INTERNAL REGULATION ON CORPORATE GOVERNANCE

SSI SECURITIES CORPORATION

Ho Chi Minh City, 22 May 2021

Disclaimer:
This English version of the Internal Regulation on Corporate Governance of SSI Securities Corporation is translated from the original Vietnamese version for reference only. Shareholders and investors are advised to refer to the original Vietnamese version for any legal or official purposes. SSI, its subsidiaries, and its employees shall not be liable for any direct, indirect, consequential damages for any use of this English version.

CHAPTER I 1
GENERAL PROVISIONS 1
Article 1. Governing scope and applicable objectives 1
Article 2. Principle of implementation 1
Article 3. Definitions 1
CHAPTER II 2
SHAREHOLDERS AND EXECUTION OF SHAREHOLDER RIGHTS 2
Article 4. Date of Shareholder's rights and obligations 2
Article 5. Fair treatment between Shareholders 2
Article 6. Convening Extraordinary General Meeting of Shareholders 2
Article 7. Shareholders request supplement to the meeting agenda 3
Article 8. Shareholder requests to provide information, adjust incorrect information 3
Article 9. Shareholders request Audit Committee to inspect specific issue 4
Article 10. Shareholder makes direct working appointment with the BOD, Audit Committee and CEO……. 4
Article 11. Information disclosure to Shareholder 4
CHAPTER III 5
THE GENERAL MEETING OF SHAREHOLDERS 5
Article 12. Rights, obligations of Shareholders, sequences, procedures on convening, conducting and voting at the General Meeting of Shareholders, collecting shareholders' opinions by written discussion 5
Article 13. Notification and registration of attending General Meeting of Shareholders 5
Article 14. Encouragement to join the General Meeting of Shareholders 5
Article 15. Method of voting, vote checking and notifying the voting results 5
Article 16. Methods of objection and cancellation request of the General Meeting of Shareholders' Resolution 6
Article 17. Meeting Minutes of the General Meeting of Shareholders 6
Article 18. Publicizing of Resolution contents of the General Meeting of Shareholders 6
Article 19. Applicable language in General Meeting of Shareholders 6
Article 20. General Meeting of Shareholders approves the Resolution by collecting shareholders' opinion by written discussion 6
Article 21. General Meeting of Shareholders approves the Resolution by online meeting 7
Article 22. General Meeting of Shareholders approves the Resolution by combine the online and onsite meeting 9
CHAPTER IV 9
BOARD OF DIRECTORS 9
Article 23. The role, rights and obligation of the BOD Members 9
Article 24. Nomination, election, dismissal and removal for BOD Members 9
Article 25. Remuneration and other benefits of the BOD Members 11
Article 26. Procedures and sequences on convening the BOD's Meeting 11
Article 27. Operation and assignment regulations between BOD Members 11
Article 28. Monthly report of the BOD 12
Article 29. Working conditions of the BOD 12
Article 30. Audit Committee under direct management of the BOD 12
Article 31. Establishment and operations of Board's subcommittees 13
Article 32. Person in charge of corporate governance and Company Secretary 13
CHAPTER V 14
COMPANY EXECUTIVES 14
Article 33. Criteria of Audit Committee Member Criteria, conditions, rights and obligations of the Company Executives 14
Article 34. Appointment and removal of Company Executives 14
CHAPTER VI 15
OPERATION COORDINATION BETWEEN THE BOD AND CHIEF EXECUTIVE OFFICER 15
Article 35. Relationship principles between the BOD and CEO 15
Article 36. Decision beyond the CEO's authority 16
Article 37. CEO's responsibilities for preparing agenda of the BOD Meeting 16
Article 38. Assignment of duty to the Company employees 16
Article 39. CEO's periodic report to the BOD 16
Article 40. Participation into meetings held by CEO 16
CHAPTER VII 16

ASSESSMENT FOR AWARD AND DISCIPLINARY OPERATION PERFORMANCE OF THE BOD MEMBER, CEO AND OTHER COMPANY EXECUTIVES 16
Article 41. Assessment on performance, award and discipline review for the BOD Member, CEO and other Company Executives....16
CHAPTER VIII 16
Article 42. Application of Regulation to subsidiaries....17
Article 43. Amendment and supplement....17
Article 44. Implementation provisions....17

INTERNAL REGULATION ON CORPORATE GOVERNANCE

(Issued in attachment with the Resolution No. 01/2021/NQ-ĐHĐCĐ dated 22 May 2021)

CHAPTER I

GENERAL PROVISIONS

Article 1. Governing scope and applicable objectives

1. The internal regulation on corporate governance of SSI Securities Corporation (this "Regulation") is promulgated in accordance with the laws, the SSI's Charter to concertize the internal corporate governance issues, covering:
    a. Shareholders and fulfillment of shareholder rights;
    b. Sequences and procedures on convening and voting at General Meeting of Shareholders;
    c. Nomination, election, removal and dismissal of Board Member;
    d. Operations of the BOD of Directors; Sequences and procedures of Board's Meetings;
    e. Establishment and operations of Board's subcommittees;
    f. Selection, appointment and dismissal of Company Executives;
    g. Operation cooperation between the BOD, CEO;
    h. Regulation on annual award and discipline review for the BOD Member, CEO and other Company Executives;
    i. Selection, appointment and dismissal of the Person in charge of corporate governance of Company.
2. Applicable objectives: This Regulation is applied for the following objectives:
    a. Company's Shareholders;
    b. BOD, BOD Members, Company Executives, Person in charge of corporate governance of Company;
    c. Other individuals, institutions related to corporate governance of Company.

Article 2. Principle of implementation

Shareholders, Company, Company Managers, Company Executives and employees fulfill their rights and obligations in accordance with the principle on complying with the laws, the Charter, regulations and internal procedures. In case of difference between the legal regulations and this Regulation or otherwise of the Company, or the related legal regulations are not covered herein, the legal regulations shall prevail.

Article 3. Definitions

Definitions and abbreviations used herein refer to the SSI's individuals and organizations include:

1. Company or SSI: SSI Securities Corporation;
2. Shareholders: Company's shareholders;
3. Charter: Company's Charter;
4. AGM system: system of the Annual General Shareholder Meeting;
5. BOD: Board of Directors;
6. Chairman of BOD: Chairman of Board of Directors;
7. BOI: Board of Investment;
8. CEO: Chief Executive Officer;
9. CA: Chief Accountant;

10. Company Executives: Refer to CEO, Deputy CEO, CA and other managers as appointed by BOD upon proposals of CEO prescribed in the Charter;

11. Company Managers: Refer to Chairman of BOD, BOD Member, CEO and other managers with authority to act on behalf of the Company to sign the contracts launched by the Company as prescribed in the Charter;

12. Person in charge of corporate governance of Company: refers to the person assigned with rights and obligations as prescribed in Article 33 herein;

13. Registered office: 72 Nguyen Hue, Ben Nghe Ward, District 1, Ho Chi Minh City;

14. SSC: The State Securities Commission

15. AC: Audit Committee;

16. VSD: The Vietnam Securities Depository;

17. HOSE: The Hochiminh Stock Exchange;

18. Law on Enterprises: The Law on Enterprises No. 59/2020/QH14 and its amendment and supplement (if any);

19. Law on Securities: The Law on Securities No. 54/2019/QH14 and its amendment and supplement (if any);

20. Decree 05: Decree No. 05/2019/NĐ-CP dated January 22, 2019 of the Government on internal audit and its supplements and amendments;

21. Decree 155: Decree No. 155/2020/ NĐ-CP dated December 31, 2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities.

CHAPTER II

SHAREHOLDERS AND EXECUTION OF SHAREHOLDER RIGHTS

Article 4. Date of Shareholder's rights and obligations

1. Unless otherwise specified by the laws, the date of Shareholder's rights and obligations refers to the date that the Shareholder's security depository account opened at a securities depository member is credited with SSI share balance. For the non-deposited shares, date of Shareholder's rights and obligations is the date that Shareholder's name and details are included into the Company's Register of Shareholders.

2. The Register of Shareholders, List of Shareholders provided by VSD is the basis to determine the eligibility, rights and obligations of Shareholders.

Article 5. Fair treatment between Shareholders

1. Every Shareholder is subject to fair treatment, including Minor Shareholders and Foreign Shareholders. Their ownership ratio is unrestricted, unless otherwise prescribed by the laws or the Charter. Each share of the same category creates the equal rights, obligations and benefits to the Shareholder. In the event preference shares, its related rights and obligations must be approved by the General Meeting of Shareholders and fully disclosed to the Shareholders.

2. Major Shareholder cannot abuse of his great influence to be detrimental the rights and benefits of the Company and other Shareholders.

3. Shareholders as internal person, related person of internal person or related person of majority shareholder must conduct reports and/or information disclosure of trading SSI shares in compliance with the laws and regulations.

Article 6. Convening Extraordinary General Meeting of Shareholders

Shareholders or group of Shareholders described in Article 12.2 of the Charter may exercise the rights to convene the General Meeting of Shareholders in accordance with following sequences:

1. The written request on convening General Meeting of a Shareholders/group of Shareholders is prepared and submitted to the Chairman of BOD via mail delivery or on hands at the registered

office's Reception of the Company. Such request must be included with full name, permanent registered residence, ID card number, Personal Identification Instruments, Passport or other legal personal identification instruments for shareholders as individuals; name, business code or establishment decision number or address of registered office for shareholders as organization; shareholding and date of share subscription of each shareholder, total shares of the shareholder group and shareholding in total shares of the Company, basis and concerned reasons; Attachments to the request on convening the meeting shall include documents and evidences on violations made by the BOD of Directors, violation extents or decisions beyond its authority.

2. The official written reply must be released to the Shareholders/group of Shareholders by the BOD within seven (07) working days since date of receiving such request.

3. In the event that General Meeting of Shareholders is convened by Shareholders/group of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises and Clause 4 Article 14 of the Charter, the Chairman of BOD and CEO are obligated to fulfill the necessary procedures to provide them the list of Shareholders eligible to attend the meeting.

4. The person who convenes the General Meeting of Shareholders is reimbursed with proper expenses for meeting convention and organization as prescribed in this Article, provided that the valid invoice specifying that Company is the buyer must be presented by such person.

Article 7. Shareholders request supplement to the meeting agenda

1. Shareholders/group of Shareholders described in Clause 4 Article 18 of the Charter may exercise the rights to supplement the meeting agenda in accordance with following sequences:

   - The written request on supplementing the meeting agenda is prepared and submitted to the Chairman of BOD via mail delivery or on hands at the registered office's Reception of the Company not later than seven (07) working days before the meeting is opened. Such request must specify the details of Shareholders, number of shareholdings, and contents to be supplemented to the agenda, signature of Shareholder or all Shareholders in the group and supporting documents for the Shareholder's request.

   - In the event that the petition is rejected, a written reply must be released to the Shareholder at least 02 working days before the expected meeting date of the General Meeting of Shareholders.

   - In the event that the petition is approved, the BOD shall disclose the additional agenda and submit to the meeting when opening. The request shall be officially supplemented to the meeting agenda and contents if it is approved by the General Meeting of Shareholders.

   - The concerned Shareholder/group of Shareholders must provide to the BOD the necessary handouts to deliver to the participants for discussion and also prepare the draft resolution for this issue.

2. Shareholder/group of Shareholders uncovered by Article 18.4 of the Charter may also submit the request on agenda supplement to the BOD of Directors in accordance with the aforesaid sequences. However, the BOD may review and decide the supplement at its sole discretion in this case.

Article 8. Shareholder requests to provide information, adjust incorrect information

1. Shareholder/group of Shareholders as stipulated in Clauses 2, 3 Article 12 of the Charter may search and extract information as prescribed by the laws or the Charter, the following sequences shall be applied:

   - The written request is prepared and submitted to the Chairman of BOD via mail delivery or on hands at the registered office's Reception of the Company. Such request must be included with details of Shareholder, quantity of owned shares, documents to be reviewed, inspected, reproduced, copied, extracted, incorrect information as prescribed in this Clause, signature of Shareholder or all Shareholders in the group.

   - The Chairman of BOD shall consider and assign the Person in charge of corporate governance of Company to provide information at the request of the Shareholder/group of Shareholders within seven (07) working days since the request is received; in case of refusal, the written reply shall be delivered to the concerned Shareholder.

2. Document copy and reproduction fees must be paid to the Company, including postal charges as per request of the Shareholder.

3. The great endeavors are upload the above documents to the Company's website and create favorable conditions for the Shareholder to easily access the information and documents.

Article 9. Shareholders request Audit Committee to inspect specific issue

1. Shareholders or group of Shareholders described in Clauses 2 Article 12 of the Charter may request the Audit Committee to inspect specific issues in accordance with following sequences:

   - The written request is prepared and submitted to the Audit Committee via mail delivery or on hands at the registered office's Reception of the Company. The request must be included with full name, permanent registered residence, nationality, ID card number, Personal Identification Instruments, Passport or other legal personal identification instruments for shareholders as individuals; full name, permanent registered residence, nationality, establishment decision number or business registration number, business license number for shareholders as organization; shareholding and date of share subscription of each shareholder, total shares of the shareholder group and shareholding in total shares of the Company; inspection issues and purposes and trusty evidences for inspected request.
   - The Head of Audit Committee shall consider and release the written reply whether the inspection is initiated. If inspection is decided, the Head of Audit Committee shall report the Chairman of BOD, CEO, Company Executives and conduct inspection within fifteen (15) working days since the request is received.
   - BOD Members, CEO and Company Executives are obligated to provide information and create favorable conditions so that the Audit Committee may inspect as prescribed by the regulations of the Charter and applicable laws.
   - The inspection results must be notified in writing to the Shareholder/group of Shareholders within five (05) working days since minutes on inspection results are prepared.
   - The inspection summary and results must be included into the Audit Committee's report at the Annual General Meeting of Shareholders.

2. Shareholder/group of Shareholders uncovered by Clauses 2 Article 12 of the Charter may also submit the petition, claim and denouncement on Company's organization and operation to the BOD of Directors. The BOD shall consider and reply within fifteen (15) working days since the written request is received. If time for inspection and verification is required, the Shareholder shall be also notified about that.

Article 10. Shareholder makes direct working appointment with the BOD and CEO

1. Shareholder who wishes to work directly with the BOD, Audit Committee and CEO to exchange, request, claim, denounce or otherwise is required to register with the Person in charge of corporate governance of Company. The Person in charge of corporate governance of Company is obligated to notify the Chairman of BOD, Head of Audit Committee or CEO to arrange the proper working schedule. According to the working schedule and necessity of the required contents, the Chairman of BOD, Head of Audit Committee or CEO decides to work with the Shareholder directly or assign the competent person to attend the working session. The Person in charge of corporate governance of Company must notify Shareholder about the working schedule and prepare the documents for the working session (if any).

2. The Person in charge of corporate governance of Company must prepare the working minutes and keep it into the Company's documents.

3. With reference to the Company's situation, meetings and exchanges may be held with the shareholders, employees and related parties of the Company to update the operation situation and development orientation.

Article 11. Information disclosure to Shareholder

1. The Company's information is disclosed to the Shareholder through following channels:

   - The Company's website: http://www.ssi.com.vn;

- The information is officially reported and released as prescribed by the legal regulations on information report and disclosure for the securities companies and listing entities;
- The Company's news release;
- Speech of the Chairman of BOD, CEO and person authorized for information disclosure; and
- Other official reports and documents released to the Shareholder or public.
- Meeting, discussion sessions between the BOD, CEO and shareholders or related parties.

2. The Shareholder and media are facilitated to receive the official information from the Company in a fast and accurate manner.
3. The Company's website, report and disclosures are prepared in Vietnamese and English.

CHAPTER III

THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights, obligations of Shareholders, sequences, procedures on convening, conducting and voting at the General Meeting of Shareholders, collecting shareholders' opinions by written discussion

1. Rights and obligations of Shareholders are stipulated in Article 14, 15 of the Charter;
2. Sequences, procedures on convening, conducting and voting at the General Meeting of Shareholders, collecting shareholders' opinions by written discussion and the other contents related to the General Meeting of Shareholders in compliance with regulations from Article 14 to Article 23 of Charter and stipulated in this Regulation.

Article 13. Notification and registration of attending General Meeting of Shareholders

1. The notice of the General Meeting of Shareholders is complied with Clause 3 Article 18 of the Charter. If the time and how to register meeting participation is specified in the notice, the Shareholder shall participate in accordance with the manner registered in the notice.
2. The Shareholder has the right to attend directly or authorizing for another to join the General Shareholders Meeting as prescribed by the laws. In cases the authorization letter may not describe clearly the contents, scopes and quantity of authorized shares, that authorization shall be totally authorized.

Article 14. Encouragement to join the General Meeting of Shareholders

The Shareholders are encouraged and facilitated to participate in the General Meetings of Shareholders. The great endeavors shall be made to apply the modern information technologies so that the Shareholders may successfully join the General Meeting of Shareholders, including Internet-based meeting, e-voting, sending Voting slip by facsimile, mail, e-mail (called "remote voting"), or other modes. The BOD of Directors will decide application of information technology to the meeting and regulate the steps, procedures, method of voting and other related issues.

Article 15. Method of voting, vote checking and notifying the voting results

1. Voting slip and Meeting Invitation are sent to the Shareholders or delivered at the General Meeting of Shareholders or by electronic methods.
2. Participants vote by marking the votes and putting it into the voting box located at the meeting room, or via e-voting, or remote voting, or other methods provided or used by the Company. The valid votes signed by the Shareholder or certified by other method approved/regulated by the BOD are evidence to confirm the Shareholder's voting opinion on the concerned issues.
3. Vote checking committee elected by General Meeting of Shareholders at the proposal of the Chairman shall check the votes right after the voting is finished.
4. When vote checking is initiated, the attestation votes are included into the number of affirmative votes.

5. Announcement of vote checking results: The Meeting Chairman shall announce the vote checking results after the vote checking at the meeting has been successfully completed by the Vote Checking Committee.

6. Vote checking results are promptly notified at the General Meeting of Shareholders upon completion; in the event that the vote checking is extended to next day, the Chairman is obligated to notify the vote checking results to the participants on the Company's website.

Article 16. Methods of objection and cancellation request of the General Meeting of Shareholders' Resolution

1. The Shareholders stipulated in Clause 2 Article 12 of Charter have the right to object the Resolution of the General Meeting of Shareholders by the following methods:

   a. Requesting the Secretary to record the objection into the meeting minutes if the Resolution is promptly announced at the meeting;

   b. Requesting the request the court or arbitration to consider and cancel the Resolution of the General Meeting of Shareholders as prescribed in Article 151 of the Law on Enterprises and Article 24 of the Charter. Any costs related to the procedures on canceling the Meeting's resolution shall be paid by requester.

2. In any circumstances, the Shareholders must comply with the Resolution approved by the General Meeting of Shareholders remains the valid judgment of the court or arbitration on cancelling the Resolution of the General Meeting of Shareholders except for temporary relief is applied as decided by the authorities with jurisdiction.

Article 17. Meeting Minutes of the General Meeting of Shareholders

1. Meeting Minutes of the General Meeting of Shareholders must be made immediately at the meeting by the Meeting Secretary and approved before closing the meeting.

2. Minutes shall comprise the required contents stipulated in Article 150 of Law on Enterprises and Article 23 of Charter. Meeting Secretary must read the draft resolution for shareholders' checking at the meeting before submitting to get signatures from Meeting Chairman.

3. Meeting Minutes shall be made in Vietnamese language, the Meeting Chairman decides to made it in usual foreign language if necessary and they have the same legal valid. In case of any discrepancy between them, the Vietnamese version shall be prevailed.

4. Copies of Meeting Minutes will be sent to all Shareholders (including absent Shareholders) within fifteen (15) days since the closing date of meeting or publicized in Company's website.

Article 18. Publicizing of Resolution contents of the General Meeting of Shareholders

1. Contents of the Resolution approved by the General Meeting of Shareholders are released in accordance with the regulations on information disclosure in the stock market.

2. Copies of Resolution of the General Meeting of Shareholders shall be informed to Shareholders who eligible for attending the General Meeting of Shareholders within fifteen (15) days since the approval date or publicized in Company's website.

Article 19. Applicable language in General Meeting of Shareholders

1. The official language applied in the General Meeting of Shareholders is Vietnamese.

2. If the general interpreter is not appointed by Meeting Chairman for the General Meeting of Shareholders, foreign Shareholders shall be accompanied with his interpreter to attend the meeting, provided that, a prior notice must be delivered to the Meeting Chairman when meeting participation is registered to arrange the proper seating for the interpreter.

Article 20. General Meeting of Shareholders approves the Resolution by collecting shareholders' opinion by written discussion

1. All issues under the authority of the General Meeting of Shareholders may be approved by collecting shareholders' opinion by written discussion and the procedures in compliance with Article 22 of Charter.

2. The BOD conducts the vote checking and prepares the minutes within three (03) working days since the expiry date of receiving the Voting slips.

Article 21. General Meeting of Shareholders approves the Resolution by online meeting

In necessary circumstances, the BOD can consider holding the Annual or Extraordinary General Meeting of Shareholders by the online meeting and regulations on voting by online or remote voting of shareholders at the online meeting of the General Meeting of Shareholders.

1. AGM System means any and all of website, application, or technology or other electronic means as provided or formed by the Company for the Shareholder's registration, participation, voting and meeting AGM online and performing other rights (if any).

2. Online meeting: means the meeting performed on the AGM System as provided by the Company from time to time. Shareholders participating online meeting may follow the Meeting from wherever inland or overseas and via electronic devices such as computers, smartphones or other appropriate technology.

3. Meeting venue of the online meeting: the online meeting includes main place and the others. In which, the main place where is the Meeting Chairman attend and hold the meeting, the others where are logged in by their shareholders' accounts, which authorized issuance by the Company for them to attend the meeting.

4. Meeting invitation for the online meeting:

   Meeting invitation for the online meeting will be conducted similarly as onsite meeting, which stipulated in Clause 3 Article 18 of the Charter.

   The person convenes the online meeting shall responsible for preparing the meeting guidelines for Shareholders to register and online voting. The meeting guidelines will be posted on the Company's website and AGM system.

5. Method of online meeting registration:

   a. In order to register the online meeting, shareholders will register and log in the AGM system as stipulated in this Regulation and the Company's guidelines.

   b. When registering in AGM system, shareholders must provide the information:

      - Legal documents of shareholders;
      - Method of attending, voting;
      - Mode of OTP (abbreviated of Once Time Password) is provided to the Shareholder via SMS or email upon registration on AGM System. Shareholders must enter OTP for registration, login, change of password, voting and otherwise to ratify and assure your acceptance to AGM System;
      - Reading carefully the Terms and Conditions and confirming that read, understanding and consensus with such Terms and Conditions;
      - And the other necessary information as requested in order to ensure the Company will recognize to Shareholders or the authorized person to attend the online meeting.

   c. Shareholders register successfully will receive the account to log in the AGM system (includes username and password).

   d. Shareholders have responsible for providing information fully, accurately, archiving and keep the account information in confidentiality.

6. The authorization representative for attending the online meeting

   Shareholders authorizes the others or the BOD Members to attend the online meeting as the following methods:

   a. Valid written authorization documents as stipulated in Article 16 of the Charter and send back to the Company as the method and registered address in the Meeting Invitation.

   b. Registering to authorize in the AGM system.

7. Conditions for conducting the online meeting

   a. The online meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders represents higher than 50% of the total number of voting shares.

b. Shareholders as considered to attending the online meeting if they meet the following conditions:

- Attending the online meeting on registering the AGM system during the meeting until finishing the voting and election. Shareholders logged in but not voted yet or logged out while meeting time, who considered as attended;
- Shareholders voted remotely, online or by other methods as instructions of the Board of Directors.

8. Discussion on the online meeting

Discussion is allowed within the period and scopes of approved agenda. Discussion is allowed within the period and scopes of approved agenda. Shareholders can discuss, ask questions related to Meeting Chairman through the AGM system or the other methods provided by the Company.

9. Method of online voting

a. Shareholders have registered and logged to electronic voting in the AGM system as stipulated in this Regulation. Accordingly, shareholders attend the online meeting can make the remote voting as described in the Meeting Invitation.

b. When make the electronic voting, shareholder shall choose one of three answers, which are Agree, Disagree or No comment.

c. The results of electronic, remote voting and other voting methods shall be the same valid. In cases shareholders vote, elect by different methods, and/or many different answers, the final valid result of shareholders will be recorded.

d. Shareholders have the right to vote, elect whenever log in successfully in the AGM system or other deadlines as the regulation of Board of Directors. When ending the electing, voting time with each content stipulated as meeting agenda and depends on meeting happening. Each content of occurring or ended vote, election must be informed in the meeting and AGM system in order to shareholders' acknowledge and make the voting.

e. In cases shareholders have not finished to vote while AGM system is suspended connection or any reasons, the system will record the voted contents. The remaining non-voting contents will be recorded as No comment answer for such contents. Shareholders can contact directly to the Company in supplementing to vote.

10. Method of checking votes

a. Based on voting and electing results of shareholders in the AGM system and other methods (if any), the Checking Vote Committee will collect and check the votes and election.

b. For voting the meeting contents including Meeting Agenda, Regulation on holding the General Meeting of Shareholders, Checking Vote Committee, Meeting Minutes, Resolutions, the other contents (if any): Shareholders conducted to remote, electronic voting with Agree answer for the above contents, excepting shareholders voted with the different answer from the AGM system or sending their opinions to Company before the time determining the voting results for each contents.

c. For the voting of contents in the Meeting Agenda and election: Voting, electing results will be determined on electronic voting, electing of shareholders and results of remote voting or the other methods (if any).

d. Supplement of new issues that are proposed by Shareholders to the meeting agenda and approved by the Chairman, will be addressed to AGM, updated on AGM System and disclosed of information as regulated for Shareholders to make additional voting, electing. Shareholders have remote voting and non-voting electronic votes, additional election for the above proposals, the results will be considered as the followings:

- For voting the proposals: those Shareholders will be considered as No comment with their proposals.
- For electing the new candidates: those Shareholders will be considered as Non-election for such candidates.

11. Announcement on vote counting:

Vote counting results will be announced at the online meeting of the AGM after completing the counting of votes and before the closing of the meeting, excepting other decisions of Chairman.

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

AGM Meeting Minutes and Resolutions must be read and approved before closure of the Meeting and must be disclosed in accordance with Article 23 of the Charter.

13. Convening, make the shareholders list, sending the meeting invitation and attached documents, conducting conditions for online meeting and other procedures stipulated in regulations on holding onsite meeting of the Charter, this Regulation and the applicable laws. Accordingly, the Board of Directors shall promulgate the Regulation on convening online meeting to guide detailed the relevant issues.

Article 22. General Meeting of Shareholders approves the Resolution by combine the online and onsite meeting

1. According to the actual situation, the Board of Directors can make the decision on convening the on meeting of General Meeting of Shareholders combine to the onsite meeting as regulations in the Charter and this Regulations.
2. The convening, make the shareholders list, sending the meeting invitation and attached documents, conducting conditions for online meeting, voting, electing and other procedures, which will be implemented to comply with regulations on holding the online and onsite meeting in the Charter, this Regulation and the applicable laws.

CHAPTER IV

BOARD OF DIRECTORS

Article 23. The role, rights and obligation of the BOD Members

The role, rights and obligation of the BOD Members shall be implemented as stipulated in Article 27, 28, 44 and 45 of the Charter and the applicable laws.

Article 24. Nomination, election, dismissal and removal for BOD Members

1. Term and quantity of the BOD Members

   a. The term of office of a member of the BOD shall not exceed 05 years without term limit. An individual may only be elected independent member of the BOD of a company for up to 02 continuous terms. In case the term of office of all members of the BOD ends at the same time, they shall remain members of the BOD until new members are elected and take over their jobs.

   b. The quantity of the BOD Members at least from 05 to maximum 11 members. The such quantity within a term will be approved by the General Meeting of Shareholders based on the BOD's proposals.

2. The compositions, criteria and conditions of the BOD's Members

   a. The compositions of the BOD's Members stipulated in Clause 3 Article 26 of the Charter;

   b. The BOD Members qualify the criteria, conditions as stipulated in Clause 4 Article 25 of the Charter.

   c. The BOD's Independent Members must qualify the criteria and conditions stipulated in Point c Clause 2 of this Article and the other criteria and conditions stipulated in Clause 5 Article 25 of the Charter.

   When the legal regulations have changes in criteria and conditions of the Independent BOD Member are different from those herein, the legal regulations shall prevail.

3. The methods of nomination, election, introduction for BOD Members' candidates

   a. Shareholders or group of Shareholders are eligible to nominate and/or self-elect for BOD Members' candidates in compliance with Clause 2 Article 25 of the Charter.

b. In case the number of candidates to the BOD through nomination or candidacy still does not reach the necessary number of members, the incumbent the BOD can nominate more candidates or organize the nomination following the operating mechanism of the BOD. The BOD's nomination of candidate to the BOD must be clearly announced before the member of the BOD is voted and elected by the General Meeting of Shareholders as prescribed by the laws.

c. The candidates must commit in written documents on honesty, accurate and reasonable of the provided information and implement their assignments to comply with honesty, loyalty, caution and work for the best benefit for the Company under the title of the BOD Member.

4. Manner of electing the BOD Members and determining its results

a. Election (including additional election) and determination of successful nomination as BOD Member must be complied with the vote accumulation method as prescribed in Clause 3 Article 144 of Law on Enterprises and Clause 3 Article 21 of the Charter.

b. The shareholder is entitled to vote for himself if he is named in the list of candidates specified in the voting card.

c. The ballot paper is delivered at the General Meeting of Shareholders or via electronic system depending on organization method of each Meeting. Each vote is provided with name of candidate to the BOD, details of Shareholder and total voting shares owned or represented by them. Shareholder must check shareholding recorded in the vote. In case of errors, it must be notified upon vote receipt.

d. Invalid ballot paper refers to one or more circumstances as follows:

- The ballot paper is not prepared in the required format and not released by the Vote Checking Board;
- Number person of votes for exceed the required quantity as prescribed;
- The ballot contents are erased or modified;
- The ballot is included with names of out-of-list nominees as approved by the General Meeting of Shareholders before election;
- Ballots having total number of votes for the candidates exceed total votes that such Shareholder may vote;
- Ballots are not signed by the Shareholder/Shareholder representative or unable to be certified as approved/regulated by the BOD ;
- Others as prescribed by the laws or decided by the General Meeting of Shareholders.

5. Removal, dismissal and supplement of the BOD Member

a. Board Member is removed and dismissed in the circumstances specified in Article 31 of the Charter. The independent Board Member is removed and dismissed in case he is not qualified with the conditions and criteria specified in Article 24 of this Regulation herein.

b. The BOD shall convene the General Shareholders Meeting to elect supplement the BOD Member as stipulated in Clause 4 Article 31 of the Charter and Clause 4 Article 160 of Law on Enterprises.

6. Notice on election, removal and dismissal of the BOD Member

a. Notice on candidate information: In the event that the candidates are pre-determined, the candidate-related information is disclosed on the Company's website at least ten (10) days before the General Meeting of Shareholders is held so that the Shareholder may understand such candidates before voting. The BOD Member-related information to be disclosed includes at least: Full name, date of birth; professional qualification; working history; Information about companies where the candidate is acting as Board Member, other manager titles and the employer-related benefits (if any); Other information (if any).

b. Notice on Board Member election shall be simultaneously notified with candidate information or meeting invitation or otherwise in accordance with the legal regulations.

c. Election, removal and dismissal of Board Member are announced as prescribed by the laws on information disclosures in the stock market and posted in the Company's website.

7. Election, dismissal and removal of the Chairman of BOD

   In the event of election, removal and dismissal of Chairman of the BOD must comply with Clause 1, 2, 3 Article 29 and Clause 1 Article 30 of the Charter and the applicable laws.

Article 25. Remuneration and other benefits of the BOD Members

The Company shall pay the remuneration and bonus for the BOD Members based on the business results and Company's performance. Determining and allocating the remuneration and bonus of the BOD Members will be complied with Article 28 of the Charter and the applicable laws.

Article 26. Procedures and sequences on convening the BOD's Meeting

1. Quantity of meeting: the BOD holds at least one a quarter or the extraordinary or collecting BOD's members by written discussion if necessary or as requested of one of cases stipulated in Clause 3 Article 30 of the Charter.

2. The sequences, procedures on convening the BOD meeting shall be complied with Article 30 of the Charter.

3. Convening the extraordinary of the BOD's meeting

   a. The competent person may request to convene the extraordinary Board Meeting as prescribed in Clause 3 Article 31 of this Regulations herein and it must be made in writing to submit to the Chairman of BOD. Its contents must specify the request on meeting convention, issues to be discussed and materials related to such issues.

   b. If the Chairman of BOD fail to convene the meeting within seven (07) business days since the meeting proposal is received, the person who convenes the meeting as specified in Clause 1 of this Article shall send the notice on Board Meeting convention.

4. Authorization to attend the BOD's Meeting:

   a. The BOD Member (including the Chairman of BOD) may authorize one (01) Board Member to join the meeting by sending the written authorization to the Chairman of BOD at least one (01) day before opening date. If the authorization is made by the BOD Member, the BOD Members shall be notified at least one (01) day before the meeting date.

   b. The BOD Member is not entitled to authorize the person who is not Board Member to fulfill his rights and obligations.

5. Manner of voting and approving the BOD's Resolutions

   a. The BOD's voting is complied with Clauses 10, 11, 13& 15 Article 30 of the Charter.

   b. The BOD's Resolutions shall be approved when consent is obtained from the majority of participatory BOD Members. If number of affirmative votes and against votes is equal, the final decision shall be made by the Chairman of BOD or his authorized person.

   c. Contents and conclusions of the BOD Meeting must be recorded into the minutes.

   d. After each meeting session, the BOD's decisions must be delivered to all BOD Members and CEO within three (03) days since the decision is approved by the BOD.

6. Minutes and Resolution of the BOD's Meeting

   a. The Minutes of the BOD's Meeting must have the signatures of the Meeting Chairman and Secretary. Preparing the meeting minutes are conducted to comply with the Clause 14 Article 30 of the Charter.

   b. In the event of the Chairman and Minutes recorder refuse to sign the meeting minutes but if other members of the Board of Directors participating into the meeting sign and complete contents are available as specified at Clause 2, Article 158 of the Law on Enterprises, then the Minutes shall be effective.

   c. Meeting Minutes and Resolution of the BOD will be disclosed information to comply with the regulations on disclosing information in the securities market.

Article 27. Operation and assignment regulations between BOD Members

1. The Operating Regulations are promulgated to be the basis for the BOD's activities.

2. The BOD Members are assigned to undertake the works of the BOD. The BOD Member fulfills his assigned tasks in accordance with the provided information. He must be loyal, diligent and meticulous for the benefits of the Company and its Shareholders.

3. The BOD Members exercise the rights and obligations as prescribed by the laws and the Charter; undertake the fields and works as assigned by the BOD and take personal responsibility for the assigned tasks.

Article 28. Monthly report of the BOD

1. Not later than 10th day every month, the Chairman of BOD or Board Member is assigned to direct the Company's Manager to prepare the BOD' Operation Report to submit the BOD Members.

2. The BOD's monthly report includes summary of Board performance in the last month and action plan in the next month.

Article 29. Working conditions of the BOD

1. The Company's apparatus and stamp are applied to fulfill the corporate governance.

2. The Company's office is responsible to receive and deliver the mails and documents of the BOD. All mails and documents of the BOD must be delivered to the Chairman of BOD or his authorized person, unless the letter or envelope is directly sent to a Board Member.

3. Within the assigned tasks, the BOD Members may request the CEO, Deputy CEO and managers of the company to provide the information and documents on financial position, business activities of the Company and the units in the Company.

4. The CEO is responsible for providing the physical facilities, equipment and human resources to serve for the BOD's operation.

Article 30. Audit Committee under direct management of the BOD

1. Rights and responsibilities of Audit Committee

a. Audit Committee and its members have the rights and conducted the responsibilities and duties as regulated in Article 161 Law on Enterprises, regulations on internal audit's responsibilities in Decree 05 and Article 36 of Charter;

b. Annually, Audit Committee and the Independent BOD Members in Audit Committee shall prepare the report on operation stipulated in Article 38 of the Charter to submit to get approval from the General Meeting of Shareholders.

2. Nomination and election of Members of Audit Committee

a. Term: the term of Audit Committee cannot excess of the term of the BOD stipulated in Clause 2 Article 26 of the Charter.

b. Quantity: Audit Committee has at least 02 members.

c. Criteria: Members of Audit Committee shall qualify the criteria, conditions stipulated in Clause 2, 3 Article 35 of the Charter.

d. Structure, nomination, election the Members of Audit Committee: in compliance with Article 34 of the Charter. The Board Chairman will appoint other members of Audit Committee upon submission of the Head of Audit Committee. The appointments of Head of Audit Committee and its members must get approval from the BOD at the meeting.

3. Meetings of Audit Committee

a. Meetings of Audit Committee are periodic or extra-ordinary by onsite voting, absentee voting, or otherwise stipulated in Regulation on Operation of Audit Committee.

b. Periodic meeting must be conducted at least 02 (two) meetings per year. Extra-ordinary meeting can be convened as per request of:

- Board Chairman or at least two (2) Board members;
- Head of AC or at least two (2) Audit Committee members;
- CEO;
- Otherwise as stipulated by the BOD

c. Head of Audit Committee is responsible for convening periodic and extra-ordinary meetings within seven (7) working days upon request under Clause 2 of this Article, and determine the appropriate mode/method of meeting to facilitate all members to participate.

d. Audit Committee meeting is duly organized when 2/3 (two-third) Audit Committee members have participated. Head of Audit Committee may invite the Company Executives and managers of relevant units to participate the meeting. Invited executives and managers will present their opinion as requested by the Audit Committee, but have no voting rights.

e. Audit Committee decisions are on majority vote principle, each Audit Committee member has one (1) vote. The Head of Audit Committee will have the casting vote in case of equality of votes.

f. An Audit Committee member is not allowed to vote on the issue related to the sector that the member is in charge.

g. Head of Audit Committee will report the Board Chairman on key contents as soon as end of the Audit Committee meeting, and make audit report to the Board in the first subsequent period meeting of the Board or otherwise as requested by the Board.

Article 31. Establishment and operations of Board's subcommittees

1. The BOD is entitled to establish committees to support for the BOD's operation, including HR committee, salary and bonus committee, strategy and development committee and otherwise. Establishment of the committees must be approved by the General Meeting of Shareholders. The BOD is allowed to proactively decide to set up any committee under the BOD in accordance with the laws and regulations and conformity with the corporate governance orientation and will report to the latest General Meeting of Shareholders.

2. Structure, criteria and responsibilities of each committee, responsibility of committee member or independent member in-charge of HR, salary and bonus shall be decided by the BOD. The BOD must build up the units or assign the person in charge of relevant tasks to risk management and internal control stipulated in Clause 3 Article 32 of the Charter.

3. Committee members may include one (01) or more BOD Members and one (01) or more external members as decided by the BOD. In case the HR, salary and bonus committees are established, one (01) independent Board Member may be appointed as the Head of the committee. In the event that the HR, salary and bonus committees are established are not established, the independent Board Member may be assigned to facilitate the BOD to fulfill the HR, salary and bonus activities. During the assigned authorities are fulfilled, the committees must comply with the regulations approved by the BOD. Such regulations may be adjusted or additional admitted with the persons who are not Board Member into the aforesaid committees and such persons are allowed to vote as their members, provided that:

   a. Number of external members must be less than 1/2 of total committee members; and

   b. Resolutions approved by the committees are only valid when majority of members participate and vote in the committee meeting as Board Member.

4. Actions to fulfill the BOD's decisions or Board committees or the authorized person shall be considered to be valid and enforceable regardless of the fact that the election and appointment of committee members or BOD Members may have errors.

Article 32. Person in charge of corporate governance and Company Secretary

1. Regulations on Person in charge of corporate governance and Company Secretary stipulated in Article 33 of the Charter.

2. Appointment and removal of Person in charge of corporate governance and Company Secretary

   a. The Board Chairman shall appoint at least one (01) person to cover the tasks of the Company's Manager and decide the related removal. When necessary, the BOD can appoint the Company Secretary within the term as the BOD's decision. Person in charge of corporate governance may concurred the position of Company Secretary.

   b. The Person in charge of corporate governance of Company is removed in cases:

      - Submit the letter of resignation or terminate labor contract with the company;

      - Ineligible for the criteria as prescribed in Clause 2 Article 33 of the Charter;

- Others as decided by Chairman of the BOD.

Appointment and removal of the Company's Manager shall be notified within the Company and notified to the Company's Shareholder as necessary.

3. Rights and obligations of Person in charge of corporate governance of Company

The Person in charge of corporate governance of Company has the right and obligations as stipulated in Clause 3 Article 33 of the Charter.

The Company Secretary has the rights and obligations as stipulated in Clause 4 Article 33 of the Charter.

CHAPTER V

COMPANY EXECUTIVES

Article 33. Criteria of Audit Committee Member Criteria, conditions, rights and obligations of the Company Executives

The Company Executives have the rights, obligations and other benefits as stipulated in the Charter and the applicable laws. Accordingly, they must be qualified with the criteria and conditions as prescribed by the following:

1. Criteria and conditions of the CEO:

The CEO must qualify the criteria and conditions as stipulated in Clause 4 Article 33 of the Charter.

2. Criteria and conditions of the Deputy CEO in charge of professional fields:

- Having full civil act capacity, not subject to the prohibition to corporate government as prescribed by the Law on Enterprises, not be person who have been or being criminally prosecuted, jailed or deprived with the practice rights as prescribed by the laws;
- Having qualification and experience in finance, banking and securities field at least two (02) years;
- Having certificate of securities practices in accordance with the assigned scope;
- Not be fined by the State Securities Commission as prescribed by the Law on Securities and stock market within six (06) last months;
- Not concurrently working for other securities companies, fund management companies or other enterprises;
- Criteria and conditions to appoint the Deputy CEO does not be in charge of professional fields, who appointed by the BOD as necessary.

3. Criteria and conditions of the Chief Accountant:

- Have professional ethnics, be honest, integral and high sense of legal compliance;
- Have qualification in accounting from graduation or higher;
- Have certificate of Chief Accountant;
- Have actual service length in accounting at least five (05) years;
- Not be subject to prohibition to act as accountant as prescribed by the legal regulation on accounting.

4. Other criteria and conditions of Company Executives are proposed by CEO based on each undertaken professional position and qualified with the conditions as prescribed by the laws.

Article 34. Appointment and removal of Company Executives

Selection and appointment of the Company Executives are in accordance with the regulations and laws on labor, the Charter and the Company's Internal Regulations.

1. Appointment of CEO: The CEO is appointed by the BOD as proposed by the Chairman of BOD. Other BOD Members may elect the candidates for the position of CEO. In case of many candidates, the BOD may consider, interview and fulfill other tasks to select the appointed person. The documents on proposing the BOD to appoint the CEO are prepared by the person who raise the nomination, including:

   - Request on appointment of the nominator, specifying his comment, recommendations on expected salary, bonus, benefits and agreements with the CEO;
   - CVs declared by the candidates, specifying the relatives, training qualifications and experience;
   - CEO's action plan from 03 to 05 years;
   - Related benefit declaration sheet of the candidate to the Company as prescribed in Article 159 of the Law on Enterprises;
   - CEO's commitments; and
   - Draft Labor Contract (if necessary).

   All of aforesaid documents must be submitted to the participatory BOD Members with the invitation, unless no objection on submission time is raised by the BOD Members.

2. Appointment of Deputy CEO, Chief Accountant: Deputy CEO and Chief Accountant are appointed by the BOD as recommended by the CEO and approved by the Chairman of BOD. The appointment documents are similar to that of the CEO appointment documents.

3. Appointment of subsidiary Director: Directors of subsidiaries are appointed by the Chairman of BOD, unless otherwise specified in the Charter of the subsidiaries. The appointment documents are similar to that of the CEO appointment documents. The Chairman of BOD is responsible for notifying the BOD of appointment of subsidiary Director.

4. Appointment of other Company Executives: The Chairman of BOD is authorized to appoint other management title and notify the BOD for acknowledgment. The appointment documents are complied with the CEO appointment documents.

5. The competent person in-charge of appointing the Company Executives shall review the removal and dismissal of the appointed person in accordance with the procedures specified in the laws on labor, the Charter, the internal regulations and other agreements in the labor contract signed with such Company Executives.

6. Signing labor contract with the Company Executives

   The labor contract is made and entered by and between the Company and the Company Executives as prescribed by the law on labor. The person authorized to sign the labor contract is responsible for inspecting and assuring that the Company Executives have been appointed by the competent person and/or authorities.

7. Notice on appointment and removal of Company Executives

   Upon decision on appointment or dismissal, removal of Company Executives, the announcement shall be initiated by the Company as prescribed by the law on news disclosures in the stock market, posted in the Company's website, notified within the concerned enterprise, agencies and partners.

CHAPTER VI

OPERATION COORDINATION BETWEEN THE BOD AND CHIEF EXECUTIVE OFFICER

Article 35. Relationship principles between the BOD and CEO

1. The CEO is responsible for implementing the BOD's resolutions and decisions, having the highest decision-making rights for all daily operations of the Company, unless the issues under the authority of the General Meeting of Shareholders, the BOD, the Chairman of BOD or the Investment Committee.

2. The BOD shall not intervene in the daily management tasks covered by the CEO.

3. The CEO reserves the rights to give objection viewpoint to the decision approved by the General Meeting of Shareholders or the BOD while compulsorily implementing the decision approved by the General Meeting of Shareholders or the BOD.

Article 36. Decision beyond the CEO's authority

1. The CEO may decide the methods beyond his authority in case of Acts of Gods, enemies, fire, etc., for the purposes of minimizing the damages incurred by the Company, provided that the CEO must take the personal responsibilities for such decision.

2. The CEO must promptly report the Chairman of BOD and Head of Audit Committee after the decision is made as prescribed in Clause 1 of this Article.

Article 37. CEO's responsibilities for preparing agenda of the BOD Meeting

The CEO shall prepare the issues to be discussed and decided at the BOD Meeting or General Meeting of Shareholders within his management authorities or under the assignment of the Chairman of BOD.

Article 38. Assignment of duty to the Company employees

The BOD Member shall not directly give the duty assignment to the Company employees without approval of the CEO or the Division Director, Director of the Department, unless the employee is assigned to directly work with such Board Member.

Article 39. CEO's periodic report to the BOD

The CEO is responsible for sending the reports periodically and extraordinary on operation situation of Company as the BOD's request.

Article 40. Participation into meetings held by CEO

1. The BOD may assign representatives to participate into the Company**'**s internal meeting held by the CEO if necessary.

2. The CEO must actively invite the BOD to participate in important meetings related to the medium and long-term development plans, policies and orientation or to solve the Company**'**s big problems.

CHAPTER VII

ASSESSMENT FOR AWARD AND DISCIPLINARY OPERATION PERFORMANCE OF THE BOD MEMBER, CEO AND OTHER COMPANY EXECUTIVES

Article 41. Assessment on performance, award and discipline review for the BOD Member, CEO and other Company Executives

1. The annual review on management and control of each Board Member shall be conducted by the BOD in accordance with the assigned functions and missions.

2. The annual report on operation performance shall be prepared by the Company Executives and submitted to the competent person in-charge of appointment for review and evaluation.

3. The competent person in-charge of appointing the Company Executives shall review the award and discipline of the appointed person in accordance with the procedures specified in the laws on labor, the Charter, the internal regulations and other agreements in the labor contract signed with such Company Executives.

CHAPTER VIII

MISCELLANEOUS

Article 42. Application of Regulation to subsidiaries

The Company's subsidiaries under the Company's holding company- subsidiary system refers to the regulations in the subsidiary's charter and this Regulation to promulgate the regulation on internal governance in accordance with its actual conditions.

Article 43. Amendment and supplement

The amendment and supplement to this Regulation must be approved by the General Meeting of Shareholders in accordance with the legal regulations and actual conditions.

Article 44. Implementation provisions

This Regulation was approved by the General Meeting of Shareholders dated 22 May 2021. The Shareholders, the BOD, Company Executives and the concerned officers of the Company are responsible for fulfilling this Regulation.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN OF BOARD OF DIRECTORS

Nguyen Duy Hung