

THANHCONG SECURITIES COMPANY



**INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE**

Ho Chi Minh City, February 26th,2022

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

THANHCONG SECURITIES COMPANY

Legal basis:

- Law on Securities dated 26th November, 2019;
- Law on Enterprises dated 17th June, 2020;
- Decree No. 155/2020/NĐ-CP dated 31st December, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated 31st December, 2020 guiding a number of articles on corporate governance applicable to public companies in the Decree No. 155/2020/NĐ-CP dated 31st December, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Charter of ThanhCong Securities Company ("**Charter**");
- Resolution of the General Meeting of Shareholders dated 26th February, 2022.

CHAPTER I

GENERAL PROVISIONS

Điều 1. Scope of application and applicable subjects

1. Scope of application: Internal regulations on corporate governance ("**Regulation**") stipulate the rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; sequences and procedures for the General Meeting of Shareholders; nominate, elect, remove and dismiss members of the Board of Directors, the Inspection Committee, the General Director and other activities as prescribed in the Company's Charter and other current provisions of law.
2. Applicable subjects:
 - a. Shareholders of the Company;
 - b. Board of Directors, members of the Board of Directors;
 - c. Inspection Committee, members of the Inspection Committee;
 - d. Executive Directors;
 - e. Executive Board;
 - f. Person in charge of corporate administration, company Secretary;
 - g. Other organizations and individuals related to the Company's internal governance activities.

CHAPTER II SHAREHOLDERS

Điều 2. Time of arising rights and obligations of shareholders

1. Unless otherwise provided by law, the time of arising rights and obligations of shareholders is the time when the shareholder's securities custody account opened at a securities custody member credited with the balance of TCI shares. For undeposited shares, the arising time is the time when the shareholder's name and information are recorded in the Company's shareholder register.
2. Shareholders register and shareholders list of the Company provided by the Securities Depository are the basis for determining the status, rights and obligations of shareholders.

Điều 3. Fair treatment of shareholders

1. All shareholders, including minority shareholders and foreign shareholders, are treated fairly. The ownership ratio of foreign shareholders is unrestricted, unless otherwise provided by law and the Company's Charter. Each share of the same type grants the shareholder owning it equal rights and obligations, and benefits. In case the Company has preference shares, the rights and obligations associated with such preference shares must be approved by the General Meeting of Shareholders and disclosed to shareholders.
2. Major shareholders must not abuse their advantages to harm the legitimate rights and interests of the Company and other shareholders.
3. Shareholders are insiders, related persons of insiders or major shareholders, related persons of major shareholders must disclose information when trading TCI shares in accordance with law.

CHAPTER III THE GENERAL MEETING OF SHAREHOLDERS

Điều 4. Rights and obligations of the General Meeting of Shareholders

The rights and obligations of the General Meeting of Shareholders shall comply with the provisions of Article 15 of the Company's Charter.

Điều 5. The General Meeting of Shareholders approves the resolution by voting at the General Meeting of Shareholders

The sequences and procedures for meeting and voting at the General Meeting of Shareholders and contents related to the General Meeting of Shareholders shall comply with the provisions of Articles 14 through Article 21, Article 23 of the Company's Charter and this Regulation.

Điều 6. Notification and registration for participating the General Meeting of Shareholders

1. The invitation to the General Meeting of Shareholders shall comply with the provisions of Clause 3, Article 18 of the Company's Charter. If the invitation to the General Meeting of Shareholders stipulates the time and method of registering to participate in the General Meeting of Shareholders, the shareholder shall register to participate in the meeting following the invitation.
2. Shareholders may authorize others to attend the meeting in accordance with the law and Article 16 of the Company's Charter. In case the power of attorney does not clearly express the contents, scope and quantity of the authorization, such authorization shall be considered as full authorization.

Điều 7. Methods of voting, counting votes, and notification of voting results

1. Voting ballots shall be sent to shareholders enclosed with an invitation or given at the General Meeting of Shareholders or in electronic form.
2. Shareholders participating in the meeting vote by ticking the voting ballots and putting them in the ballot box located in the meeting room or using electronic voting, remote voting or other forms provided by the Company. Valid votes signed by shareholders or authenticated in other forms prescribed by the Board of Directors are evidence to confirm shareholders' voting opinions on the issues stated in the ballots.
3. The vote checking Committee elected by the General Meeting of Shareholders at the request of the Chairperson shall organize the vote counting immediately after the end of voting.
4. When counting votes, votes without opinions are not counted in the number of votes in favor.
5. The Chairperson will publicize the results of the vote counting after the vote checking Committee counts votes at the meeting.
6. The voting results will be announced at the General Meeting of Shareholders after the counting of votes is completed.

Điều 8. Methods of opposing the resolution of the General Meeting of Shareholders

1. Shareholders specified in Clause 2, Article 12 of the Company's Charter have the right to oppose the resolution of the General Meeting of Shareholders in the following ways:
 - a. Requesting the secretary of the meeting to record his/her objections in the minutes of the meeting when the resolution is announced at the meeting.
 - b. Requesting the Court or Arbitrator to consider annulling the Resolution or part of the Resolution of the General Meeting of Shareholders within the time limit specified in Article 151 of the Law on Enterprises and Article 24 of the Company's charter. All expenses related to the procedure for requesting the annulment of the Resolution of the General Meeting of Shareholders shall be paid by the requester.
2. In all cases, shareholders must comply with the Resolution of the General Meeting of Shareholders until there is an effective ruling of the Court or Arbitration on the annulment of the Resolution of the General Meeting of Shareholders except for the application of provisional emergency measures under the decision of the competent authority.

Điều 9. The General Meeting of Shareholders approves the resolution via collecting written opinions

1. Collecting written opinions is permitted and not permitted to be applied in the following cases

The Board of Directors have the right to collect written opinions on any matter under the competence of the General Meeting of Shareholders to pass the resolutions of the General Meeting of Shareholders whenever it deems necessary for the benefits of the Company.

2. Sequences and procedures for the General Meeting of Shareholders to approve the Resolution via collecting written opinions.

The sequences and procedures for the General Meeting of Shareholders to approve the Resolution via collecting written opinions shall comply with the sequences specified in Article 22 of the Company's Charter.

Điều 10. The General Meeting of Shareholders approves the resolution via an online conference

In case of necessity, the Board of Directors may consider the organization of the Annual and Extraordinary General Meeting of Shareholders through an online conference and prescribe the voting method at the online meeting:

1. The General Meeting of Shareholders system is an electronic information portal, application, technology, or other electronic means provided and established by the Company for shareholders to register for attendance, vote, election, participation at the online General Meetings of Shareholders, and exercise other rights (if applicable).
2. The online General Meeting of Shareholders is a form of organizing the General Meeting of Shareholders conducted through the Company's General Meeting of Shareholders system provided at each specific time. Shareholders attending the online meeting can follow the Meeting from different locations, both domestically and internationally, through electronic means such as computers, smartphones, or other technologies.
3. The location of the online meeting includes the main location and other locations. The main location is the place where the chairperson attends and chairs the meeting and the others are the places where shareholders log in to the system of the General Meeting of Shareholders by the access account provided by the Company to participate in the online meeting.
4. Invitation to the online General Meeting of Shareholders: The invitation to the online meeting is similar to the method of inviting the General Meeting of Shareholders specified in Clause 3, Article 18 of the Company's Charter. The convener of the online General Meeting of Shareholders must prepare additional guiding documents for shareholders to register to attend, vote and elect online. The guiding documents shall be posted on the Company's website and the system of the General Meeting of Shareholders.
5. Methods of registration for participating in the online General Meeting of Shareholders:
 - a. Participating in the online General Meeting of Shareholders, shareholders must register and log in to the system of the General Meeting of Shareholders in accordance with the provisions of this Regulation and the Company's guidance.
 - b. When registering on the system of the General Meeting of Shareholders, shareholders must declare the following information:

- Legal documents of shareholders;
 - Methods of attendance and voting;
 - Authentication method: means using OTP (abbreviated from One Time Password) or other method provided by the Company. OTP is an one-time authentication password provided to shareholders via email or SMS to a mobile phone number when shareholders register on the General Meeting of Shareholders system. Shareholders need to authenticate the steps of registration, login, password change, and registration changes (if any). When voting and electing, OTP authenticates the approval of shareholders by operating on the system of the General Meeting of Shareholders;
 - Carefully investigating the terms and conditions and confirming the understanding and agreement with these terms and conditions;
 - Other necessary information as required to ensure that the Company correctly identifies the right shareholders/authorized persons to attend the online General Meeting of Shareholders.
- c. Shareholders who successfully register will receive login information (including username and password) in the system of the General Meeting of Shareholders.
- d. Shareholders are responsible for providing complete and accurate information and keeping and restoring their login information confidential.
6. Authorization of representatives to participate in the online General Meeting of Shareholders: Shareholders authorize other persons or members of the Board of Directors to participate in the online General Meeting of Shareholders in the following ways:
- a. Making a valid power of attorney according to Article 16 of the Company's Charter and sending it to the Company in the form and address in the invitation.
 - b. Registering authorization on the system of the General Meeting of Shareholders.
7. Conditions for conducting the online General Meeting of Shareholders:
- a. A meeting of the General Meeting of Shareholders shall be carried out when the number of attending shareholders represents more than 50% of voting participants in the meeting.
 - b. Shareholders are considered to participate in the meeting when they meet one of the following conditions:
 - Participating in online meetings by logging in to the General Meeting of Shareholders system during the General Meeting to the end of voting and election. Shareholders who log in but have not yet voted or logged out of the system of the General Meeting of Shareholders during the General Meeting are still counted as their attendance;
 - Shareholders who have voted remotely, electronically or in other forms under the guidance of the Board of Directors or persons authorized by the Board of Directors.
8. Discussion at the online General Meeting of Shareholders

The discussion is carried out within the stipulated time and the scope of the issues presented in the approved meeting agenda. Shareholders can discuss and ask questions to the Chairperson of the General Meeting through the system of the General Meeting of Shareholders or other forms provided by the Company.

9. Methods of online voting:

- a. Shareholders who have registered and logged in to the system of the General Meeting of Shareholders shall vote electronically on the system of the General Meeting of Shareholders following the provisions of this Regulation. In addition to electronic voting, shareholders participating in the meeting online may vote remotely or use other methods as outlined in the Invitation to the meeting and the Company's instructions.
- b. When conducting electronic voting, shareholders choose one of three voting options: approve, disagree or abstention.
- c. The results of electronic voting, remote voting, and other forms are equal value. In case shareholders vote and elect in many different forms, and/or have many different opinions, the final valid voting and election results of shareholders will be recorded.
- d. Shareholders are entitled to vote and elect from the moment they successfully log in to the General Meeting system or at another time specified by the Board of Directors. The deadline for voting and election on each agenda item will be determined based on the meeting schedule and the progress of the General Meeting. Each voting or election event, whether ongoing or concluded, will be announced during the meeting and on the General Meeting system to inform shareholders and facilitate their voting process.
- e. In cases a shareholder voting electronically fails to complete voting due to the disconnection of the General Meeting of Shareholders system or any other reason, the voting results will still record the issues on which the shareholders have already voted. With the unvoted issue, the shareholder will be considered to abstain on those matters. Shareholders may directly contact the Company for assistance in additional votes during the meeting.

10. Methods of online checking votes

- a. Based on the voting and election results of shareholders on the system of the General Meeting of Shareholders and other forms (if any), the vote checking Committee will gather and count votes and election votes.
- b. For voting on issues related to the meeting, including the meeting agenda, the Regulation on organization of the General Meeting of Shareholders, the vote checking Committee, the Minutes of the meeting, the Resolution of the General Meeting, and other issues (if any): shareholders who have voted remotely or voted electronically are determined to agree with the above contents, except for cases where shareholders have voted otherwise on the system of the General Meeting of Shareholders or have sent opinions to the Company before the time of determining the results of the resolution for each voting issue.
- c. For voting on issues in the meeting and election agenda: The voting and election results will be determined based on the voting results, electronic voting of shareholders and the results of remote voting or in other forms (if any).

d. If shareholders propose issues to be added to the meeting agenda or run for election, or nomination to the Board of Directors or the Inspection Committee after sending the invitation and being approved by the Chairperson to include in the meeting agenda or the list of candidates, such proposal will be notified and approved at the meeting and updated on the system of the General Meeting of Shareholders and disclosed information as prescribed for shareholders to vote and conduct additional elections. In case shareholders who have voted remotely and voted electronically or not voted to supplement the above-mentioned proposal, the election voting results shall be determined as follows:

- For voting on the proposed issue, the shareholder is considered to abstain on the proposed issue.
- For the election of the new candidate: the shareholder is considered not to vote for the new candidate.

11. Notification of vote checking results

The results of the vote checking will be announced immediately at the online General Meeting of Shareholders after the completion of the vote checking before the closing of the meeting, unless otherwise decided by the Chairperson.

12. Preparing and disclosing the minutes and the resolution of the General Meeting of Shareholders.

The minutes and the Resolution of the General Meeting of Shareholders shall be read and approved at the General Meeting of Shareholders so that attending shareholders can vote for approval before the closing of the Meeting and disclosure following Article 23 of the Company's Charter.

13. The convening and making a list of shareholders, sending the invitation and enclosed documents, conditions for conducting the online General Meeting of Shareholders and other procedures shall comply with the regulations on organization of the General Meeting of Shareholders in person in the Company's Charter, this Regulation and relevant provisions of law. In addition to the provisions of this Article, the Board of Directors may promulgate the regulation on organizing the online General Meeting of Shareholders to provide detailed guidance on issues related to the organization of the meeting.

Điều 11. Sequences and procedures for the General Meeting of Shareholders to approve resolutions via a combination of offline and online conferences

1. Based on the actual circumstances, the Board of Directors may also decide to convene the General Meeting of Shareholders in a combination of offline and online conferences in accordance with the Company's Charter and this Regulation.

2. The Board of Directors promulgates the Regulation on organizing the General Meeting of Shareholders in a combination of offline and online conferences based on the regulations on convening, making a list of shareholders, sending the Invitation and enclosed documents, conditions for conducting the online General Meeting of Shareholders, voting, checking votes and other procedures stipulated in the Charter, this Regulation and applicable law.

CHAPTER IV
BOARD OF DIRECTORS

Điều 12. Roles, rights and obligations of the Board of Directors

The roles, rights and obligations of the Board of Directors shall comply with the provisions of Articles 27, 28, 43 and 44 of the Company's Charter and relevant legal provisions.

Điều 13. Appointment, nomination, election, removal and dismissal of members of the Board of Directors

1. Term and number of members of the Board of Directors
 - a. The term of a member of the Board of Directors shall not exceed five (05) years and might 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 a company for no more than two (02) consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.
 - b. The number of members of the Board of Directors is five (05) members. The number of members of the Board of Directors shall be approved by the General Meeting of Shareholders under the proposal of the Board of Directors.
2. Composition, criteria and conditions of Board members
 - a. The composition of the Board of Directors shall comply with the provisions of Clause 3, Article 26 of the Company's Charter.
 - b. Members of the Board of Directors shall meet the criteria and conditions specified in Clause 4, Article 25 of the Company's Charter.
 - c. Independent members of the Board of Directors meet the criteria and conditions specified in Clause 2 of this Article and the criteria and conditions specified in Clause 5, Article 25 of the Company's Charter.

When the law changes the regulations on criteria and conditions for independent members of the Board of Directors that are different from this regulation, the Company will apply in accordance with the provisions of law.
3. Appointment and nomination for members of the Board of Directors
 - a. Shareholders/groups of shareholders shall appoint and nominate members of the Board of Directors according to the provisions of Clause 2, Article 25 of the Company's Charter.
 - b. In case the number of candidates approved for nomination or appointment is still insufficient for the necessary number, the current Board of Directors shall introduce additional candidates or organize nominations as prescribed in the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

- c. Candidates for the Board of Directors must provide a written commitment affirming truthfulness and accuracy of the disclosed personal information performing their duties with integrity, prudence and in the Company's best interests if they are elected as a Board member.
4. Methods of election of members of the Board of Directors
 - a. The election (including additional election) and determination of the results of the election of members of the Board of Directors shall be carried out by the method of cumulative voting as prescribed in Clause 3, Article 21 of the Company's Charter.
 - b. Shareholders have the right to vote for themselves if they are on the candidate list recorded on the voting ballot.
 - c. The voting ballots shall be sent to shareholders enclosed with the Invitation in cases there is information about the candidates, either distributed at the General Meeting of Shareholders or sent via the electronic system, depending on the method of organizing the meeting. Each ballot shall include the names of the candidates, information about the shareholders and the total number of voting shares they own or represent. Shareholders must check the number of shares listed on the ballots, if there is an error, they must immediately notify at the time of receiving the ballots.
 - d. Invalid voting ballots are those that fall into one or more of the following cases:
 - The ballot does not follow the prescribed form or was not issued by the vote checking Committee;
 - The ballot votes for more candidates than the prescribed number;
 - The ballot contains any alterations, erasures, or corrections to the content;
 - The ballot includes names of individuals who are not on the list of candidates that was approved by the General Meeting of Shareholders prior to the election;
 - The total number of votes cast for the candidates exceeds the total number of votes the shareholder is entitled to cast;
 - The ballot does not have the signature of the shareholder/representative of the shareholder or cannot be identified according to the method prescribed by the Company;
 - Other cases as prescribed by law or decisions of the General Meeting of Shareholders.
5. Cases of removal, dismissal and addition of members of the Board of Directors
 - a. Members of the Board of Directors shall be removed or dismissed in the cases specified in Article 31 of the Company's Charter. Independent members of the Board of Directors shall be removed or dismissed in cases where they do not meet the conditions and criteria specified in Article 13 of this Regulation.
 - b. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors as prescribed in Clause 4, Article 31 of the Company's Charter and Clause 4, Article 160 of the Law on Enterprises.

6. Notice of election, removal and dismissal of members of the Board of Directors
 - a. In case the candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can understand these candidates before voting. The minimum required information to be disclosed about the candidates for the Board of Directors includes: full name, date of birth; Professional qualifications; Working experience; Information about the companies in which the candidate is holding the position of member of the Board of Directors; other managerial position and interests relating to the company of the candidate (if any); other information (if any).
 - b. The election, dismissal and removal of members of the Board of Directors shall be announced in accordance with the law on disclosure information on the securities market and posted on the Company's website.
7. Election, dismissal and removal of the Chairperson of the Board of Directors

The election, removal and dismissal of the Chairperson of the Board of Directors shall comply with the provisions of Clause 1, Clause 4, Article 29 and Clause 1, Article 30 of the Company's Charter and relevant legal provisions.

Điều 14. Remuneration and other benefits of members of the Board of Directors

Remuneration, bonuses and other benefits of members of the Board of Directors shall comply with the provisions of Article 28 of the Company's charter.

Điều 15. Sequences and procedures for organizing meetings of the Board of Directors

1. Number of meetings: The Board of Directors shall hold regular meetings at least once a quarter or extraordinary meetings or collect written opinions of members of the Board of Directors when necessary or at the request of one of the cases specified in Clause 3, Article 30 of the Company's Charter.
2. The sequences and procedures for convening a meeting of the Board of Directors shall comply with the provisions of Article 30 of the Company's Charter.
3. Convening an extraordinary meeting of the Board of Directors
 - a. The authorized person requesting to convene an extraordinary meeting of the Board of Directors specified in Clause 3, Article 30 of the Company's Charter must make a written request and send it to the Chairperson of the Board of Directors, this request must clearly state the reason for requesting the convening of the meeting, discussion issues and documents related to the discussion issues.
 - b. Within 07 working days from the date of receipt of the meeting proposal, if the Chairperson of the Board of Directors fails to convene the meeting, the person requesting the convening of the meeting specified at Point a of this Clause is entitled to send a notice of convening the meeting of the Board of Directors.
4. Notice of the Meeting of the Board of Director
 - a. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send an invitation at least three (03) working days before the meeting date. The invitation must specify the meeting time and location of the agenda, the

issues to be discussed and decided. Enclosed with the invitation to the meeting must be documents used at the meeting and the voting ballots. The invitation might be sent by post, fax, electronic means, or other methods prescribed by the Company's Charter and ensure that the contact address of each member of the Board of Directors registered at the Company is reached.

- b. The Chairperson of the Board of Directors or the convener shall send the invitation and the enclosed documents to the members of the Inspection Committee, the General Directors as members of the Board of Directors.
5. Right to attend meetings of the Board of Directors of members of the Inspection Committee
Members of the Inspection Committee have the right to attend meetings of the Board of Directors but not vote.
6. Conditions for organizing meetings of the Board of Directors
The meeting of the Board of Directors shall be conducted in accordance with the provisions of Clause 8, Article 30 of the Company's Charter.
7. Methods of voting
The Board of Directors votes in accordance with the provisions of Clause 10, Clause 11, Clause 13, Article 30 of the Company's Charter and approves in accordance with the provisions of Clause 15, Article 30 of the Company's Charter.
8. How to pass the resolution of the Board of Directors
Resolutions of the Board of Directors shall be approved by most participants. In case of a tie, the final decision shall belong to the party with the opinion of the Chairperson of the Board of Directors or persons authorized by the Chairperson.
9. Authorizing others to participate in meetings of members of the Board of Directors
 - a. A member of the Board of Directors may authorize another member of the Board to attend a Board meeting on their behalf by sending a written authorization to the Chairperson of the Board at least one day before the meeting. If the Chairperson of the Board delegates their authority, he/she must notify the members of the Board of Directors at least one day before the meeting.
 - b. A member of the Board of Directors may not authorize a person who is not a member of the Board of Directors to perform his/her duties and powers.
10. Making the minutes of the Board of Directors meeting
 - a. The contents and conclusions of the Board of Directors must be recorded in the minutes.
 - b. The minutes of the meeting of the Board of Directors must be signed by the chairperson and the person recording the minutes (the secretary of the meeting). The minutes' making shall comply with Clause 14, Article 30 of the Company's Charter.
 - c. The minutes of the Board of Directors meeting shall be published in accordance with the law on disclosure information on the securities market and the Company's website.
 - d. Minutes made in Vietnamese and foreign languages shall have equal effect, in case there is a difference in contents, the contents of the Vietnamese minutes shall take priority effect.

11. In case the Chairperson or secretary refuses to sign the minutes of the meeting of the Board of Directors.

In case the Chairperson or secretary refuses to sign the minutes of the meeting, these minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in Clause 2 Article 158 Law on Enterprise.

12. Notification of resolutions and decisions of the Board of Directors
 - a. After each meeting, the decisions of the Board of Directors must be sent to all members of the Board of Directors, the Inspection Committee and the General Director within 24 hours from the date the Board of Directors approve the decision.
 - b. The Resolution of the Board of Directors is published in accordance with the law on disclosure information on the stock market and on the Company's website.
 - c. Resolutions of the Board of Directors shall be made in Vietnamese and may be additionally made in foreign languages. Resolutions of the Board of Directors made in Vietnamese and foreign languages shall have equal effect. In case there is a difference in the contents of the Resolution in Vietnamese and foreign languages, the contents of the Resolution in Vietnamese shall take priority effect.
13. Working conditions of the Board of Directors
 - a. The Board of Directors performs the Company's governance function through the Company's operating apparatus and seal.
 - b. The office of the Company is responsible for receiving and transferring correspondence and documents of the Board of Directors. All correspondence and documents of the Board of Directors must be forwarded to the Office of the Board of Directors for submission to the Chairperson of the Board of Directors for processing, unless the document is addressed in the name of a member of the Board of Directors.
 - c. Members of the Board of Directors have the right to request the General Director, Deputy General Directors or executives directors or executives board to provide information and documents on the financial situation and business activities of the Company and its units. In addition, a member of the Board of Directors may work directly with any employee of the Company to perform his or her assigned duties. On work, members of the Board of Directors may question, exchange and request the provision of information and data but must not affect the executive authority of the Board of Directors. Members of the Board of Directors must notify the General Director before exercising their rights specified at this Point.
 - d. The Company's employees are responsible for working, reporting and providing necessary documents and information at the request of the Board of Directors.
 - e. The General Director is responsible for providing facilities, equipment, and personnel to serve the activities of the Board of Directors.

Điều 16. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees under the Board of Directors to support the operation of the Board of Directors. Independent members of the Board of Directors/non-executive members of the Board of Directors shall be a majority in the subcommittee and one of these members shall be appointed as the Head of the Subcommittee by decision of the

Board of Directors.

2. The Board of Directors shall detail the establishment of the subcommittees, the roles, responsibilities and authority of the subcommittees and each member of the subcommittees; and the responsibilities of the independent members appointed to be in charge.
3. The term, number, criteria and structure of the subcommittees; the nomination, appointment, election, removal and dismissal of members of subcommittees; and the activities of the subcommittees will be detailed by the Board of Directors.

Điều 17. Selection, appointment and dismissal of persons in charge of corporate administration

1. Criteria of person in charge of corporate administration, Company Secretary
Regulations on the person in charge of corporate administration and the Company secretary shall comply with the provisions of Article 33 of the Company's Charter.
2. Notice of appointment and dismissal of the person in charge of corporate administration
 - a. The Board of Directors must appoint at least one person to be a mahout in charge of corporate governance and decide on the dismissal of such person. When deeming it necessary, the Board of Directors may decide to appoint the Company Secretary for a term as decided by the Board of Directors. The person in charge of corporate administration may concurrently act as the Company Secretary.
 - b. The person in charge of corporate administration shall be dismissed in case
 - There is a resignation letter or a request to leave the job.
 - Failing to meet the criteria specified in Clause 2, Article 33 of the Company's Charter.
 - Other cases as decided by the Board of Directors.
3. Rights and obligations of the person in charge of corporate administration, company Secretary
 - a. The person in charge of the Company's corporate administration has the rights and duties specified in Clause 3, Article 3 of the Company's Charter.
 - b. The Company secretary has the rights and obligations specified in Clause 4, Article 33 of the Company's Charter.

**CHAPTER V
INSPECTION COMMITTEE**

Điều 18. Roles, rights and obligations of the Inspection Committee, responsibilities of members of the Inspection Committee

1. The Inspection Committee has the rights and obligations specified in Article 37 of the Company's Charter and the provisions of law.
2. Responsibilities of members of the Inspection Committee:
 - a. Strictly comply with the law, the Company's charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising the assigned rights and obligations.
 - b. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.
 - c. Loyal to the interests of the Company and shareholders; not abusing their position and position and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals.

Điều 19. Term and number of members of the Inspection Committee

1. Term and number of members of the Inspection Committee
The term and the number of members of the Inspection Committee are specified in Clause 1, Article 35 of the Company's Charter.
2. Criteria and conditions of members of the Inspection Committee
The criteria and conditions for members of the Inspection Committee shall comply with the provisions of Clause 2, Article 35 of the Company's Charter.
3. Nomination and appointment for members of the Inspection Committee
 - a. Shareholders/groups of shareholders shall nominate and appoint members of the Inspection Committee in the manner prescribed in Clause 2, Article 25 of the Company's Charter.
 - b. In case the number of candidates through nomination and appointment is still insufficient as prescribed, the current Board of Directors shall introduce additional candidates or organize nominations as prescribed in the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors. The introduction of additional candidates by the incumbent Inspection Committee must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
 - c. Candidates for the Board of Directors must provide a written commitment affirming truthfulness, accuracy and reasonableness of the disclosed personal information performing their duties with integrity, prudently and in the best interests of the Company if they are elected as a member of the Inspection Committee.
4. Methods of voting members of the Inspection Committee
 - a. The election (including additional election) and determination of the results of election of members of the Inspection Committee shall be carried out by the method of cumulative voting as prescribed in Clause 3, Article 21 of the Company's Charter.

- b. Shareholders have the right to vote for themselves if they are on the list of candidates on the ballot.
 - c. The voting ballot shall be sent to shareholders enclosed with the Invitation to the meeting in case there is information about the candidates, either distributed at the General Meeting of Shareholders or sent via the electronic system, depending on the method of organizing the meeting. On each ballot, the names of the candidates, information about the shareholders and the total number of voting shares they own or represent. Shareholders must check the number of shares written on the ballot, if there is an error, they must notify it immediately at the time of receiving the ballot.
 - d. An invalid voting ballot is a voting ballot in one or more of the following cases:
 - Ballots are not according to the prescribed form, not of the vote checking Committee;
 - Ballots for more people than the prescribed number;
 - Ballots have erased or corrected the content;
 - Ballots have the names of outside persons on the list of nominees and candidates approved by the General Meeting of Shareholders before the election;
 - Ballots with a total number of votes cast for the candidates exceeding the total number of votes that the shareholder is entitled to cast;
 - Ballots do not have the signature of the shareholder/representative of the shareholder or not to be identified in the manner prescribed by the Company;
 - Other cases as prescribed by law or decisions of the General Meeting of Shareholders.
5. Cases of removal or dismissal of members of the Inspection Committee
- Members of the Inspection Committee shall be removed or dismissed in the cases specified in Clauses 3 and 4, Article 35 of the Company's Charter.
6. Notice of election, removal and dismissal of members of the Board of Directors
- a. Notification of candidate information: In case the candidates for the Inspection Committee have been identified, the Company must disclose information relating to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can understand these candidates before voting. The minimum required information to be disclosed about the candidates for the Inspection Committee includes: full name, date of birth; Professional qualifications; Working experience; Information about the companies in which the candidate is holding the position of member of the Board of Directors; other managerial position, and any related interests in the company of the candidate (if any); other information (if any).
 - b. The election, dismissal and removal of members of the Inspection Committee shall be announced in accordance with the law on disclosure information on the securities market and posted on the Company's website.
7. Salaries and other benefits of members of the Inspection Committee

Remuneration, bonuses and other benefits of members of the Inspection Committee shall comply with the provisions of Article 39 of the Company's charter.

CHAPTER VI

GENERAL DIRECTORS AND OTHER EXECUTIVE DIRECTORS

Điều 20. Responsibilities, rights and obligations of the General Director

Responsibilities, rights and obligations of the General Director are specified in Clauses 2 and 5, Article 42 of the Company's Charter.

Điều 21. Appointment, dismissal, signing and termination of contracts for the General Director

1. Term, criteria and conditions of the General Director
 - a. The term of the General Director shall comply with the provisions of Clause 3, Article 42 of the Company's Charter.
 - b. The criteria and conditions of the General Director are specified in Clause 4, Article 42 of the company's Charter and relevant legal provisions.
2. Appointment, nomination, removal and dismissal of the General Director
 - a. Members of the Board of Directors may self-nominate or nominate candidates for the position of General Director for the Board of Directors to decide.
 - b. The removal and dismissal of the General Director shall comply with the provisions of Clause 6, Article 42 of the Company's Charter, Clause 5, Article 25 of this Regulation and relevant legal provisions.
3. Appointing, signing/terminating labor contract with the General Director
 - a. The Board of Directors may appoint 01 member of the Board of Directors or another person as the General Director.
 - b. The signing/terminating labor contracts with the General Director shall be carried out in accordance with the provisions of labor law, the Company's Charter, this Regulation and other regulations of the Company (if any).
4. Notice of appointment, removal, dismissal, signing of contracts, termination of contracts for the General Director

The notice of appointment, removal, dismissal, signing of contracts and termination of contracts for the General Director shall be announced in accordance with regulations on disclosure information on the securities market.
5. Salary and other benefits of the General Director

The salary and other benefits of the General Director shall comply with the provisions of the Company's Charter, the Company's salary and bonus regulations (if any), decisions of the Board of Directors and relevant legal provisions.
6. Other executive directors:
 - a. Other executive directors include the Deputy General Director, Chief Accountant and

other executives appointed by the Board of Directors.

- b. The criteria and conditions of other executive directors shall be decided by the Board of Directors based on the proposal of the General Director or members of the Board of Directors.
- c. The appointment, removal and dismissal of other executive directors shall comply with the Company's Charter and decisions of the Board of Directors.
- d. The notice of appointment, removal, dismissal, contract signing or termination of contracts for other executives directors shall be announced in accordance with regulations on disclosure information on the securities market.
- e. Salaries and other benefits of other executive directors shall comply with the provisions of the Company's Charter, the Company's salary and bonus regulations (if any), decisions of the Board of Directors and relevant legal provisions.

CHAPTER VII

COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE INSPECTION COMMITTEE AND THE GENERAL DIRECTOR

Điều 22. Procedures and sequences of convening, invitation to meetings, recording of minutes, notification of meeting results between the Board of Directors, the Inspection Committee and the General Director

1. At all meetings of the Board of Directors, the Chairperson of the Board of Directors invites members of the Inspection Committee (Head of the Inspection Committee and/or members of the Inspection Committee) to attend and may invite the General Director to attend.
2. At meetings of the Inspection Committee, the Head of the Inspection Committee may invite a number of members of the Board of Directors, the General Director and members of the Subcommittees.
3. At important meetings organized by the General Director, the General Director may invite a number of members of the Board of Directors, members of the Inspection Committee and members of the Subcommittees.
4. The invitation to the meeting of the Board of Directors must contain the time, location and content of the meeting and be enclosed with meeting documents at least three (03) working days before the date of the meeting.
5. Minutes and resolutions of the meeting shall be sent to all participants within five (05) days from the date of the meeting.

Điều 23. Notification of resolutions and decisions of the Board of Directors to the Inspection Committee and the General Director

All resolutions and decisions of the Board of Directors and general governance nature documents issued by the Board of Directors shall be sent to the Inspection Committee and the General Director within five (05) days from the date on which the resolutions, decisions and documents are issued.

Điều 24. Cases in which the General Director and the Inspection Committee propose convening a meeting of the Board of Directors and matters requiring the Board of Directors' opinion

1. The General Director and the Inspection Committee have the right to propose the convening of a meeting of the Board of Directors when necessary or when events significantly impact the Company's operations, as well as in cases stipulated by the Charter and applicable laws.
2. The General Director and the Inspection Committee need to consult the Board of Directors when necessary or when events significantly impact the Company's operations, as well as in cases stipulated by the Charter and applicable laws.

Điều 25. Report of the General Director to the Board of Directors on the performance of assigned/authorized duties and powers.

1. The General Director is the person who is responsible for formulating business plans and submitting them to the Board of Directors for consideration and approval; and organizing the implementation of resolutions of the Board of Directors. When detecting issues affecting the interests of the Company, the General Director shall report to the Board of Directors to make an adjustment decision.
2. The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; takes responsibility before the Board of Directors and law for the performance of assigned tasks.
3. The General Director has the right to refuse to implement and reserve their opinion regarding the decisions of the Board of Directors if they believe such decisions are contrary to the law. In such cases, the General Director must immediately report to the Board of Directors and the Inspection Committee in writing. The Board of Directors may suspend or revoke the implementation of the General Director's decisions if they are deemed unlawful, violate the Company's Charter, or conflict with the resolutions and decisions of the Board of Directors.
4. The General Director has the right to make decisions beyond his/her authority in case of emergencies such as natural disasters or fires but must report to the Board of Directors and the latest General Meeting of Shareholders on these decisions.
5. In the event that the Company's business operations incur losses or perform inefficiently during specific periods, the General Director must report to the Board of Directors and propose a remedial plan for their consideration. If losses persist and no effective recovery plan is devised, the Board of Directors has the authority to dismiss the General Director.
6. The Board of Directors may appoint representatives to attend the Company's internal meetings of the General Director when deeming it necessary.
7. For important meetings related to mechanisms and policies for long-term general development or handling major problems of the Company, the General Director must actively invite the Board of Directors to participate.
8. The General Director prepares contents to be discussed and decided at the meeting of the Board of Directors or the General Meeting of Shareholders within the scope of his or her management authority or as assigned by the Chairperson of the Board of Directors.

Điều 26. Issues that the General Director must report, provide information and notification methods to the Board of Directors and the Inspection Committee

1. Report on business results quarterly, 06 months and annually.
2. Annual business plan.
3. Other matters are under the approval authority of the Board of Directors.

Điều 27. Coordination of control, management and supervision between members of the Board of Directors, members of the Inspection Committee and the General Director

1. Members of the Board of Directors, the Inspection Committee, and the Executive Directors shall closely coordinate and regularly communicate in their work, providing information based on a spirit of collaboration, support, and facilitation to fulfill the rights and duties of each member as stipulated in the Company's Charter and applicable laws. During the execution of governance functions, the Board of Directors and the Inspection Committee shall create favorable conditions for the Executive Directors to effectively perform their duties. Similarly, the Executive Board shall provide the necessary support to enable the members of the Board of Directors and the Inspection Committee to effectively carry out their assigned responsibilities.
2. When urgent issues within the responsibility of the Executive Board are identified, members of the Board of Directors can communicate directly, by phone or email with members of the Board of Directors for timely resolution.
3. The General Director is responsible for implementing the resolutions and decisions of the Board of Directors; The Board of Directors shall have to inspect and supervise this implementation.
4. During the implementation of resolutions and decisions of the Board of Directors, if the Executive Directors identify any issues that may adversely affect the Company, it must promptly notify the Chairperson of the Board of Directors to address the matter together.
5. When the Inspection Committee proposes the selection of an independent auditing organization, the Board of Directors must give feedback to jointly decide on choosing the most suitable auditing organization.
6. After periodic or irregular inspections of the Company, the Inspection Committee must send written inspection conclusions to the Board of Directors so that the Board of Directors can understand the Company's situation. Depending on the extent and results of the inspection, the Inspection Committee must discuss it with the Board of Directors and the Executive Directors before deciding to report to the General Meeting of Shareholders.

CHAPTER VIII

EVALUATING REWARD AND DISCIPLINE ACTIVITIES FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE INSPECTION COMMITTEE, THE GENERAL DIRECTOR, AND OTHER EXECUTIVE DIRECTORS

Điều 28. Evaluating reward and discipline activities for members of the Board of Directors, members of the Inspection Committee, General Directors and other executive directors

1. The Board of Directors organizes the evaluation of the performance of each member of the Board of Directors and the General Director in completing their assigned tasks.
2. The Inspection Committee organizes the evaluation of the performance of each member of the Inspection Committee in completing their assigned tasks.
3. The General Director evaluates the performance of each member of other executive directors in completing their assigned tasks and proposes a reward to the Board of Directors.
4. The Board of Directors submit to the General Meeting of Shareholders the reward level for the Board of Directors and the Inspection Committee at the Annual General Meeting of Shareholders.
5. The Board of Directors decide the reward level for the General Director and other executive directors or submit it to the General Meeting of Shareholders for approval.
6. Members of the Board of Directors, members of the Inspection Committee, the General Director, and other corporate executives who fail to fulfill their tasks or violate Company regulations will be subject to disciplinary action in accordance with the Company's rules and applicable laws, depending on the nature of the violation.

CHAPTER IX

PREVENTING CONFLICTS OF INTEREST

Điều 29. Honest responsibility and avoidance of conflicts of interest of members of the Board of Directors, the Inspection Committee, the General Director, and other executive directors

1. Members of the Board of Directors, members of the IC, the General Director and other Executive Directors must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Inspection Committee, the Chief Executive Officer, other executive directors and their related persons are not allowed to use business opportunities that may benefit the Company for personal purposes; must not use the information obtained from their positions for personal self-interest or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, members of the Inspection Committee, the General Director and other executive directors are obliged to notify the Board of Directors about transactions between the Company, its subsidiaries or companies controlled by the Company and such members or their related persons, as required by law. The Company must disclose information about the resolution of the General Meeting of Shareholders or the resolution of the Board of Directors through the above-mentioned transactions within twenty-four (24) hours on the Company's website and report to the State Securities Commission, the Stock Exchange.

4. The Company is not allowed to grant loans or guarantees to members of the Board of Directors, members of the Inspection Committee, General Directors, other business executives and their related persons, unless otherwise decided by the General Meeting of Shareholders.
5. Members of the Board of Directors are not allowed to vote on transactions in which they or their related persons are involved, including transactions in which the material or non-material benefits of such members of the Board of Directors have not been determined. The above transactions must be disclosed in the Company's Annual Report.
6. Members of the Board of Directors, members of the Inspection Committee, the Chief Executive Officer, other executive directors and their related persons are not allowed to use the Company's non-public information or disclose it to others to carry out relevant transactions.

Điều 30. Transactions with related persons

1. When conducting transactions with related persons, the Company must sign a written contract on the principle of equality and voluntariness. The content of the contract must be clear and specific and disclosed to shareholders upon request.
2. The Company takes necessary measures to prevent related persons from interfering with the Company's operations and harming the Company's interests through the control of the Company's goods purchase and sale channels or price manipulation.
3. The Company takes necessary measures to prevent the Shareholders and related persons from conducting transactions that result in the loss of the Company's capital, assets or other resources. The Company may not provide loans (except for the use of margin trading products) or guarantees to shareholders and related persons.

Điều 31. Ensuring the legal rights of individuals with interests related to the Company

1. The Company must respect the legitimate interests of parties with interests related to the Company including banks, creditors, employees, investors, suppliers, the community and others with interests related to the Company.
2. The Company needs to actively cooperate with persons with interests related to the Company through:
 - a. Providing all necessary information to banks and creditors to help them assess the Company's operating situation, financial situation and make decisions;
 - b. Encouraging them to give their opinions on the state of their business, financial status and important decisions related to their interests through direct contact with the Board of Directors, the General Director and the Inspection Committee.
3. The Company must comply with labor regulations, pay attention to welfare, and environmental issues, and operate responsibly to the community and society.

**CHAPTER X
REPORT AND DISCLOSURE INFORMATION**

Điều 32. Obligation to disclose information

1. The Company is obligated to disclose periodically and extraordinary information on its business operations, financial status, and corporate governance fully, accurately, and promptly, to shareholders and the public. The content and methods of information disclosure shall comply with the provisions of the law and the Company's Charter. Additionally, the Company must disclose any other information promptly and fully if such information could potentially impact stock prices or influence the decisions of shareholders and investors.
2. The disclosure of information is carried out in ways to ensure that shareholders and the investment public can access it fairly and simultaneously. The language in the disclosure information should be clear, and easy to understand and avoid misunderstanding for shareholders and the investment public.

Điều 33. Disclosure information on the Company's governance

1. The Company must disclose information on the Company's governance at the Annual General Meeting of Shareholders and in the Company's Annual Report in accordance with the law on securities and securities market.
2. The Company is obliged to report every six (06) months and disclose information on the Company's governance in accordance with the law on securities and securities market.

Điều 34. Responsibilities for reporting and disclosing information of members of the Board of Directors, members of the Inspection Committee, and the General Director

In addition to the responsibilities specified in Article 29 of this Regulation, members of the Board of Directors, members of the Inspection Committee, and the General Director are responsible for reporting and disclosing information on transactions in the following cases:

1. Transactions between the Company and the company in which the related persons of the above-mentioned members are members of the Board of Directors, the Chief Executive Officer or major shareholders.
2. Transactions may bring material or immaterial benefits to the above-mentioned members.

Điều 35. Organization of disclosure information

1. The Company shall disclose information in accordance with the Company's regulations on disclosure information which have been formulated in accordance with the provisions of the Law on Securities and guiding documents.
2. The Company appoints a dedicated employee in charge of disclosure information. The person in charge of disclosure may be the Company Secretary or a concurrent employee.
3. The specialized employee in charge of information disclosure must be:
 - a. Having knowledge of law, accounting, finance and certain skills in informatics;
 - b. Publicizing the names and working phone numbers so that shareholders can easily contact them;
 - c. Having sufficient time to perform their duties, especially contacting shareholders, recording shareholders' opinions, periodically announcing responses to shareholders'

- opinions and corporate governance issues as prescribed;
- d. Being responsible for disclosing the Company's information to the investment public in accordance with the law and the Company's Charter.

CHAPTER XI CORPORATE GOVERNANCE TRAINING

Điều 36. Corporate Governance Training

Members of the Board of Directors, members of the Inspection Committee, the Chief Executive Officer, the Person in charge of Corporate Administration, and the Company Secretary must participate in training courses on corporate governance at training institutions recognized by the State Securities Commission.

CHAPTER XII OTHER ISSUES

Điều 37. Amendments and supplements to the Regulation

1. The General Meeting of Shareholders shall decide on the amendment and supplementation of this Regulation in accordance with the provisions of law and the actual situation.
2. In cases where the law provides regulations related to the Company's operations that are not mentioned in this Regulation or where new legal provisions differ from the terms in this Regulation, those legal provisions shall apply to govern the Company's activities. Other matters related to the content of this Regulation but not stipulated herein shall be subject to the applicable laws and the Company's Charter.

Điều 38. Enforcement Terms

1. This Regulation was approved by the General Meeting of Shareholders on February 26th, 2022, has 10 Chapters, 38 Articles and takes effect from February 26th, 2022.
2. Shareholders, the Board of Directors, the Inspection Committee, the Executive Directors, the Executive Board and relevant employees of the Company shall be responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**

NGUYEN KHANH LINH