# INTERNAL REGULATION ON CORPORATE GOVERNANCE

# SSI SECURITIES CORPORATION

**June 27, 2020**

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**INTERNAL REGULATION ON CORPORATE GOVERNANCE**

As amended and supplemented under the Resolution No. 01/2020/NQ-ĐHĐCĐ dated 27th June 2020

## 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:

1. Shareholders and fulfillment of shareholder rights;
2. Sequences and procedures on convening and voting at General Meeting of Shareholders;
3. Nomination, election, removal and dismissal of Board Member;
4. Operations of the Board of Directors; Sequences and procedures of Board's Meetings;
5. Establishment and operations of Board's subcommittees;
6. Selection, appointment and removal of Company Executives;
7. Cooperation of operation between the Board, CEO;
8. Regulation on annual award and discipline review for the Board Members, CEO and other Company Executives;
9. Selection, appointment and removal of the Company's CG Manager.

### 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. GMS: General Meeting of Shareholders;
5. The Board: Board of Directors;
6. Board Chairman: Chairman of Board of Directors;
7. BOI: Board of Investment as prescribed by the Charter;
8. CEO: Chief Executive Officer;
9. SB: Supervisory Board;
10. SB Member: Supervisory Board Member;
11. CA: Chief Accountant;
12. Company Executives: Refer to CEO, Deputy CEO, CA and other managers as appointed by the Board of Directors upon submission of CEO prescribed in the Charter;

13. Company 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;

14. Company's CG Manager: refers to the person assigned with rights and obligations as prescribed in Articles 62 & 63 herein;

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

16. SSC: The State Securities Commission

17. AC: Audit Committee;

18. Member;

19. VSD: The Vietnam Securities Depository;

20. HOSE: The Hochiminh Stock Exchange;

21. Law on Enterprises: The Law on Enterprises No. 68/2014/QH13 and its amendment and supplement (if any);

22. Law on Securities: The Law on Securities No. 70/2006/QH11 and its amendment and supplement (if any);

23. Decree 05: Decree No. 05/2019/NĐ-CP dated January 22, 2019 of the Government on internal audit and guiding documents.

## 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 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:

1. 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.

2. 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.

3. In the event that General Meeting of Shareholders is convened by Shareholders/group of Shareholders as prescribed in Clauses 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.

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 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.
   - 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 CG 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.

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 requesting AC to inspect specific issue in Article 17.2 of the Company Charter**

1. Shareholders or group of Shareholders described in Article 17.2 of the Charter may request the AC 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.
   - The Head of AC shall consider and release the written reply whether the inspection is initiated. If inspection is decided, the Head of AC shall report the Board Chairman, CEO, and other Company Executives and conduct inspection within fifteen (15) working days since the request is received.
   - Board Members, CEO and Company managers are obligated to provide information and create favorable conditions so that the AC 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 AC's report to the Board of Directors 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. The 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, Audit Committee and CEO**

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

Record date for the list of shareholders eligible to participate into the AGM must be notified at least twenty (20) days before the final registration date or other period as required by laws and regulations and/or state competent authority. 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 for making List of Shareholders 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 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 **online** Internet-based meeting, e-voting, remote voting, or other modes. The Board 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 results 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 Board 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 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. Charter.

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 Company 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.

   All documents and transactions of the Company signed by independent members of the Board of Directors must bear the text "Thành viên độc lập" ("Independent member") before the full name of the corresponding Members of the Board of Directors.

   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. Ballot papers are 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 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 or unable to be certified as approved/regulated by the Board ;
   - 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

## BOARD OF DIRECTORS

**Article 26: 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;
   - One (1) independent Board Member;
   - Two (02) Board Members;
   - CEO;
   - Five (05) Company Executive;
   - 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 CG 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 27: Convene the extraordinary Board Meeting**

1. The competent person may request to convene the extraordinary Board Meeting as prescribed in Article 26.1 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 28: 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 29: Manner of voting and approving the Board's decisions**

1. The Board's voting is complied with Clauses 11, 13 & 14, 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 CEO within three (03) days since the decision is approved by the Board.

**Article 30: 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 31: Monthly report of the Board**

1. Not later than 10$^{th}$ day every month, the Board Chairman or Board Member is assigned to direct the Company's CG 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 32: 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 CEO and Company Managers, Company Executives 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 33: Establishment and operations of Board's subcommittees**

1. The Board is entitled to establish committees to support for the Board'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 Board is allowed to proactively decide to set up any committee under the Board in accordance

with the laws and regulations and conformity with the corporate governance orientation and will report to the first subsequent 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 VI

## ESTABLISHMENT AND OPERATION OF AUDIT COMMITTEE

### Article 34: Criteria of Audit Committee member

Members of AC must satisfy with criteria and requirements as provided in Clause 2 Article 40 of the Company Charter

### Article 35. Organization structure of AC

1. AC has at least two (2) members.

2. Head of AC must be the independent Board member as appointed by the Board Chairman. The Board Chairman will appoint other members of AC upon submission of the Head of AC.

### Article 36. Rights and responsibilities of AC and AC members

1. Rights and responsibilities of AC

   - To perform all responsibilities and duties as regulated in Decree 05 applicable to listed companies, and Clause 1 Article 40 of Charter;
   - To draft Regulation on Operation, Regulation on Internal Audit submitted to the Board's approval;
   - To issue Procedures for Internal Audit based on laws, regulations, Charter, Regulation on Internal Audit as approved by the Board and this Regulation;
   - To oversee sectors and duties as assigned by the Board and bear individual responsibilities for the assigned duties;
   - To comply with ethic principles.

2. Limits in audit performance

   - AC members are not allowed to conduct audit on regulations, internal policies, procedures and processes that the AC member is key personnel to build these regulations, internal policies, procedures and processes
   - AC members do not have rights and interest conflicts with the audited units and departments; are not allowed conduct audit to units and departments that their managers are related persons with the AC member.

- AC members are not allowed to conduct audit on activities and units/departments that the AC member had been in-charge or managed within previous 3 years.

**Article 37. Meetings of AC**

1. AC meetings are periodic or extra-ordinary by onsite voting, absentee voting, or otherwise stipulated in Regulation on Operation of AC.
2. Periodic meeting must be conducted at least one (1) meeting per quarter and before the periodic meeting of the Board. 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) AC members;
   - CEO;
   - Otherwise as stipulated by the Board
3. Head of AC 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.
4. AC meeting is duly organized when 2/3 (two-third) AC members have participated. Head of AC 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 AC, but have no voting rights.
5. AC decisions are on majority vote principle, each AC member has one (1) vote. The Head of AC will have the casting vote in case of equality of votes.
6. An AC member is not allowed to vote on the issue related to the sector that the member is in charge.
7. Head of AC will report the Board Chairman on key contents as soon as end of the AC meeting, and make audit report to the Board in the first subsequent period meeting of the Board or otherwise as requested by the Board

## CHAPTER VII

## COMPANY EXECUTIVES

**Article 38: Criteria of the Company Executives**

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

**Article 39: 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 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).

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 Company 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 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.

**Article 40: 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.

**Article 41: 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 VIII

## OPERATION COORDINATION BETWEEN THE BOARD AND CHIEF EXECUTIVE OFFICER

**Article 42: 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 43: 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 Audit Committee after the decision is made as prescribed in Clause 1 of this Article.

**Article 44: CEO's responsibilities for preparing agenda of the Board Meeting**

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 45: Assignment of duty to the Company employees**

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 46: CEO's periodic report to the Board**

The CEO's periodic and extra-ordinary report on the Company's performance is submitted to the Board as per the Board's request.

**Article 47: Participation into meetings held by CEO**

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

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

**Article 48: Assessment on performance, award and discipline review for the Board Member, CEO and other Company Executives**

1. The annual review on management and control of each Board 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 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 X

## COMPANY'S CG MANAGER

**Article 49: Conditions of the Company's CG Manager**

1. The Company's CG 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 CG Manager may concurrently act as the Secretary as prescribed in Clause 5, Article 152 of the Law on Enterprises and Article 47 of the Charter.

**Article 50: Appointment and removal of the Company's CG Manager**

1. The Board Chairman shall appoint at least one (01) person to cover the tasks of the Company's CG Manager and decide the related removal.
2. The Company's CG 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 49.1 herein;
   - Others as decided by the Board Chairman.
3. Appointment and removal of the Company's CG Manager shall be notified within the Company and notified to the Company's Shareholder as necessary.

**Article 51: Rights and obligations of the Company's CG 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 and General Meeting of Shareholders as per request of the 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;
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 52: Obligations of the Company's CG Manager regarding the Board operation**

Regarding the Board operations, the Company's CG 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 XI

## MISCELLANEOUS

**Article 53: 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 54: 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 55: Implementation provisions**

This Regulation was approved by the General Meeting of Shareholders dated June 27, 2020. The Shareholders, the Board, Company Managers, Company 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**

(*Signed and Sealed)*

**Nguyen Duy Hung**