INTERNAL REGULATION ON CORPORATE GOVERNANCE

SSI SECURITIES CORPORATION

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INTERNAL REGULATION ON CORPORATE GOVERNANCE

(Issued in attachment with the Resolution No. 02/2018/NQ-ĐHĐCĐ dated 20th April 2018, Resolution of the Board of Director No. 11/2018/NQ-HDQT dated September 05, 2018, and Decision of the Chairman of the Board of Director No. 94/2018/QĐ-CTHDQT dated December 17, 2018)

CHAPTER I

GENERAL PROVISIONS

Article 1: Governing scope

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:

- Shareholders and fulfillment of shareholder rights;
- Sequences and procedures on convening and voting at General Meeting of Shareholders;
- Nomination, election, removal and dismissal of Board Member, SB Member;
- Operations of the Board of Directors; Sequences and procedures of Board's Meetings;
- Operations of the Supervisory Board;
- Establishment and operations of Board's subcommittees;
- Selection, appointment and removal of Enterprise Executives;
- Cooperation of operation between the Board, the Supervisory Board and CEO;
- Regulation on annual award and discipline review for the Board Member, SB Member, CEO and other Enterprise Executives;
- Selection, appointment and removal of the Company's Manager.

Article 2: Principle of implementation

Shareholders, Company, Enterprise Managers, Enterprise 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:

- Company or SSI: SSI Securities Corporation;
- Shareholders: Company's shareholders;
- Charter: Company's Charter;
- GMS: General Meeting of Shareholders;
- The Board: Board of Directors;
- Board Chairman: Chairman of Board of Directors;
- Board Member: Member of Board of Directors;
- BoI: Board of Investment as prescribed by the Charter;
- CEO: Chief Executive Officer;
- SB: Supervisory Board;

- SB Member: Supervisory Board Member;
- CA: Chief Accountant;
- Enterprise Executives: Refer to CEO, Deputy CEO, CA and other managers as prescribed in the Charter;
- Enterprise Managers: Refer to Board Chairman, Board 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;
- Company's Manager: refers to the person assigned with rights and obligations as prescribed in Articles 62 & 63 herein;
- Registered office: 72 Nguyen Hue, Ben Nghe Ward, District 1, Ho Chi Minh City;
- SSC: The State Securities Commission.
- VSD: The Vietnam Securities Depository;
- HOSE: The Hochiminh Stock Exchange;
- Law on Enterprises: The Law on Enterprises No. 68/2014/QH13 and its amendment and supplement (if any);
- Law on Securities: The Law on Securities No. 70/2006/QH11 and its amendment and supplement (if any);

CHAPTER II

SHAREHOLDERS AND FULFILLMENT 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 among Shareholders

1. Every Shareholder is subject to fair treatment, including Minor Shareholders and Foreign Shareholders. Shareholding of the foreign Shareholders is unrestricted, unless otherwise prescribed by the laws. 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 must not make use 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 17.2 of the Charter may exercise the rights to convene the General Meeting of Shareholders in accordance with following sequences:

- The written request on convening General Meeting of a Shareholders/group of Shareholders is prepared and submitted to the Board Chairman 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 Board of Directors, violation extents or decisions beyond its authority.

- The official written reply must be released to the Shareholders/group of Shareholders by the Board within seven (07) working days since date of receiving such request.
- Shareholders/groups of Shareholders are entitled to request the Supervisory Board to work with the Board Chairman if they disagree with the Board's decision.
- In the event that General Meeting of Shareholders is convened by the Supervisory Board or Shareholders/group of Shareholders as prescribed in Clauses 5 & 6, Article 136 of the Law on Enterprises, the Board Chairman and CEO are obligated to fulfill the necessary procedures to provide them the list of Shareholders eligible to join the meeting.
- 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 Article 17.2 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 Board Chairman via mail delivery or on hands at the registered office's Reception of the Company not later than three (03) working days before the meeting is opened. Such request must specify the details of Shareholders, number of shareholdings, ownership time, 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 before the expected opening date of the Meeting by the Board.
   - Shareholders/groups of Shareholders are entitled to request the Supervisory Board to work with the Board Chairman if they disagree with the Board's decision.
   - 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 the Board Chairman the necessary handouts to deliver to the participants for references and discussion and also prepare the draft resolution for this issue.
2. Shareholder/group of Shareholders uncovered by Article 17.2 of the Charter may also submit the request on agenda supplement to the Board of Directors in accordance with the aforesaid sequences. However, the Board may review and decide the supplement at its sole discretion in this case.

Article 8: Shareholder requests to provide information

1. Shareholder/group of Shareholders as stipulated in Article 17.2 of the Company's Charter may look up and copy information as prescribed by the laws or the Company's Charter, the following sequences shall be applied:
   - The written request is prepared and submitted to the Board Chairman via mail delivery or on hands at the registered office's Reception of the Company. Such request must be included with details of Shareholder, shareholding, ownership period, documents to be

reviewed, inspected, reproduced, copied, extracted as prescribed in this clause, signature of Shareholder or all Shareholders in the group.

- The Board Chairman shall consider and assign the Company's Manager 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.
- Shareholders/groups of Shareholders are entitled to request the Supervisory Board to work with the Board Chairman if they disagree with the Board Chairman's decision.

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 made to load the aforesaid documents to the Company's website and create favorable conditions for the Shareholder to easily access the information and documents.

Article 9: Shareholders request SB to inspect specific issue

1. Shareholders or group of Shareholders described in Article 17.2 of the Charter may request the Supervisory Board to inspect specific issues in accordance with following sequences:

- The written request is prepared and submitted to the Supervisory Board 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.
- The Head of Supervisory Board shall consider and release the written reply whether the inspection is initiated. If inspection is decided, the Head of Supervisory Board shall report the Board Chairman and CEO and conduct inspection within fifteen (15) working days since the request is received.
- Board Members, CEO and managers are obligated to provide information and create favorable conditions so that the Supervisory Board 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 Supervisory Board's report at the Annual General Meeting of Shareholders.

2. Shareholder/group of Shareholders uncovered by Article 17.2 of the Charter may also submit the petition, claim and denouncement on Company's organization and operation to the Board of Directors and Supervisory Board. The Board and Supervisory Board 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 Board, Supervisory Board and CEO

1. Shareholder who wishes to work directly with the Board, Supervisory Board and CEO to exchange, request, claim, denounce or otherwise is required to register with the Company's Manager. The Company's Manager is obligated to notify the Board Chairman, Head of Supervisory Board or CEO to arrange the proper working schedule. According to the working schedule and necessity of the required contents, the Board Chairman, Head of Supervisory Board or CEO decides to work with the Shareholder directly or assign the competent person to attend the working session. The Company's Manager must notify Shareholder about the working schedule and prepare the documents for the working session (if any).

2. The Company's Manager 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 Company's shareholders.

Article 11: Information disclosure to Shareholder

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 Board Chairman, CEO and person authorized for information disclosure; and
- Other official reports and documents released to the Shareholder or public.

The Shareholder and media are facilitated to receive the official information from the Company in a fast and accurate manner.

The Company's website, report and disclosures are prepared in Vietnamese and English.

CHAPTER III

SEQUENCES AND PROCEDURES ON CONVENING AND VOTING AT GENERAL MEETING OF SHAREHOLDERS

Article 12: List of shareholders eligible to participate into the meeting

Date of closing the list of shareholders eligible to participate into the Meeting must be notified at least twenty (20) working days before the final registration date. The notice must be posted on the Company's website. The list of shareholders eligible to participate into the meeting must be prepared not sooner than five (05) working days before the invitation to the General Meeting of Shareholders is delivered or other periods prescribed by the Charter. Sequences and procedures of closing the list are complied with VSD's regulations.

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

1. The notice of the General Meeting of Shareholders is complied with Article 25 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 may authorize other person to join the meeting as prescribed by the laws and the Charter. The Shareholder as individual may only authorize one (01) person to participate into the meeting.

Article 14: Encouragement to join the General Meeting of Shareholders

The Shareholders are encouraged and facilitated to join 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, remote voting, etc.

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

1. Voting results are sent to the Shareholders or delivered at the General Meeting of Shareholders.

2. Participants vote by marking the votes and putting it into the voting box located at the meeting room. The valid votes signed by the Shareholder 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. 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: Ways of objection and cancellation of the General Meeting of Shareholders' resolution

1. The Shareholder is entitled to object the resolution approved by the General Meeting of Shareholders by requesting the Secretary to record the objection into the meeting minutes if the Resolution is promptly announced at the meeting or the written notice is delivered to the Board if the resolution is announced after the meeting.

2. The Shareholders, Board Member, Supervisory Board and CEO are entitled to request the court or arbitration to consider and cancel the decision of the General Meeting of Shareholders as prescribed in Article 147 of the Law on Enterprises and Article 31 of the Charter. Any costs related to the procedures on canceling the Meeting's resolution shall be paid by the person who makes the request.

3. In any circumstances, the Shareholders must comply with the resolution approved by the General Meeting of Shareholders till the valid judgment of the court or arbitration on cancelling the meeting's resolution except for temporary relief is applied as decided by the authorities with jurisdiction.

Article 17: Proceedings at General Meeting of Shareholders

1. The Minutes of General Meeting of Shareholders are prepared by the Secretary at the meeting.

2. The minutes must be covered with the contents specified in Article 146 of the Law on Enterprises. The draft minutes must be read at the Meeting by the Secretary so that the Participants may check the contents before it is submitted to the Chairman for approval.

3. The minutes must be prepared in Vietnamese; the additional version of popular foreign languages is approved by the Chairman as necessary. In case of difference in contents between the Vietnamese minutes and the foreign language ones, the Vietnamese minutes shall prevail.

4. The copy of the minutes must be submitted to all Shareholders (including non-participants) within fifteen (15) working days since the meeting is closed or it is posted on the website.

Article 18: Public release of resolution contents

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. The resolution is also posted on the 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 for the General Meeting of Shareholders, foreign Shareholder shall be accompanied with his interpreter to attend the meeting, provided that, a prior notice must be delivered to the Chairman when meeting participation is registered to arrange the proper seating for the interpreter.

Article 20: General Meeting of Shareholders approves the decision by collecting absentee voting of shareholders

1. All issues under the authority of the General Meeting of Shareholders may be approved by collecting absentee voting of shareholders.

2. Annual General Meeting of Shareholders shall not be held by collecting absentee voting of shareholders.

3. Collecting absentee voting of shareholders is complied with Article 29 of the Charter and followings:

   - Preparation of list of shareholder to deliver the vote is complied with Article 12 herein.
   - Vote, draft decision of the General Meeting of Shareholders and its explanation are prepared by the Board of Directors. The vote enclosed with draft decision and

explanation is delivered to all Shareholders with voting rights not later than fifteen (15) working days. Before the deadline or otherwise specified in the Charter, the vote must be returned. The documents must be delivered by registered mail to the registered residence or contact address provided by the Shareholder, and posted on the Company's website.

- In the event that the vote is sent via email, a separate email shall be prepared to take the Shareholder's voting slips. This email is only accessed and tested at the date of vote checking.
- The voting slips submitted to the Company beyond the required period is considered to have (i) time that the Company signs to receive from the mail delivery service provider by mail delivery after the required period, or (ii) time recorded on the vote by the fax machine under fax transmission beyond the required time, or (iii) time recorded by email system under the form of email delivery beyond the required time.

4. The Board of Directors conducts vote checking/accounting and prepares the minutes within three (03) working days since the expiry date of receiving the vote.

CHAPTER IV

NOMINATION, ELECTION, REMOVAL AND DISMISSAL OF BOARD MEMBER

Article 21: Conditions of Board Member

1. Board Member is qualified with the criteria and conditions specified in Clauses 4, 6 & 7, Article 35 of the Charter. In the event that the Board Chairman holds the title of CEO concurrently, it must be approved at the Annual General Meeting of Shareholders.

2. The independent Board Member qualified with the criteria and conditions specified in Clauses 1 of this Article and other criteria and conditions as follows:

   - Not be employee who is working for the company or its subsidiaries; not be former employee who worked for the company or its subsidiaries in at least three (03) last consecutive years.
   - Not be person enjoyed the salary and remuneration from the company, except for the required allowances to be enjoyed by the Board Member;
   - Not be person whom spouse, natural parents, adopted child, natural child, adopted child, natural siblings, adopted brother and adopted sister of the Company's major shareholder; as the Enterprise Managers or its subsidiaries;
   - Not be person who directly or indirectly owns at least one percent (1%) of total voting share in the Company;
   - Not be person who has been the Company's Board Member and SB Member in at least five (05) last consecutive years.

   The independent Board Member shall notify the Board about the ineligibility for the conditions specified in Clause 2 of this Article and he is implicitly no longer an independent member of Board since date of ineligibility. Notice must be delivered by the Board in the case that the independent Board Member is no longer qualified with the conditions at the latest General Meeting of Shareholders or General Meeting of Shareholders must be convened to addition or replace such Board Member.

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

3. Number of Board Members residing in Vietnam must have at least one and a half (1/2) of total Board Members. In case the candidates elected to the Board are not ensured with the requirements on number of residence members in Vietnam, the Board shall further nominate another candidate or elect under other mechanism as prescribed in Clauses 1 & 2, Article 35 of the Charter.

In case that the number of residing members in Vietnam is not satisfied for the Board nomination under the manner specified in Article 23 herein, non-residing candidates in Vietnam who become the Board Member having the lowest number of votes from bottom to top shall be replaced by those who have the highest vote number among the unsuccessful candidates.

Article 22: Manner of nominating, electing and introducing candidates to the Standing Board Member

1. Nomination and/or self-election to position of Board Member may be made by the Shareholder/group of Shareholders as prescribed in Clauses 1 &2, Article 35 of the Charter.

2. In the event that the number of nominated candidates is still insufficient for the quorum, the concurrent Board of Directors may further appoint a candidate or conduct the election through another mechanism approved by the General Meeting of Shareholders. The Board's introduction of additional candidate must be specified before election is made by the General Meeting of Shareholders as prescribed by the laws.

3. The candidates must be supported by written commitment on honesty, accuracy and appropriateness of personal information to be announced and committed to fulfill the assigned tasks in the honest, loyal and due diligence manner for the highest benefits of the Company if they are elected as the Board Member.

Article 23: Manner of electing and determining the results

1. Election (including additional election) and determination of successful nomination as Board Member must be complied with the vote accumulation method as prescribed in Clause 3, Article 144 of the Law on Enterprises and Article 21.3 herein.

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

3. The ballot paper is delivered at the General Meeting of Shareholders. Each vote is provided with name of candidate to the Board and Supervisory Board, 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.

4. 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;
   - Others as prescribed by the laws or decided by the General Meeting of Shareholders.

Article 24: Removal and dismissal of Board Member

1. Board Member is removed and dismissed in the circumstances specified in Article 38 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 21 herein.

2. The Board must organize the meeting and decide the removal and dismissal of Board Member in case the Board Member is no longer considered as Board Member as prescribed in Clause 1 of this Article, except for the case that the Board Member is removed as resolved by the General Meeting of Shareholders and the Board Member term of office is expired. The General Meeting of Shareholders must be reported about such removal and dismissal and the additional election must be supplemented as prescribed by the laws and the Charter.

Article 25: Notice on election, removal and dismissal of Board Member

1. 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 Board 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).
2. Notice on Board Member election shall be simultaneously notified with candidate information or meeting invitation or otherwise in accordance with the legal regulations.
3. 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.

CHAPTER V

NOMINATION, ELECTION, REMOVAL AND DISMISSAL OF SB MEMBER

Article 26: Conditions of SB Member

1. SB Member must be qualified with the criteria and conditions specified in Article 54 of the Charter and further satisfied with following criteria and conditions:
   - Not work in the Company's finance and accounting department;
   - Not be member or employee of the independent auditor who audits the Company's financial statements in three (03) last consecutive years.
2. The head of the Supervisory Board prescribed in Clause 1 of this Article must be accountant or professional auditor and involving in professional task in the Company.
3. When the legal regulations have changes in criteria and conditions of SB Member and Head of the Supervisory Board are different from those herein, the legal regulations shall prevail.
4. The Supervisory Board must have more than 1/2 number of members residing in Vietnam. In case the candidates elected to the Supervisory Board are not ensured with the requirements on number of residence members in Vietnam, the Supervisory Board shall further nominate another candidate or elect under other mechanism as prescribed in Article 51.4 of the Charter.

Article 27: Manner of nominating and electing candidates as SB Member

1. Nomination and/or self-election to position of SB Member may be made by the Shareholder/group of Shareholders as prescribed in Article 51.4 of the Charter.
2. In the event that the number of nominated candidates is still insufficient for the quorum, the concurrent Supervisory Board may further appoint a candidate or conduct the election through another mechanism approved by the General Meeting of Shareholders. The Supervisory Board's introduction of additional candidate must be specified before election is made by the General Meeting of Shareholders as prescribed by the laws.
3. The candidates must be supported by written commitment on honesty, accuracy and appropriateness of personal information to be announced and committed to fulfill the assigned tasks in the honest, loyal and due diligence manner for the highest benefits of the Company if they are elected as the SB Member.

Article 28: Manner of electing and determining the results

Election and determination of results to be SB Member are similar to the regulations in Article 23.1 herein.

Article 29: Removal and dismissal of SB Member

1. SB Member is removed and dismissed in the circumstances as prescribed in Article 55 of the Charter and not satisfied with the conditions under Article 26 herein.

2. In the event that the Head of the Supervisory Board is no longer eligible as mentioned above, the remaining members shall assign another Member to act as the Head of Supervisory Board till sufficient number of SB Member is reached as prescribed.

Article 30: Notice on election, removal and dismissal of SB Member

Notice on candidate information, election, removal and dismissal of SB Member is similar to those specified in Article 25 herein.

CHAPTER VI

BOARD OF DIRECTORS

Article 31: Board Meeting

1. The Board meeting is held at least once per quarter or unexpectedly as necessary at the request of one of some subjects hereunder:
   - Board Chairman;
   - Independent Board Member;
   - Two (02) Board Members;
   - CEO;
   - Five (05) managers;
   - Majority of SB Members;
   - Independent auditor requests the Board to discuss about the auditor's report and Company's performance.
2. In the event that the first regular Board Meeting is convened but 3/4 of total members above is not sufficient as prescribed, the second Board Meeting shall be convened within next seven (07) days since the expected date of the first meeting and the second meeting shall be carried out if over 1/2 Board Member participates into the meeting. If the quorum is not available after two Board Meetings, the third meeting shall be convened in next seven (07) days since the expected date of the second meeting and it is held regardless of quorum.
3. As necessary, the Board Chairman may invite other individuals to join the Board Meeting. The invitees may deliver viewpoints as required by the Chairman, rather than voting.
4. The person who convenes the Board Meeting is responsible for directing the Company's Manager to prepare the meeting materials and deliver it to each Board Member and invitees (if any) at least five (05) days before the meeting date, unless all Board Members have no viewpoint to request re-meeting because of undue delivery of meeting materials.

Article 32: Convene the extraordinary Board Meeting

1. The competent person may request to convene the extraordinary Board Meeting as prescribed in Article 31.1 herein and it must be made in writing to submit to the Board Chairman. Its contents must specify the request on meeting convention, issues to be discussed and materials related to such issues.
2. If the Board Chairman fail to convene the meeting within seven (07) 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.
3. The sequences and procedures on meeting and approving the Board decisions are applied in accordance with the Charter and this Regulation.

Article 33: Authorization to join the Board Meeting

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

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

Article 34: Manner of voting and approving the Board's decisions

1. The Board's voting is complied with Clauses 12, 14 & 15, Article 37 of the Charter.

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

3. Contents and conclusions of the Board Meeting must be recorded into the minutes.

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

Article 35: Operation and assignment regulations between Board Members

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

2. The Board Members are assigned to undertake the works of the Board. The Board 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 Board Members exercise the rights and obligations as prescribed by the laws and the Charter; undertake the fields and works as assigned by the Board and take personal responsibility for the assigned tasks.

Article 36: Monthly report of the Board

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

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

Article 37: Working conditions of the Board

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 Board. All mails and documents of the Board must be delivered to the Board Chairman or his authorized person, unless the letter or envelope is directly sent to a Board Member.

3. Within the assigned task, the Board members may request the CEO, deputy director 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 Board's operation.

Article 38: Relation between the Board and Supervisory Board

1. The Board is put under the control of the Supervisory Board as prescribed by the Charter and required to create favorable conditions for the Supervisory Board to fulfill the assigned tasks.

Article 39: Reporting responsibility to the Supervisory Board

1. The Board or Board Member is responsible for providing documents and explanation to the Supervisory Board for the issues required by the Supervisory Board.

2. The Company's Manager is obligated to copy and submit the Board's decisions to the Head of the Supervisory Board so that the Supervisory Board may successfully fulfill his tasks.

Article 40: Supervisory Board's participation into the Board Meeting

1. The Board Chairman is responsible for inviting the representatives of the Supervisory Board to participate and deliver the speech in the Board's important meetings.

2. The Head of Supervisory Board or his authorized SB Member may participate into the Board Meetings after the Board Chairman is notified about his participation.

Article 41: Establishment and operations of Board's subcommittees

1. The assisting committees may be established to support for the Board's operation, including HR committee, salary and bonus committee and otherwise. Establishment of the committees must be approved by the 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 Board.

3. Committee members may include one (01) or more Board members and one (01) or more external members as decided by the Board. 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 Board to fulfill the HR, salary and bonus activities. During the assigned authorities are fulfilled, the committees must comply with the regulations approved by the Board. 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:

   - Number of external members must be less than 1/2 of total committee members; and
   - 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 Board'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 Board Members may have errors.

CHAPTER VII

SUPERVISORY BOARD

Article 42: Rights and obligations of Supervisory Board

1. Rights and obligations of Supervisory Board are described as follows:

   - To fulfill the rights and obligations as prescribed in Article 165 of the Law on Enterprises and Article 52 of the Charter;
   - Rights to convene Extraordinary General Meeting of Shareholders as prescribed in Article 22 of the Charter and Article 6 herein; and
   - Rights to convene Extraordinary Board Meeting as prescribed in Article 37 of the Charter and Article 32 herein.

2. Moreover, the Supervisory Board also has rights and obligations as follows:

   - To report the General Meeting of Shareholders any unusual financial events which may adversely affect the Company's benefits; accuracy, honesty and legality of recording and maintaining the accounting books and documents, preparing the accounting books and financial statements; other reports of the Company; Advantages and disadvantages in financial management of the Board and the CEO.
   - To take responsibility for accuracy of the Supervisory Board's report figures; not to provide any Company information labeled as confidential information.
   - To ensure the integrity and accuracy of all documents, books, vouchers and reports submitted to the Supervisory Board.
   - To regularly report the Board about the Supervisory Board's operation performance; consult the Board before the reports, conclusions and recommendations are submitted to the General Meeting of Shareholders.

- In case the financial violations made by the titles elected or removed by the General Meeting of Shareholders or the Board are found, the Supervisory Board may request the competent person to make disciplinary decisions, dismissal, removal and termination of labor contract for the violators.

Article 43: Head of Supervisory Board

1. The Head of Supervisory Board is responsible for assigning other members to undertake each control task and taking accountability to the General Meeting of Shareholders for all supervisory reports.

2. All meetings of the Supervisory Board shall be convened and presided by the Head of Supervisory Board. In case of absence with proper reasons, the Head of Supervisory Board may authorize a SB Member to preside. The meeting is considered to be valid when at least 2/3 number of participatory members is available.

3. The Head of Supervisory Board acts on behalf of the Supervisory Board to report the results of fulfilling the tasks in the General Meeting of Shareholders.

4. The Head of Supervisory Board shall represent the Supervisory Board to join the Board meetings, deliver the viewpoint and raise question and recommendations without voting right. If it is impossible to participate into the Board meetings, another SB Member shall be authorized to join by the Head of Supervisory Board.

Article 44: Rights and obligations of SB Member

In addition to the rights and obligations specified in Article 42 herein, SB Member has rights and obligations as follows:

- To fulfill the tasks as assigned by the Head of Supervisory Board; and
- To take responsibility for his viewpoint for the assigned tasks.

Article 45: Operations of the Supervisory Board

1. Periodic working mechanism

   - Semi-annual meeting of the Supervisory Board shall be held to check the control, review the financial statements and unify the next working schedule.
   - At least two (02) weeks before the Annual General Meeting of Shareholders is held, the Supervisory Board must be held for a meeting and summarized its concerned issues to report at the General Meeting of Shareholders.

2. Unexpected working mechanism

   If it is necessary to keep confidential for the inspection and avoid the reluctant attitude of the inspected subjects, the unexpected checking shall be conducted by the Supervisory Board, provided that it must not affect the routine operation of the inspected division, not interrupting the Company's daily operation management.

3. Reporting regime

   In each periodic or unexpected inspection, the Supervisory Board must have working minutes and announce it to the SB Members to know the inspection contents before submitting to the Board and General Meeting of Shareholders. The minutes must be signed by all inspection members.

4. Method of conflict settlement between the SB Members.

   If the SB Members' viewpoints are inconsistent for the same issue during periodic or unexpected inspection, the members shall have the rights to reserve it and put it into the inspection minutes and report the General Meeting of Shareholders for final settlement.

Article 46: Sanctions to SB Member's violations

1. If the SB Member violates the obligations of the Supervisory Board as prescribed in the Law on Enterprises and the Charter, resulting in damages incurred by the company or other person, the SB Member must be personally or jointly responsible for compensating such damages.

2. In the event that the SB Member is found to commit violation in fulfilling the assigned rights and obligations, a written notice shall be delivered to the Supervisory Board by the Board; the violator is required to terminate the violation and take the remedies.

Article 47: Working conditions and expenses of the SB

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

2. The Company's Manager is responsible for supporting and providing documents to the Supervisory Board.

3. The operating costs of the Supervisory Board to serve for the tasks shall be included into the Company's operating cost under the documents and invoices in accordance with the financial and accounting regime as prescribed by the laws and the Company.

CHAPTER VIII

ENTERPRISE EXECUTIVES

Article 48: Criteria of the Enterprise Executives

The Enterprise Executives must be qualified with the criteria and conditions as prescribed by the laws and the Charter, concretely:

1. Criteria and conditions of the CEO:
   - 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 three (03) years and have management and operation experience for at least three (03) years;
   - Having certificate of financial analysis practice or certificate of fund management practice;
   - Not be fined by the State Securities Commission as prescribed by the Law on Securities and stock market within two (02) last years;
   - Not be concurrently Member of the Board and Member Council for other securities companies;
   - Not concurrently working for the securities company, fund management company or other enterprises.
2. Criteria and conditions of the Deputy CEO:
   - 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 and have management and operation experience for 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 two (02) last years;
   - Not concurrently working for other securities companies, fund management companies or other enterprises.
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 Enterprise Executives are proposed by CEO based on each undertaken professional position and qualified with the conditions as prescribed by the laws.

Article 49: Appointment and removal of Enterprise Executives

2. Selection and appointment of the Enterprise 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 Board as proposed by the Board Chairman. Other Board Members may elect the candidates for the position of CEO. In case of many candidates, the Board may consider, interview and fulfill other tasks to select the appointed person. The documents on proposing the Board 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).

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

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

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

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

5. The competent person in-charge of appointing the Enterprise 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 Enterprise Executives.

Article 50: Signing labor contract with the Enterprise Executives

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

Article 51: Notice on appointment and removal of Enterprise Executives

Upon decision on appointment or dismissal, removal of Enterprise 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 IX

OPERATION COORDINATION BETWEEN THE BOARD, SUPERVISORY BOARD AND CHIEF EXECUTIVE OFFICER

Article 52: Coordination of operation and provision of documents among the Supervisory Board, the Board and CEO

1. The Supervisory Board must prepare the periodic inspection schedule and plan and notify the Board and CEO for acknowledgment before implementation, except for the case the unexpected inspection is required.

2. The Supervisory Board receives the documents similarly to those of the Board as prescribed in Article 166 of the Law on Enterprises.

3. The Company's transactions with the related persons specified in Article 162 of the Law on Enterprises must be notified to the Supervisory Board at least three (03) working days before implementation, unless the transactions have been approved by the General Meeting of Shareholders.

4. The Supervisory Board and CEO request to organize the Board meeting as prescribed in Articles 31 and 32 herein. The Supervisory Board and the CEO may attend the Board Meeting upon the approval of the Board Chairman; their viewpoint can be delivered without voting rights.

5. The Supervisory Board is obligated to regularly report the Board about the Supervisory Board's operation performance; consult with the Board before the reports, conclusions and recommendations are submitted to the General Meeting of Shareholders.

Article 53: Relation principles between the Board and CEO

1. The CEO is responsible for implementing the Board'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 Board, the Board Chairman or the Investment Committee.

2. The Board 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 Board while compulsorily implementing the decision approved by the General Meeting of Shareholders or the Board.

Article 54: 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 Board Chairman and Head of Supervisory Board after the decision is made as prescribed in Clause 1 of this Article.

Article 55: CEO's responsibilities for preparing agenda of the Board Meeting

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

Article 56: Assignment of duty to the Company employees

6. The Board 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 57: CEO's periodic report to the Board and Supervisory Board

7. The CEO's periodic report on the Company's performance is submitted to the Board and Supervisory Board as per request of the Board and/or Supervisory Board.

Article 58: Participation into meetings held by CEO

8. The Board may assign representatives to participate into the Company's internal meeting held by the CEO if necessary.

9. The CEO must actively invite the Board 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 X

ASSESSMENT FOR AWARD AND DISCIPLINARY OPERATION PERFORMANCE OF THE BOARD MEMBER, SB MEMBER, CEO AND OTHER ENTERPRISE EXECUTIVES

Article 59: Assessment on performance, award and discipline review for the Board Member, SB Member, CEO and other Enterprise Executives

1. The annual review on management and control of each Board Member and SB Member shall be conducted by the Board and the SB in accordance with the assigned functions and missions.
2. The annual report on operation performance shall be prepared by the Enterprise Executives and submitted to the competent person in-charge of appointment for review and evaluation.
3. The competent person in-charge of appointing the Enterprise 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 Enterprise Executives.

CHAPTER XI

COMPANY'S MANAGER

Article 60: Conditions of the Company's Manager

1. The Company's Manager must have high sense of legal proficiency, not concurrently work for the independent auditing company who is auditing the Company's financial statements, and satisfy other criteria as prescribed by the laws, the Charter and the Board's decisions.

2. The Company's Manager may concurrently act as the Secretary as prescribed in Clause 5, Article 152 of the Law on Enterprises and Article 46 of the Charter.

Article 61: Appointment and removal of the Company's Manager

1. The Board Chairman shall appoint at least one (01) person to cover the tasks of the Company's Manager and decide the related removal.

2. The Company's Manager is removed in cases:
   - Submit the letter of resignation or terminate labor contract with the company;
   - Ineligible for the criteria as prescribed in Article 60.1 herein;
   - Others as decided by the Board Chairman.

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

Article 62: Rights and obligations of the Company's Manager

1. To advise the Board to organize the General Meeting of Shareholders as prescribed and related works between the Company and the Shareholders;

2. To prepare, advise the procedures and attend the meetings of the Board, Supervisory Board and General Meeting of Shareholders as per request of the Board or Supervisory Board;

3. To advise the procedures and prepare the resolutions of the General Meeting of Shareholders and the Board as prescribed by the laws;

4. To provide the financial information, copies of the Board meeting minutes and otherwise to the Board Member and SB Member;

5. To monitor and report the Board regarding the Company's news disclosures;

6. To keep information confidential as prescribed by the laws and the Charter;

7. Other rights and obligations as prescribed by the law and the Charter.

Article 63: Obligations of the Company's Manager regarding the Board operation

10. Regarding the Board operations, the Company's Manager shall be obliged to:

1. To provide information to Board Member; Prepare the meeting agenda, documents and materials to the Board Member to serve for the meetings or consult the Board Members in writing;

2. To record the minutes and contents of the meetings, work and negotiate with the Board, Board Chairman and Board Members;

3. To prepare the documents and Resolutions of the Board and Board Chairman; Support the Board and Board Chairman to launch, supervise, summarize and report the results of fulfilling the resolutions and decisions of the General Meeting of Shareholders, the Board and Board Chairman;

4. To summarize to submit the Board and the Board Chairman the proposals, documents and documents to be submitted to the Board;

5. To provide and notify the concerned subjects about the resolutions and documents of the General Meeting of Shareholders, the Board and Board Chairman as prescribed by the Charter;

6. To directly work with the officers and employees of the Company and other agencies or units to handle the works within the assigned rights and obligations; take personal responsibilities to the Board and the Board Chairman for the assigned tasks; and

7. Other rights and obligations assigned by the Board and Board Chairman.

CHAPTER XII

MISCELLANEOUS

Article 64: Application of Regulation to subsidiaries

11. 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 65: Amendment and supplement

12. 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 66: Implementation provisions

13. This Regulation was approved by the General Meeting of Shareholders dated April 20, 2018, and was amended under the amended License No. 104/GPDC-UBCK dated December 17, 2018 of the State Securities Commission. The Shareholders, the Board, Supervisory Board, Enterprise Executives and the concerned officers of the Company are responsible for fulfilling this Regulation.

P/P GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN OF BOARD OF DIRECTORS

Nguyen Duy Hung