate up to six (06) candidates for the Board of Directors;
 - g. A Shareholder or group of Shareholders owning 70% to less than 80% of the total number of voting shares may nominate up to seven (07) candidates for the Board of Directors;
 - h. A Shareholder or group of Shareholders owning 80% to less than 90% of the total number of voting shares may nominate up to eight (08) candidates for the Board of Directors;
 - i. A Shareholder or group of Shareholders owning 90% or more of the total number of voting shares may nominate the full number of candidates for the Board of Directors.
2. In case the number of candidates for the Board of Directors through nomination, candidacy remain less than the required number, the incumbent the Board of Directors shall nominate additional candidates. Mechanism of the nomination or method in which incumbent the Board of Directors shall nominate candidates must be clearly

announced and approved by the General Assembly of Shareholders before proceeding with the nomination.

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 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.
7. The election, removal, dismissal of members of the Board of Directors shall be decided by the General Assembly of Shareholders on the principle of voting.

Article 11. Notification of election, removal, dismissal of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the website of the Company so that Shareholders may learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness, accuracy of the personal information disclosed and must commit to perform their duties in an honest, prudent manner and for the best interests of the Company if being elected as member of the Board of Directors. Information related to candidates for the Board of Directors to be published shall include:
 - a. Full name, date of birth;
 - b. Qualifications;
 - c. Work experience;
 - d. Other management titles (including the titles in the Board of Directors of other

- Companies);
- e. Interests related to the Company and related parties of the Company.
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.

CHAPTER III

BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors shall be the management body of the Company, have full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations of the General Assembly of Shareholders.
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;
 - b. To propose the type of shares and the total number of shares authorized to be offered for sale of each type;
 - c. To decide on the selling of unsold shares within the number of shares authorized to be offered for sale of each type; decide on mobilizing additional capital in other form;
 - d. To decide on the selling price of shares and bonds of the Company;
 - 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;
 - 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;
 - g. To decide on the market development, marketing and technology solutions;
 - 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;

- i. To supervise, direct the Chief Executive Officer and other Managers of the Company in running the daily business of the Company;
- 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;
- k. To approve the program, contents of documents serving the meeting of the General Assembly of Shareholders, convene the meetings of the General Assembly of Shareholders or collect opinions for the General Assembly of Shareholders to approve resolutions;
- l. To submit the audited annual financial statements to the General Assembly of Shareholders;
- m. To propose the rate of dividend to be paid, decide on the time limit and procedures for paying dividends or deal with losses incurred in the course of business;
- n. To propose the re-organization, dissolution of the Company; request bankruptcy of the Company;
- o. To decide on the issuance of the Regulations on Operations of the Board of Directors, the Internal 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;
- 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;

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- 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 of the Company's representative to deal with issues related to legal proceedings against such executive;
 - x. To veto over the decision of the Chief Executive Officer in conducting any standard activity, provided that such veto is grounded;
 - y. The procurement of management liability insurance, which is not intended to bring material benefits or income to the Managers and Supervisors;
 - z. To decide on other issues pursuant to the Laws and as authorized by the General Assembly of Shareholders.
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.
 4. If a resolution, decision passed by the Board of Directors is contrary to the laws, the resolutions of the General Assembly of Shareholders, the Company's Charter, thereby causing damage to the Company, the members who agreed to pass such resolution, decision shall be personally jointly liable for such resolution, decision and compensate the Company for damage; the members who opposed the passing of such resolution, decision shall be exempted from liability. In such case, Shareholders of the Company may request the Court to terminate the implementation of or cancel such resolution, decision.

Article 13. Obligations and powers of the Board of Directors in approving, signing contracts, transactions

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:
 - a. Shareholders, authorized representatives of Shareholders being organization owning more than 10% of the total ordinary shares in the Company and their Related Persons;
 - b. Members of the Board of Directors, members of the Board of Supervision, the Chief Executive Officer, other Managers and their Related Persons;
 - 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.

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.
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.

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:
 - a. The Board of Directors considers it necessary for the benefit of the Company.
 - 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.
 - 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.
 - d. At the request of the Board of Supervision.
 - e. Other cases provided by the Laws and the Company's Charter.
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:
 - 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;
 - 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;

- c. The grounds and reasons for requesting to convene the meeting of the General Assembly of Shareholders;
- 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..

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. 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.

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.
4. The convenor of the meeting of the General Assembly of Shareholders must perform the following tasks:
 - 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 shall be disclosed to the relevant authorities and posted on the website of the Company.
 - b. Providing information and settling complaints related to the list of Shareholders.
 - c. Preparing the agenda and contents of the meeting.
 - d. Preparing documents relevant to the contents of the meeting.
 - 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.
 - f. Determining the time and venue of the meeting.

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- g. Sending notice of invitation to the meeting to all Shareholders entitled to attending the meeting.
 - h. Other tasks which serve the meeting.

Article 15. Committees of the Board of Directors

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.
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.
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 Corporate Governance, the Company's Charter and relevant Laws.

CHAPTER IV

MEETING OF BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the closing of the election of such the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest ratio of votes. In case more than one member receive the highest and equal number of votes or ratio of votes, the members shall conduct election on the principle of majority to select one of them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.
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:
 - a. At the request of the Board of Supervision or independent member of the Board of Directors;
 - b. At the request of the Chief Executive Officer or at least five (05) other Managers;

c. At the request of at least two (02) members of the Board of Directors;

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.

4. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receipt of the request provided in clause 3 this Article. In case the Chairman fails to convene the meeting of the Board of Directors at the request, the Chairman shall be liable for any damage caused to the Company; the requester may in replacement of the Chairman of the Board of Directors convene the meeting of the Board of Directors.
5. The Chairman of the Board of Directors or the convenor 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.
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.
7. The Chairman of the Board of Directors or the convenor shall send the meeting invitation notice and enclosed documents to the members of the Board of Supervision, the Chief Executive Officer in the same manner as that for the members of the Board of Directors. The Supervisors, the Chief Executive Officer may attend meetings of the Board of Directors; may discuss but shall not vote.
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.
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.
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.

11. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend the meeting and vote in accordance with Article 31 of the Internal Regulations of Corporate Governance;
 - c. Attending and voting via online conference, electronic voting or other electronic means;
 - d. Sending voting slip to the meeting via mail, fax, email or other means of communication;
 - e. Sending voting slip via other means pursuant to the previous decision of the Board of Directors.

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.

12. Members shall fully attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote in accordance with Article 31 of the Internal Regulations of Corporate Governance.
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.

Article 17. Minutes of meetings of the Board of Directors

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:
 - a. Name, head office address, enterprise code of the Company;
 - b. Purpose, agenda and contents of meeting;
 - c. Time and venue of the meeting;
 - d. Full name of each attending member or person authorized to attending the meeting and method of attendance; full name of the absent members and reason;
 - e. Issued being discussed and voted at the meeting;

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- f. Summary of opinions expressed by each attending member according to the progress of the meeting;
 - g. Voting result which shall clearly state the members who cast votes of agreement, disagreement and abstention;
 - h. Issues having been approved and the respective ratio of votes of approval;
 - 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 minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and agreeing approval, 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.
2. The chairman, the minutes recorder and persons signing in the minutes shall be responsible for honesty and accuracy of contents of the minutes of meeting 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.
 4. Meeting minutes of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.
 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.

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 applicable to both regular and extraordinary meetings as provided in Article 16 of this Regulation.
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.

3. The opinion collection form must contain the following main contents:
 - a. Name, head office address, enterprise code of the Company;
 - b. Issues on which opinion needs to be collected to approve the resolution, decision, reasons, purposes of collecting opinions;
 - c. Voting options, comprising agreement, disagreement and abstention for each issue;
 - d. Time limit within which the members of the Board of Directors must return their opinion.
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.
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:
 - a. The replying electronic mail shall specify decision on agreement, disagreement or abstention for each issue; or
 - b. The replying electronic mail shall attach a photograph of the completed opinion collection form, which shall select a voting option of agreement, disagreement or abstention and be signed by the member of the Board of Directors.
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.
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.
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.
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.

10. The summary of result of the collection of written opinions to pass a resolution, decision of the Board of Directors must be minuted and the minutes must be signed by the Chairman of the Board of Directors and the secretary. The minutes on summary of result, the opinion collection forms and the opinions of members of the Board of Directors must be retained pursuant to general regulations.

CHAPTER V

REPORT, DISCLOSURE OF OF INTERESTS

Article 19. Submission of annual reports

1. After the end of fiscal year, the Board of Directors must submit to the General Assembly of Shareholders the following reports:
 - a. Report on business result of the Company;
 - b. Financial statements;
 - c. Report on the evaluation on the management, operation of the Company;
 - d. Appraisal report of the Board of Supervision.
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.
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.

Article 20. Remuneration, bonus and other benefits of members of the Board of Directors

1. The Company may pay remuneration, bonus to members of the Board of Directors according to business results and efficiency.
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.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business costs pursuant to the Laws on corporate income tax, shown in a separate section in the Company's annual financial statements and must be reported to the General Assembly of Shareholders at the annual meeting.
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.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses which they have had to pay when performing their duties as a member of the Board of Directors, including expenses incurred in attending meetings of the General Assembly of Shareholders, the Board of Directors or the Committees of the Board of Directors.

Article 21. Disclosure of related interests

1. Members of the Board of Directors of the Company must declare to the Company about their related interests, including :
 - a. Full name, enterprise code, head office address, business lines of enterprises in which they own contribution capital or shares; ratio and date of ownership of such contribution capital or shares;
 - b. Full name, enterprise code, head office address, business lines of enterprises in which their related persons jointly or separately own contribution capital or shares representing more than 10% charter capital.
2. The declaration provided in clause 1 this Article must be made within 07 working days from the date on which relevant interests arise; any amendments, supplements must be notified to the Company within 07 working days from the date of the relevant amendments, supplements.
3. Members of the Board of Directors conducting, in their own name or in the name of another person, any work in any form within the scope of the Company's business must explain the nature and contents of such work before the Board of Directors and shall only be permitted to conduct such work when approved by a majority of the remaining members of the Board of Directors; if conducting such work without declaration or without the approval of the Board of Directors, all incomes from such activities shall belong to the Company.

CHAPTER VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 22. Relationship between members of the Board of Directors

The relationship between the members of the Board of Directors shall be the relationship of cooperation, the members of the Board of Directors shall be responsible for informing each other about relevant issues in the process of handling their assigned works.

Article 23. Relationship with the Chief Executive Officer and Executive Board

The Board of Directors, with its role of management, shall issue resolutions for the Chief Executive Officer and the management apparatus to implement. At the same time, the Board of Directors shall inspect, supervise the implementation of resolutions.

Article 24. Relationship with the Board of Supervision

The relationship between the Board of Directors and the Board of Supervision shall be a relationship of coordination. The working relationship between the Board of Directors and the Board of Supervision shall follow the principles of equality and independence, and concurrently they shall closely coordinate with and support each other when performing their duties.

CHAPTER VII

IMPLEMENTATION PROVISION

Article 25. Implementation effectiveness

The Regulations on Operations of the Board of Directors of Ho Chi Minh City Securities Corporation consist of 7 Chapters, 25 Articles and take effect from 08 August 2022.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

JOHAN NYVENE

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: Amendments to the Regulations on Operations of the Board of Supervisors

Based on:

- In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;
- In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;
- Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Circular No. 121/2020/TT-BTC dated 31 December 2020 issued by the Ministry of Finance regulating the operation of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of corporate governance applying to public companies in Decree No. 155/2020/ND-CP dated 31 December 2020 relating to detailed regulations on a number of articles of the Law on Securities;
- Regulations on Operations of the Board of Supervisors of Ho Chi Minh City Securities Corporation approved by the General Shareholders Meeting on 22 April 2021,

Decree No. 155/2020/ND-CP dated 31 December 2020, effective 01 January 2021 requires all listed companies to issue their Regulations on Operations of the Board of Supervisors which are approved by the coming general shareholders closest to the effective date of the Decree. To fully comply with the aforesaid regulations, HSC had its Regulations on Operations of the Board of Supervisors drafted and approved by the general shareholders meeting on 22 April 2021 under a pressing manner.

After short period of enforcement, there is a need to refresh the whole Regulations on Operations of the Board of Supervisors to ensure specificity, consistency, avoidance of overlaps, compliance with applicable regulations and best practice in the market, establishing framework for the governance and management of the Company in coming time.

The Company's Regulations on Operations of the Board of Supervisors has been newly drafted using the template attached to Circular No. 116/2020/TT-BTC dated 21 December 2020 to achieve the need as mentioned above.

On that basis, the Board of Directors of Ho Chi Minh City Securities Corporation hereby submit to the General Shareholders Meeting for approval of the following:

1. The new Company Regulations on Operations of the Board of Supervisors with all replacement, changes and supplements have been described in the attachment (please see Table of Detailed Changes to Regulations on Operations of the Board of Supervisors 2022).
2. The new Company Regulations on Operations of the Board of Supervisors shall take effect as of the approval date, 08 August 2022, and shall replace entirely the Company's Regulations on Operations of the Board of Supervisors approved by the General Shareholders Meeting on 22 April 2021.
3. The Head of the Board of Supervisors shall be entitled to sign and issue the Regulations on Operations of the Board of Supervisors.

4. The Chief Executive Officer shall be delegated to complete necessary requirements related to notification to regulators and public disclosure as required by regulations.

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*

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

Ho Chi Minh Securities Corporation



**REGULATIONS ON OPERATIONS
OF THE BOARD OF SUPERVISION**

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LEGAL BASIS

- 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;
- Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
- Decree No. 155/2020/ND-CP promulgated by the Government on 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Circular No. 121/2020/TT-BTC promulgated by the Ministry of Finance on 31 December 2020 regulating the operations of securities companies;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under the Government’s Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Charter of Ho Chi Minh City Securities Corporation (hereafter referred to as “Company”);
- Resolution No. ___/2022/NQ-DHDCD dated 08 August 2022 of the General Assembly of Shareholders approving the Regulations on Operations of the Board of Supervision of the 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:

CHAPTER I

GENERAL PROVISIONS

Article 1. Governing scope and subjects of application

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.
2. Subjects of application: the Regulations on Operations of the Board of Supervision shall be applicable to the Board of Supervision and members of the Board of Supervision.

Article 2. Operational principles of the Board of Supervision

The Board of Supervision shall work according to collective principle. Members of the Board of Supervision shall be individually responsible for their own assigned tasks and jointly responsible before the General Assembly of Shareholders, the applicable laws for the works, decisions of the Board of Supervision.

CHAPTER II

MEMBER OF THE BOARD OF SUPERVISION (SUPERVISOR)

Article 3. Rights, obligations and responsibilities of members of the Board of Supervision

1. To strictly comply with the laws, the Company's Charter, resolutions of the General Assembly of Shareholders and professional ethics in exercising the assigned rights and performing the assigned obligations.
2. To exercise the assigned rights and perform the assigned obligations in an honest, prudent and best manner in order to ensure the maximum lawful interests of the Company.
3. To be loyal to the interests of the Company and shareholders; not to abuse their positions, posts and use business information, know-how, opportunities, other assets of the Company for personal benefits or for the benefits of other organizations, individuals.
4. Other obligations provided by the Law on Enterprises and the Company's Charter.
5. If violating clauses 1, 2, 3 and 4 this Article, which causes damage to the Company

or other persons, members of the Board of Supervision shall be individually or jointly liable for compensating for such damage. Incomes and other benefits which members of the Board of Supervision have earned from such violations shall be returned to the Company.

6. If it is discovered that any member of the Board of Supervision commits a violation during the exercise of the assigned rights and performance of the assigned obligations, a written notice thereof must be sent to the Board of Supervision, requesting the violating person to stop his/her violation and take remedial measures.

Article 4. Term of office and number of members of the Board of Supervision

1. The Board of Supervision shall comprise three (03) to five (05) members, the term of office of members of the Board of Supervision shall be five (05) years and members may be re-elected for an unlimited number of terms. The General Assembly of Shareholders shall decide on the specific number of members of the Board of Supervision in each term.
2. Members of the Board of Supervision are not required to be the Company's shareholders.
3. The Board of Supervision must have more than half of members permanently residing in Vietnam
4. In case all members of the Board of Supervision have their terms ended at the same time but members of the Board of Supervision for the new term have not been elected, those members of the Board of Supervision whose term has ended shall continue to exercise their rights and perform their obligations until members of the Board of Supervision for the new term are elected and take over their duties.

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.
2. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or another major relevant to the business activities of the Company.
3. Not being Persons with Family Relationship of members of the Board of Directors, the Chief Executive Officer and other Managers.
4. Not being Managers of the Company and not required to be a Shareholder or an employee of the Company.
5. Not currently working in the accountant, financial department of the Company.
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.

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.
2. The Head of the Board of Supervision shall be elected by the Board of Supervision among its members; the election, removal, dismissal shall be implemented on the principle of majority.
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.

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.
 - c. A Shareholder or a group of Shareholders holding thirty percent (30%) to less than forty percent (40%) of the total number of voting shares may nominate up to three (03) candidates to the Board of Supervision.
 - d. A Shareholder or a group of Shareholders holding forty percent (40%) to less than fifty percent (50%) of the total number of voting shares may nominate up to four (04) candidates to the Board of Supervision.
 - e. A Shareholder or a group of Shareholders holding fifty percent (50%) of the total number of voting shares may nominate up to five (05) candidates to the Board of Supervision.
2. The nomination for members of the Board of Supervision shall be implemented as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Supervision shall notify such group formation to the attending shareholders before the opening of the meeting of the General Assembly of Shareholders;
 - 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.

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.

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 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.
2. Ballots for election of Supervisors shall be made available by the Organization Team of the meeting in printed form with the list of candidates arranged in Vietnamese alphabetical order and affixed with the seal of the Company. Each ballot shall clearly state name of the shareholder, ownership registration number, shareholder code, number of shares owned, number of authorized shares, total number of voting shares, total number of votes having been correspondingly multiplied by the number of candidates to be elected to the Board of Supervision.
3. An invalid ballot shall be that falling within the following cases:
 - a. The ballot which is not issued by the Organizing Team of the meeting;
 - b. The ballot which is torn, crossed-out, erased or modified;
 - c. The ballot in which name of any candidate who is not in the list of candidates as approved by the General Assembly of Shareholders before voting is added;
 - d. The ballot in which any other information, symbol is added;
 - e. The ballot which has total number of votes for the candidates exceeding the total number of votes entitled by such shareholder;
 - f. The ballot which is submitted to the Vote Counting Committee after the voting closes and the voting box has been sealed.
4. Based on the number of Supervisors required to be voted on, the persons who are successfully elected as Supervisors 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 Supervisors have been reached.

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.

Article 9. Cases of removal, dismissal of members of the Board of Supervision

1. The General Assembly of Shareholders shall remove members of the Board of Supervision in the following cases:
 - a. No longer satisfying the standards and conditions for being a member of the Board of Supervision as provided in Article 5 of this Regulation;
 - b. Such member resigning by sending a written notice to the head office of the Company, which is approved.
2. The General Assembly of Shareholders Members shall dismiss members of the Board of Supervision in the following cases:
 - a. Failure to fulfil their assigned duties, works;
 - b. Failure to exercise their rights and perform their obligations for 06 consecutive months, except for cases of force majeure;
 - 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;
 - d. Other cases pursuant to resolutions of the General Assembly of Shareholders.

Article 10. Notification of election, removal, dismissal of members of the Board of Supervision

1. In case the the candidates for the Board of Supervision have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the meeting of the General Assembly of Shareholders on the Company's website so that Shareholders may learn about these candidates before voting. Candidates for Board of Supervision must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties in an honest and prudent manner and for the best interests of the Company if being elected as member of the Board of Supervision. Information related to candidates for the Board of Supervision to be published shall include:
 - a. Full name, date of birth;
 - b. Qualifications;

- c. Work experience;
- d. Other management titles (including titles in the Board of Supervision of other companies);
- e. Interests related to the Company and related parties of the Company.

The Company shall be responsible for disclosing information about companies in which the candidates are holding managerial positions and other interests related to the Company of the candidates for the Board of Supervision (if any).

2. The appointment, removal, dismissal, replacement of members of the Board of Supervision must be disclosed in accordance with the Laws on information disclosure on the stock market.

CHAPTER III

BOARD OF SUPERVISION

Article 11. Rights and obligations of the Board of Supervision

1. The Board of Supervision shall supervise the Board of Directors, the Chief Executive Officer in the management and operation of the Company.
2. To inspect the reasonableness, legality, truthfulness and prudence in the management, operation of business activities, in organization of accounting and statistical work, and in preparation of financial statements.
3. To appraise the completeness, legality and truthfulness of the Company's business reports, annual and semi-annual financial statements, reports on evaluation of the management work of the Board of Directors, and to submit appraisal reports at the annual meetings of the General Assembly of Shareholders; to review contracts, transactions with Related Persons which fall within the approval power of the Board of Directors or 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.
4. To review, inspect and evaluate the effect and efficiency of internal control, internal audit, risk management and early warning systems of the Company.
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.
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.

7. To propose the Board of Directors or the General Assembly of Shareholders measures to modify, supplement, improve the organizational structure for the management, supervision and operation of the business activities of the Company.
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 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.
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.
10. To use independent consultants, internal audit department of the Company to perform the assigned duties.
11. The Board of Supervision may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Assembly of Shareholders.
12. To inspect each specific issue regarding the management, operation of business activities of the Company at the request of the Shareholders.
13. To request the Board of Directors to convene extraordinary meetings of the General Assembly of Shareholders.
14. To request the Chairman of the Board of Directors to convene meetings of the Board of Directors.
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.
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.
17. To take responsibility before the Shareholders for its supervision operations.
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.
19. To ensure the coordination of activities with the Board of Directors, the Chief

Executive Officer and Shareholders.

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 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.
21. To develop the Regulations on Operations of the Board of Supervision and submit it to the General Assembly of Shareholders for approval.
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.
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 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.
24. Other rights and obligations pursuant to the Laws, the Company's Charter, the Internal Regulations on Corporate Governance and this Regulation.

Article 12. Rights of the Board of Supervision to be provided with information

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:
 - a) Meeting invitation notice, form for collection of opinion of members of the Board of Directors and enclosed documents;
 - b) Resolutions, decisions and meeting minutes of the General Assembly of Shareholders, the Board of Directors;
 - c) Reports of the Chief Executive Officer submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Board of Supervision may access the Company's files, documents retained at the head office, branches and other locations; enter the workplaces of Managers and employees of the Company during working hours.
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 information, documents relating to the management, operation and business activities of the Company.

Article 13. Responsibility of the Board of Supervision in convening extraordinary meetings of the General Assembly of Shareholders

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:
 - 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;
 - b. Upon a written request of a shareholder or 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.
 - c. The Board of Supervision having requested to convene an extraordinary meeting of the General Assembly of Shareholders but the Board of Directors having failed to do so;
 - d. Other cases as provided by the Company's Charter and the Laws.
2. In case the Board of Supervision fails to convene meeting of the General Assembly of Shareholders as provided, the Head of the Board of Supervision shall be liable before the laws and compensate for any damage arising to the Company, and at the same time, the shareholder or group of shareholders as provided in point b, Clause 1, this Article may convene meeting of the General Assembly of Shareholders.
3. The costs for convening and conducting meeting of the General Assembly of Shareholders as provided in clause 1 this Article shall be reimbursed by the Company.

CHAPTER IV

MEETINGS OF THE BOARD OF SUPERVISION

Article 14. Meetings of the Board of Supervision

1. The Board of Supervision shall meet at least twice a year, each meeting must be

attended by at least 2/3 of members 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.

Article 15. Meeting minutes of the Board of Supervision

Meeting minutes of the Board of Supervision shall be made in detail and clearly. The minutes recorder and members of the Board of Supervision attending the meetings must sign in the meeting minutes. Meeting minutes of the Board of Supervision must be kept in order to determine the responsibilities of each member of the Board of Supervision.

CHAPTER IV

REPORT AND DISCLOSURE OF INTERESTS

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.
2. Self-evaluation reports on performance of the Board of Supervision and members of the Board of Supervision.
3. Remunerations, operating costs and other benefits of the Board of Supervision and each of its members.
4. Summaries of meetings of the Board of Supervision and the conclusions, recommendations of the Board of Supervision; results of supervision over the situation of operations and finance of the Company.
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 lastest 03 years prior to the transaction time.
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.
8. Recommendations and proposals to the General Assembly of Shareholders for approval of the list of approved audit organizations to conduct the audit of the Company's Financial statements, the approved audit organizations to conduct audit of the Company's activities if deemed necessary.

Article 17. Salary and other benefits

1. The total remuneration, salary, bonus and other benefits of the Board of Supervision shall be approved by the General Assembly of Shareholders at the annual meeting and shall be fully recorded in the Notes to the audited annual financial statements. Remuneration and other benefits as well as expenses paid by the Company for the Board of Supervision and each Supervisor shall be published in the Company's Annual Report and Report on performance of the Board of Supervision at the annual meeting of the General Assembly of Shareholders.
2. Members of the Board of Supervision shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Assembly of Shareholders. The General Assembly of Shareholders shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the Board of Supervision based on the estimated number of working days, the volume and nature of works, and the daily average rate of remuneration of members.
3. Members of the Board of Supervision shall be reimbursed for expenses for meals, accommodation, travel, use of independent consultancy services at reasonable rates when attending the meetings of the Board of Supervision or implementing other duties of the Board of Supervision. The total amount of such expenses shall not exceed the total annual operating budget of the Board of Supervision as approved by the General Assembly of Shareholders, unless otherwise decided by the General Assembly of Shareholders.
4. Salaries and operating expenses of the Board of Supervision shall be included in business costs of the Company pursuant to the laws on corporate income tax, other relevant laws, and must be recorded as a separate item in the annual financial statements of the Company.
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.

Article 18. Disclosure of related interests

1. Members of the Board of Supervision shall declare their related interests to the Company, including:

- a) Full name, enterprise code, head office address, business lines of the enterprises of which they are owner or own capital contributions or shares; ratio and time of becoming owner or time of ownership of such capital contributions or shares;
 - b) Full name, enterprise code, head office address, business lines of the companies of which their related persons are owner, jointly or privately own capital contributions or shares representing more than 10% of charter capital.
2. The declaration provided in clause 1 this Article shall be conducted within 07 working days from the date on which the related interest arises; any amendments, supplements thereto shall be notified to the Company within 07 working days from the date of the relevant amendments, supplement.
 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.
 4. Members of the Board of Supervision shall be obliged to notify in writing to the Board of Directors, the Board of Supervision about 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 Supervision or related persons of members of the Board of Supervision pursuant to the Laws. For such transactions subject to approval by the General Assembly of Shareholders or the Board of Directors, the Company must disclose these resolutions pursuant to the law on securities and information disclosure.
 5. Members of the Board of Supervision and related persons of those members shall not be permitted to use or disclose to other persons internal information to perform relevant transactions.

CHAPTER V

RELATIONSHIPS OF THE BOARD OF SUPERVISION

Article 19. Relationship among members of the Board of Supervision

1. Members of the Board of Supervision shall have independent relationship, not reliant on each other, but must cooperate, coordinate in respect of common works to ensure good performance of the responsibilities, rights and duties of the Board of Supervision pursuant to the laws and the Company's Charter.
2. The Head of the Board of Supervision shall be the person who coordinates common works of the Board of Supervision but shall not have the right to dominate members of the Board of Supervision.

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.

Article 21. Relationship with the Board of Directors

The Board of Supervision shall have an independent relationship with the Board of Directors of the Company, being the unit to perform the function of supervising activities of the Board of Directors.

CHAPTER VI**IMPLEMENTATION PROVISION****Article 22. Implementation effectiveness**

The Regulations on Operations of the Board of Supervision of Ho Chi Minh City Securities Corporation comprise 6 chapters, 22 articles and take effect from 08 August 2022.

**FOR AND ON BEHALF OF THE BOARD OF SUPERVISION
HEAD OF THE BOARD OF SUPERVISION**

PHAM NGHIEM XUAN BAC

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS FY2021
HO CHI MINH CITY SECURITIES CORPORATION

Subject: The Presiding Board Members and The Vote Counting Committee

Based on:

- *In accordance with Law on Enterprises No.59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and the documents guiding the implementation of Law on Enterprise;*
- *In accordance with Law on Securities No.54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and some documents guiding the implementation of Securities Law;*
- *HSC's Corporate Charter according to AGM Resolution No.02/2021/NQ-ĐHĐCĐ dated 22 April 2021,*

The Board of Directors ("BoD") of Ho Chi Minh City Securities Corporation would like to submit the Presiding Board Members and The Vote Counting Committee for the consideration and approval of the Annual General Meeting of Shareholders. Details are as follows:

I. The Presiding Board Members

1. Mr. Johan Nyvene – Chairman of HSC
2. Ms. Nguyen Thi Hoang Lan – Independent Board Member of HSC
3. Mr. Le Hoang Anh – Board Member of HSC
4. Mr. Pham Nghiem Xuan Bac – Head of the Board of Supervisors of HSC
5. Mr. Trinh Hoai Giang – Chief Executive Officer of HSC

II. The Vote Counting Committee

1. Mr. Le Anh Quan – Chief Communications Officer of HSC
2. Mr. Nguyen Anh Khoa – Senior Fullstack Developer of HSC
3. Ms. Nguyen Thi Xuan Dung – Representative of Shareholder

The Board of Directors would like to submit to the AGM for your respective approval.

**FOR AND BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



JOHAN NYVENE

To:

- *As above-mentioned*
- *BOD Office for archiving*