



INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Gia Lai, 17 September 2021

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REGULATIONS ON CORPORATE GOVERNANCE

HOANG ANH GIA LAI JOINT STOCK COMPANY

(Re: issued together with Resolution No. 1709/21 NQHDQT-HAGL dated 17 September 2021 by the BOD pursuant to Resolution 1609/21/NQĐHĐCĐ – HAGL by the General Meeting of Shareholders Regulation on amending and complementing the Internal Regulations on Corporate Governance)

CHAPTER I. GENERAL RULES

Article 1: Governing scope

1. Regulations on corporate governance are made applicable to Hoang Anh Gia Lai Joint Stock Company (hereinafter referred to as "Company"). The Regulation are established in accordance with:
 - a. Enterprise Law on 59/2020/QH14 dated 17 June 2020;
 - b. Securities Law No. 54/2019 dated 26 November 2019;
 - c. Decree No. 155/2020/NĐ-CP dated 31/12/2020 detailing the implementation of a number of articles of Securities law;
 - d. Decree 71/2017/ND-CP providing guidelines on corporate governance of public companies
 - e. Circular No. 116/2020/TT-BTC dated 31/12/2020 guiding a number of articles of Decree No. 155/2020/NĐ-CP dated 31/12/2020 detailing the implementation of a number of articles of Securities law;
 - f. Charter of Hoang Anh Gia Lai Joint Stock Company.
2. This Regulation stipulates the basic principles on corporate governance to protect the legitimate rights and interest of shareholders, establish standards of behavior, professional ethics of the members of The BOD, the Board of Management, the Board of Supervision and other managers of the Company.
3. The Regulations amend the following major issues:
 - a. Sequence, procedures for convening and voting at GMS;
 - b. Nomination, candidacy, election, removing, dismissing BOD members;
 - c. Sequence, procedures for holding BOD meetings;
 - d. Nomination, candidacy, election, removing, dismissing BOS members;
 - e. Selection, appointment, dismissal of managing executive;
 - f. Coordination between BOD, BOS, and CEO;
 - g. Regulation on annual assessment of rewards and discipline applicable to BOD, BOS, CEO and other managing executives
 - h. Selection, appointment, dismissal of Governance officer;
 - i. Regulation on reporting and information disclosure;
 - j. Other issues

Article 2: Interpretation of terms:

1. The following terms are construed as follows:
 - a. "**Company**" is Hoang Anh Gia Lai Joint Stock Company;
 - b. "**Charter**" describes the organization and activities of Hoang Anh Gia Lai Joint Stock Company passed by GMS from time to time;
 - c. "**GMS**" means the General meeting of Shareholders;

- d. “**BOD**” means the BOD of the Company;
 - e. “**BOS**” means the Board of supervision of the Company;
 - f. “**Enterprises Law**” mean Enterprises Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020;
 - g. “**Securities Law**” means Securities law No. **54/2019/QH14 dated 26/11/2019**;
2. In the Regulations, the terms below are interpreted as follows.
- a. “Corporate governance” is a system of rules including: ensuring proper organizational structure; ensuring the effective operation of the BOD and BOS; ensuring the interests for shareholders and related persons; ensuring that all shareholders are treated fairly; making the information about the entire company’s operations publicly available
 - b. “**Public company**” is a joint stock company defined in **clause 1 Article 32** Securities law;
 - c. “**Major shareholders**” is defined in **clause 18 Article 4** Securities law;
 - d. “**Enterprise managers**” is defined in **clause 24 Article 4** Enterprise law;
 - e. “**Enterprise executives**” include general director, deputy director or deputy general director, chief accountant, and other executives specified in the company’s charter
 - f. “**BOD non-executive member**” (herein after called non-executive member) is BOD member other than general director, deputy general director, chief accountant, and other executives specified in the company’s charter
 - g. “**BOD Independent member**” (herein after called independent member) is specified in **clause 2 Article 155** of Enterprise law;
 - h. “**Governance officer**” means the person who has the rights and obligations specified in **Article 281 of Decree No. 155/2020/NĐ-CP**;
 - i. “**Related persons**” are individuals and organizations specified in clause 23 Article 4 of Enterprise law, **clause 46 Article 4 of Securities law**;
 - j. “**Offline meeting**” is a form of holding a meeting of the General Meeting of Shareholders convened at a venue, shareholders or authorized representatives of shareholders attend, discuss and vote directly at the meeting venue;
 - k. “**Online meeting**” is a form of holding General Meeting of Shareholders using electronic means and through the internet environment or another form that allows shareholders at different places to attend and discuss and vote by electronic voting or other form as designated by the Company. The venue where the chairperson attends is the main venue of the meeting;
 - l. “**Electronic voting**” means a shareholder or a shareholder's authorized representative voting through the Company's or a third party’s electronic voting system designated by the Company.
3. In the Regulations, any reference to one or some terms or legal documents will include amendments, supplements or a replacement for such documents

CHAPTER II

SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT GMS SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 3: Notification of finalizing the list of shareholders entitled to attend the GMS

The authority to convene and notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders shall comply with the provisions of Company's Charter and the securities law applicable to listed organizations. The public company shall publish the information about the list of shareholders entitled to participate in the GMS at least 20 days before the deadline for registration

Article 4: Notification of convening GMS

1. Notification of convening GMS shall be sent all the shareholders by recorded delivery and at the same time shall be published on the portals of the Company, the State Securities Commission and the Stock Exchange
2. The person convening GMS shall send notice to all shareholders in Shareholder's list entitled to attend the meeting at least ten (10) days prior to the opening date of the GMS (from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox).
3. The agenda of the General Meeting of Shareholders, any documents related to the issues to be voted at the General Meeting will be dispatched to the shareholders or/and posted on the website of the Company. In case the document is not attached to the notice of General Meeting of Shareholders, then the invitation letter must specify the address of website so that shareholders can access, including:
 - a. Agenda, documents used during the meeting;
 - b. List of and detailed information about candidates in case of electing BOD members, BOS members;
 - c. Voting cards
 - d. Power of attorney form
 - e. Draft resolution on each of the issues in the agenda
4. A shareholder or group of shareholders referred to in article 11.3 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (3) working days before the opening day of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, their residential addresses, nationalities, number of their people's identity card, citizen's card, passport or other valid personal identification document in the case of individuals; and names, enterprise code numbers or establishment decisions, and head office address in the case of a shareholder being an organization; and number and class of shares held by them, and the items proposed to be included in the agenda
5. People convening Shareholders' Meetings have the right to refuse a proposal related to Clause 4 of this Article if:
 - a. The proposal was sent outside the stipulated time-limit or is incomplete or is irrelevant;
 - b. At the time of the proposal, the shareholder or group of shareholders do not have 5% or more of the ordinary shares for a consecutive period of six months in accordance with section 3 article 11 of this Charter; The proposal does not contain essential details; and
 - c. proposal does not contain essential details;
 - d. Proposed issues are not in the jurisdiction of the General Meeting of Shareholders to discuss and to pass resolutions.
6. For each issue in the meeting agenda, the Board of Directors must prepare a resolution draft.
7. A proxy is authorized to attend Shareholders' Meeting in compliance with the Company Charter

Article 5. Formality of conducting GMS

1. Before the opening of the General Meeting of Shareholders, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered. For an online meeting, shareholders are considered registered to attend the meeting when successfully logging into the online meeting system.
2. Any shareholder or authorized representative who comes to the Meeting directly or logging into the online meeting after the opening of the Meeting shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairperson is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.
3. The Chairman of the Board of Directors shall act as chairperson of all meetings which are convened by the Board of Directors. If the Chairman is absent or is temporarily incapable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting. If there is no person able to act as chairperson, the Head of the Board of Supervision shall arrange for the General Meeting of Shareholders to elect the chairperson of the meeting from amongst the persons attending the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting. In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting. The Chairman, Vice Chairman or elected chairperson will appoint a secretary to take the minutes of the meeting. In case of voting for a chairperson, the name of selected person to chair the meeting and the number of votes for him must be announced.
4. The agenda and issues to be discussed at the General Meeting of Shareholders must be passed at the opening session, and the agenda must set out the specific time to be spent on each issue at the meeting. The chairperson of the meeting has the right to perform necessary activities to run the General Meeting of Shareholders in a valid and orderly manner or to enable the meeting to reflect the wishes of the majority of attendees. The chairperson will be the ultimate authority on decisions about issues related to the meeting's order, procedures and unexpected events outside the agenda of the Shareholders' Meeting.
5. The chairperson of the General Meeting of Shareholders can at any time postpone a General Meeting of Shareholders in spite of sufficient attendance of people registered as stipulated at another venue decided by the chairperson if the chairperson finds that (a) attendees do not have convenient seats at the venue for the Shareholders' Meeting, (b) inadequate communication facilities for the attendees to attend, discuss and vote, (c) the behavior of attendees is obstructing or is likely to obstruct the order of the meeting, causing the meeting not to proceed legally and equitably. Additionally, the chairperson can postpone a General Meeting of Shareholders with sufficient attendance with the unanimity or demand of that Shareholders' Meeting. The maximum time for any adjournment of a meeting shall be three days from the date of the proposed opening of the meeting. A postponed Shareholders' Meeting, when reconvened, will not consider any issues apart from the issues which should have been resolved lawfully at the previous postponed Shareholders' Meeting.
6. Where the chairperson adjourns or pauses a General Meeting of Shareholders contrary to the provisions in Section 6 this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairperson in conducting the meeting until its completion, and all resolutions passed at that meeting are enforceable;

7. The chairperson or secretary of the Shareholders' Meeting can carry out activities which they deem essential to control the Shareholders' Meeting appropriately and orderly; or to let the Shareholders' Meeting reflect the expectations of the majority of the participants;
8. The Convenor of the General Meeting of Shareholders may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be checked or be subject to lawful and reasonable security measures. Where any shareholder or authorized representative refuses to comply with the inspection rules or security measures mentioned above, the Convenor of the General Meeting of Shareholders may, after careful consideration, reject or expel such shareholder or representative from the General Meeting of Shareholders;
9. Người triệu tập họp Đại hội đồng cổ đông, sau khi đã xem xét một cách cẩn trọng, có thể tiến hành các biện pháp thích hợp để:
 - a. Arrange seating at the venue of the meeting of the General Meeting of Shareholders;
 - b. Ensure safety for all persons present at the venue of the meeting;
 - c. Facilitate the shareholders to attend (or continue to attend) the meeting. The Convenor of the General Meeting of Shareholders has full power to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.
10. If any of the above measures are taken at the meeting of the General Meeting of Shareholders, then the Convenor of the General Meeting of Shareholders may, when determining the venue of the meeting:
 - a. Notify that the meeting will be conducted at the venue stated in the notice and the chairperson of the meeting shall be present there ("Official Venue of the Meeting");
 - b. Arrange and organize matters so that the shareholders or authorized representatives unable to attend the meeting in accordance with this article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;
A notice of holding a meeting is not required to state the detailed measures for holding it in accordance with this article
11. In this Charter (unless the context requires otherwise), for an off line meeting, all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting. For online meetings or other forms, shareholders or their authorized representatives who successfully log on the online meeting system are considered to attend directly.

The Company shall hold the General Meeting of Shareholders at least once per year. The annual General Meeting of Shareholders is held in the form of a direct or online meeting, not held by consulting shareholders in writing.

Article 6. Conditions for conducting a Shareholders' Meeting

1. General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares;
2. Where the number of attendees required is insufficient within 30 minutes after the stipulated time for opening the meeting, the convenor of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within a period of 30 days from the intended date of holding the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall be conducted only when the attending members are shareholders representing at least thirty-three (33) per cent of the total voting shares.
3. Where a meeting convened for the second time is not able to be conducted due to an insufficient number of attendees required to be present 30 minutes after the stipulated time for opening the meeting, the General Meeting of Shareholders may be convened for a third time within 20 days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders

representing total voting shares, and shall be deemed valid and have the right to make decisions on all issues proposed to be passed at the first General Meeting of Shareholders.;

At the Chairperson's suggestion, the General Meeting of Shareholders have the right to change the meeting agenda as stipulated in Articles 17.3 that are enclosed with the notice of the meeting

Article 7: Method of voting at General Meeting of Shareholders

1. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full names of shareholders, full names of authorized representatives and number of votes of such shareholders. When conducting voting at the meeting, the cards approving of a resolution shall be collected first, then the disapproving cards, and finally there shall be a count of the overall number of votes which approve or disapprove to make a decision. For online meetings, shareholders or authorized representatives vote through an electronic voting system. The total number of approving, disapproving, abstentions or invalid votes on each issue shall be announced by the chairman immediately after voting on such issue. The GMS shall elect persons responsible to check the votes or to supervise the checking of votes at the request of the chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the chairperson.

2. Any shareholder or authorized representative who comes to the Meeting off line or logs into the online meeting after the opening of the Meeting shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairperson is not responsible to delay the meeting so that late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attended shall not be affected.

Article 8: Vote counting

Except for the case specified in clause 1 Article 21 of Company charter, resolutions of the General Meeting of Shareholders on the following issues shall be passed when agreed by 51% or more of the total votes of the shareholders with voting rights who are present in person or via their authorized representatives at GMS **off line or on line**:

- a. Approval of annual financial statements;
 - b. Short-term and long-term developmental plans of the Company;
 - c. Dismissal of, and replacement for members of the BOD, BOS and report on the appointment of the Director (General Director)
2. Voting to elect members of the BOD and of the BOS must be implemented in compliance with clause 3 Article 148 Enterprise law.
 3. GMS decisions related to amendment to and supplementation of the Charter, stock type and the number of stocks offered for sale, reorganization or dissolution of the Company trading transactions of the Company's assets or branches valued at 35% or more of the total value of assets of the Company computed at the most recent audited financial statement of the period shall be passed when it is approved by 65% or more of the total votes of shareholders with the right to vote at GMS on line or offline
 4. GMS resolutions passed by 100% of the total voting shares is legal and effective even if the sequence and procedure for passing such resolutions are not conducted as required by law

Article 9: Announcing the vote counting results

After vote counting, the vote counting committee shall announce the results at the GMS, specifying the numbers of votes in favor, against and abstentions.

Article 10: Objection to GMS decisions

1. A shareholder voting against a resolution on re-organization of the company or against a change to the rights and obligations of shareholders stipulated in the charter of the company may demand the company redeem its shares. Such demand must be made in writing and specify the name and

address of the shareholder, the number of shares of each class, the intended selling price, and the reason for demanding redemption by the company. Such demand must be sent to the company within ten (10) days from the date on which the General Meeting of Shareholders passed the resolution on the matter referred to in this clause.

2. The company must redeem shares upon demand by the shareholder as stipulated in clause 1 of this article at the market price or the price determined on the basis of the principles stipulated in the charter of the company, within a period of ninety (90) days from the date of receipt of the demand. Where there is disagreement about the price, the parties may request valuation by a professional price evaluation organization. The company shall recommend at least 03 professional price evaluation organizations for the shareholder to select from, and such selection shall be the final decision.

Article 11. Preparing GMS minutes

1. All meetings of the BOD must be recorded in minutes and may be sound recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be English, and must include the following main contents:
 - a. Name, address of the head office, and enterprise code number;
 - b. Purpose, program and agenda of meeting;
 - c. Time and location of meeting;
 - d. Full names of each member attending the meeting or other persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
 - e. Issues discussed and voted on in the meeting;
 - f. Summary of opinions of each member attending the meeting during the process of the meeting;
 - g. Result of voting, indicating members who agree, who do not agree and who abstain from voting;
 - h. Approved matters and corresponding ratio of approving votes;
 - i. Signatures of the chairperson and the secretary

The chairperson and the person writing the minutes must be responsible for the accuracy and truthfulness of the minutes of BOD meeting

Minutes prepared in Vietnamese and English shall be of equal legal validity. Where there is any difference in the contents of the minutes between the Vietnamese and English versions, then the contents in the Vietnamese text shall prevail.

2. The minutes of GMS must be prepared in full and passed prior to the end of the meeting. The chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. The minutes of GMS must be published on the website of the Company within twenty four (24) hours, or sent to all the shareholders within fifteen (15) days after the end of the meeting.
4. The minutes of GMS shall be deemed to be evidence confirming the work conducted at such meeting, except where there are opinions opposing such contents correctly provided in accordance with the procedures within ten (10) days after the date on which the minutes were recorded.
5. The minutes of GMS and the appendix listing the shareholders registered to attend such meeting, powers of attorney or authorizations to attend the meeting and other relevant data must be archived at the head office of the Company.

Article 12. Announcing GMS resolutions

All GMS resolutions must be posted on the website of the company within twenty-four (24) hours from the date of issuance and disclosed according to the Law on disclosing information on stock exchange.

Article 13. Resolutions passed at GMS by consultation in writing

1. The BOD has the right to consult shareholders in writing in order to pass a resolution of the General Meeting of Shareholders if it is considered necessary in the interest of the company.
2. The BOD must prepare written consultation forms, draft resolution of the GMS and documents explaining the draft resolution. The BOD must ensure that the documents are sent and published to shareholders in a reasonable period for consideration and voting at least ten (10) days before the deadline for collecting the written consultation forms
3. The written consultation form must contain the following basic details:
 - a. Name, head office address, and enterprise code number;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent residential address, nationality, and the number of citizen's identity card, people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; name, enterprise code number or number of establishment decision, head office address of a shareholder being an organization or full name, permanent residential address, nationality, number of citizen's identity card, people's identity card or passport or other lawful personal identification of the authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;
 - d. Issues on which it is necessary to consult for decision taking;
 - e. Voting options, comprising agreement, non-agreement, or abstention;
 - f. Time-limit within which the completed written consultation form must be returned to the company;
 - g. Full names and signatures of the chairman of the BOD and of the legal representative of the company;
4. Completed consultation form must bear signature of shareholder or representative of shareholder being organization or individual, authorized representative of organization.
5. Methods of sending completed consultation forms to the Company:
 - a. Mail: Completed consultation form sent to the Company must be enclosed in a sealed envelope and must not be opened by any person prior to vote-counting;
 - b. Fax or electronic mail: Completed consultation form sent to the Company must be kept confidential until vote counting

Any completed written form which is returned to the company after the expiry of the time-limit stated in the written consultation form or any form which has been opened in the case of sending by mail and disclosed in the case of sending by fax or electronic mail shall be invalid. Written consultation forms which are not returned shall be deemed to be forms not participating in the vote.
6. The BOD shall organize the vote-counting and prepare the minutes of vote-counting in the presence of the Inspection Committee or of shareholders not holding managerial positions in the company. The minutes of vote-counting shall contain the following basic details:
 - a. Name, head office address, and enterprise code number;
 - b. Purpose of written consultation and issues on which it is necessary to obtain written opinions in order to pass a resolution;
 - c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and method of sending votes and including an appendix being a list of the shareholders having participated in the vote
 - d. Total number of votes for, against and abstentions on each issue voted on;
 - e. Issues which have been passed;
 - f. Full names and signatures of the chairman of the BOD, of the legal representative of the company, of the person who supervised the vote-counting, and of the person who counted votes.

7. The minutes of vote-counting must be sent to shareholders within a time-limit of fifteen (15) days from the date of completion of the vote-counting. If the company has its own website, the minutes of vote-counting may be published on the website of the company within 24 hours of ending vote counting
8. The completed consultation forms, the minutes of the vote counting, the full text of resolutions passed and the relevant documents attached must be archived at the head office of the company
9. Resolutions which are passed via written consultation must be passed by Shareholders representing at least 51% of the voting shares are of validity equal to a resolution passed at GMS.

Article 14. Sequence and procedures for online General Meeting of Shareholders

1. The Board of Directors or the convenor of the GMS may hold the Annual GMS and the Extraordinary GMS on line in the following cases:
 - a. Occurrence of force majeure events, including but not limited to natural disasters, pandemics, insurrections, terrorism, policies of competent state agencies that prevent meetings from being held off line or majority of shareholders cannot attend the meeting in person or:
 - b. Objective events that the Board of Directors or the convenor considers inconvenient and/or inappropriate to hold an offline meeting.
2. The method of sending the notice of invitation to the online GMS is the same as that of the direct notice of invitation to the GMS according to the provisions of Article 4 of this Regulation. The convenor of the GMS is obliged to prepare documents guiding the registration and attendance of the online meeting of GMS. This guidance document is sent to shareholders and/or posted on the Company's website at least 03 working days before the opening of GMS
3. Shareholders or authorized representatives will register and attend the online meeting of the GMS according to the Company's guidance documents sent directly to shareholders or posted on the Company's website. Shareholders or their authorized representatives attending after the opening of the meeting have the right to register and have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting so that late shareholders can register and the validity of the previously voted contents does not change.
4. Authorization for a representative to attend the online GMS is given in accordance with the Articles of Association of the Company. The power of attorney must be sent to the Company by shareholders before the time of registration for shareholders' participation in online GMS.
5. Conditions for conducting an online General Meeting of Shareholders:
 - a. Online meeting is conducted when the number of shareholders registering to attend the meeting and successfully accessing the electronic system of the online meeting owns and represents at least 51% of the total votes.
 - b. In case the first meeting is not eligible to be conducted as specified in point a clause 5 of this article, the second meeting of the GMS shall be convened and held in accordance with the provisions of clause 2 Article 6 of this Regulation.
 - c. In case the second meeting is not eligible to be conducted as prescribed in point b clause 5 of this article, the third GMS shall be convened and held in accordance with the provisions of clause 3 Article 6 of this Regulation.
 - d. GMS convened in accordance with the provisions of point b and point c clause 5 of article is not required to be organized online. The form of organization of the next meeting shall be decided by the convenor.
6. The mode of conducting an online meeting shall comply with the provisions of Article 5 of this Regulation. Shareholders or their authorized representatives vote and pass the contents of the agenda at the online meeting by the method specified in Article 7 of these Regulations.
7. An electronic voting system is established by the company or provided by a third party or another reasonable method so that shareholders and authorized representatives of shareholders can vote and record the process and results of voting on the contents of the meeting agenda. Specific voting methods will be announced and instructions provided to shareholders and authorized representatives before the opening of the online meeting.
8. GMS shall elect the Vote Counting Committee according to the provisions of Clause 1, Article 7 of this Regulation. The vote counting committee count the votes according to the number of votes from the shareholders or their authorized attending the meeting to vote on line, and electronically on the system. The Vote Counting Committee is responsible for the accuracy of this counting of votes and for damages

arising from the resolutions passed due to dishonest and inaccurate counting of votes.

9. The results of the vote counting will be announced immediately at the online GMS after the completion of the vote counting and before the closing of the meeting according to the content specified in Article 9 of this Regulation.

10. The resolution of the GMS at online meeting shall be passed when the conditions specified in Article 8 of this Regulation are met. GMS resolutions passed at online meeting have the same validity as the resolutions passed at offline meeting.

11. The online meeting minutes of GMS shall be prepared and include the contents as specified in Article 11 of this Regulation.

12. Contents of the Resolution and Minutes of General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours and disclosed as per law on information disclosure in the stock market..

13. Organizational process and specific instructions on participating and voting at the online GMS are sent to shareholders before each meeting is held.

CHAPTER III. NOMINATION, CANDIDACY, ELECTING, DISMISSING AND REMOVING BOD MEMBERS

Article 15. Criteria for BOD membership

BOD members must fulfill the following criteria and conditions:

1. Having sufficient capacity for civil acts, not subject to being banned from business management in accordance with Clause 2, Article 18 of the Enterprise Law;
2. Having professional expertise and experience in business management of the company and not necessarily being a shareholder of the company, unless otherwise stipulated in the charter
3. A BOD member may concurrently be a BOD member of another company;

Article 16. Shareholders or shareholder group's nomination and candidacy for BOD membership

Shareholders who own shares with voting rights for at least six consecutive months are entitled to aggregate each shareholder's voting rights to nominate members to the BOD. Shareholders or a group of Shareholders holding more than 5% to below 10% of the total shares with voting rights have the right to nominate one (01) member to the BOD; holding from 10% to below 30%, they have the right to nominate two (02) members; holding from 30% to below 40%, they have the right to nominate three (03) members; holding from 40% to below 50%, they have the right to nominate four (04) members; holding from 50% to below 60%, they have the right to nominate five (05) members; holding from 60% to below 70%, they have the right to nominate six (06) members ; holding from 70% to below 80%, they have the right to nominate seven (07) members; and holding from 80% to below 90%, they have the right to nominate eight (08) me.

Article 17. Electing BOD members

Voting to elect members of the BOD and of the Inspection Committee must be implemented by the method of cumulative voting, whereby each shareholder shall have as its total number of votes the total number of shares it owns multiplied by the number of members to be elected to the BOD or the Inspection Committee, and each shareholder has the right to accumulate all or part of its total votes for one or more candidates. Persons who are elected as members of the BOD or inspectors shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by the company charter has been elected. If there are two or more candidates who obtain the same number of votes for being the last BOD member or the Inspection Committee, such member shall be elected amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election or the charter of the company.

Article 18. Dismissal, removal of members of BOD

BOD member shall be discharged in the following cases:

1. Failure to satisfy the criteria and conditions stipulated in article 151 of the Enterprise Law;
2. Upon written notice of resignation;
3. Psychiatric disorder and other BOD members provide specialist evidence of his lack of capacity to act

4. Failure to participate in activities of the Board of Management for six consecutive months, except in the case of an event of force majeure;
5. Decision taken by GMS
6. False personal information while standing as a BOD candidate
7. Other cases as stipulated in the charter

Article 19. Notification of electing, removing, dismissing BOD members

Notification of electing, removing, dismissing BOD members is given in compliance with the Charter

Article 20: Candidacy, nomination for members of the BOD

The information related to the candidates for the BOD (in case candidates have been identified in advance) disclosed at least seven (07) days prior to convening the General Meeting of Shareholders on the website of company so that the shareholders can enquire into these candidates before voting. The information related to the candidates for the BOD must include:

- a. Full name, date of birth;
- b. Education background
- c. Professional qualifications;
- d. Working experience;
- e. Companies where that candidate is currently a BOD member and holds other managerial positions;
- f. Assessment of that candidate's contribution to the Company if that candidate is currently a BOD member of the Company
- g. Interest in the Company (if any);
- h. Full names of the nominating shareholder or shareholder group
- i. Other information (if any).

CHAPTER IV. SEQUENCE AND PROCEDURES FOR HOLDING BOD MEETING

Article 21: Notification of BOD meeting

1. Notification of BOD meeting shall be sent to BOD and BOS members at least five working days ahead of the scheduled date. BOD members can refuse to attend the meeting in writing and the refusal may be subject to change or cancellation in writing. Notification of BOD meeting must be made in writing in Vietnamese, and include the meeting's agenda, time and venue. Necessary documents about issues to be discussed and voted on at the meeting, as well as voting cards for members unable to participate, must also be enclosed.
2. Notification of BOD meeting may be sent by post, fax, and electronic mail or by other means, but delivery must be ensured at the address of each BOD member as registered with the Company.

Article 22: Conditions for BOD meeting

1. A meeting can only take place and pass resolutions when at least three quarters (3/4) of the total BOD members are present or have their proxy in attendance at the meeting if agreed by majority of BOD members.
2. In case the minimum number of attending members is not sufficient, the meeting must be

reconvened within fifteen (15) days since the first tentative meeting. The meeting reconvened shall take place if half (1/2) of the members of the BOD attend.

Article 23: Method of Voting

1. Except for Article 21.2, each BOD member or their authorized representative as specified in Clause 1, Article 20 of this Regulation attending the meeting as an individual has one (01) voting card.
2. A BOD member will not be allowed to vote on any contracts or transactions or proposals in which the member has interests or the interests of any Related Persons which are considered contradict or possibly contradict the interests of the Company. A BOD member will not be counted in the required minimum number of participants present at the meeting regarding the passage of a resolution on which the member does not have the right to vote.
3. According to Clause 4 of this Article, at a meeting, if any issues arising related to interests or to the voting right of a BOD member are not resolved by the member voluntarily waiving his voting right, then the decision of the chairperson is final, except in cases where the nature or scope of the interests of a concerned BOD member has not been announced adequately.
4. Any member of the BOD who benefits from a contract as stipulated in Clause 4.a and b of Article 34 of this Charter will be deemed to have considerable interests in the contract.
5. BOS members are entitled to attend the meeting and participate in discussions, but not to vote

Article 24: Method of passing BOD resolutions:

1. The BOD passes decisions and issues resolutions on the basis that majority of the members attending the meeting agrees. In case the number of votes for and the number of votes against are equal, the decision taken by the BOD chairman is final.
2. The resolution reached from written consultation is passed based on the approval of majority of BOD members with voting rights. The resolution shall have the same validity as the one passed at the meeting.

Article 25. BOD meeting minutes

1. All meetings of the BOD must be recorded in minutes and may be sound recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be English, and must include the following main contents:
 - a. Name, address of the head office, and enterprise code number;
 - b. Purpose, program and agenda of meeting;
 - c. Time and venue of meeting;
 - d. Full names of each member attending the meeting or other persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
 - e. Issues discussed and voted on in the meeting;
 - f. Summary of opinions of each member attending the meeting during the meeting;
 - g. Result of voting, indicating members who agree, who do not agree and who abstain from voting;
 - h. Approved matters;
 - i. Full names and signatures of the chairman [of the meeting] and the person writing the minutes. The chairman and the person writing the minutes must be responsible for the accuracy and truthfulness of the minutes of meetings of the BOD.
2. Minutes of BOD meeting and documents used at the meeting must be archived at the Company head office
3. Minutes prepared in Vietnamese and minutes prepared in a foreign language shall be of equal legal validity. In the case of any difference in the contents of the minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail.

Article 26. Notification of BOD resolutions

Related parties must be kept informed of BOD resolutions according to the Charter

CHAPTER V. NOMINATION, CANDIDACY, ELECTING, DISMISSING AND REMOVING BOS MEMBERS

Article 27. Criteria for BOS membership

1. Supervisor must satisfy the following criteria and conditions:
 - a. Having full capacity for civil acts, and not falling within the scope of subjects not permitted to establish and manage enterprises in accordance with this Law;
 - b. Not being the spouse, natural father, adoptive father, natural mother, adoptive mother, child, adopted child, sibling of any member of the BOD, the director or general director or other managers;
 - c. Not permitted to hold managerial positions in the company; and not required to be a shareholder or an employee of the company, unless otherwise stipulated in the charter of the company;
 - d. Other criteria and conditions in accordance with other relevant laws and the charter of the company.
2. Supervisor does not fall into these categories:
 - a. Part of the Company accounting or financial department
 - b. Member or employee of an Independent auditing company performing audit of the Company's financial statements for three previous consecutive yeas

Article 28. Shareholders and shareholder group candidacy and nomination for BOS

1. Shareholders are entitled to aggregate each shareholder's voting rights to nominate members to the BOD. Shareholders or a group of Shareholders holding more than 5% to below 10% of the total shares with voting rights have the right to nominate one (01) member to the BOD; holding from 10% to below 30%, they have the right to nominate two (02) members; holding from 30% to below 40%, they have the right to nominate three (03) members; holding from 40% to below 50%, they have the right to nominate four (04) members; holding from 50% to below 60%, they have the right to nominate five (05) members; holding from 60% to below 70%, they have the right to nominate six (06) members ; holding from 70% to below 80%, they have the right to nominate seven (07) members; and holding from 80% to below 90%, they have the right to nominate eight (08) members.
2. In case the number of BOD's candidates through nomination and election is still insufficient the current BOD will put up more candidates or arrange nomination according to the mechanism prescribed in the Company Charter and in the Regulations.

Article 29. Electing BOS members

Voting to elect BOS members must be implemented by the method of aggregation voting, whereby each shareholder shall have their total number of votes corresponding to the total number of shares they own multiplied by the number of members to be elected to the BOS, and each shareholder is entitled to aggregation of all or part of their total votes to one or more candidates. Winning candidates for the BOS shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by the company charter has been elected. Where there are two or more candidates who obtain the same number of votes for being the last BOS member, such members shall be re-elected among the number of candidates gaining equal number of votes or selected in accordance with the criteria in the regulations on election or the Company charter.

Article 30. Cases of dismissing, removing BOS members

1. A Supervisor shall be dismissed if he or she:
 - a. no longer satisfies the standards prescribed in Article 164 of the Corporate Law;
 - b. fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events;
 - c. tenders a resignation which is accepted.

2. A Supervisor shall be discharge from duty if they:
 - a. fail to fulfill the given tasks or duties;
 - b. commit serious or repeated violations against obligations of Supervisor prescribed by the Corporate Law and this Charter;
 - c. are discharged under a decision of the General Meeting of Shareholders.

Article 31. Notification of electing, dismissing, removing BOS members

Notification of electing, dismissing, removing BOS members conform with the Law on Securities and the Charter

CHAPTER VI. COMPANY MANAGING EXECUTIVE

Article 32. Criteria for managing executive

1. The Company must enforce a management system in which the management will take responsibility for the Company day-to-day running under the direction and supervision of the BOD. The Company has a General Director, some Deputy General Directors, a Chief Accountant and other managers who are appointed by the BOD. Such appointment is subject to approval via BOD resolution.
2. Diligence is required of managing executive to assist the Company in achieving goals and targets in organization and activities.

Article 33. Appointment of managing executive

1. The BOD appoints a BOD member or another person to be the General Director and will sign an employment contract defining salary, allowances, benefits and other terms related to recruitment which must be reported at the annual GMS, presented as in separate section as well as included in the Company's annual report.
2. The term of General Director shall not be longer than five (05) years, then the General Director can be reappointed. The appointment can become invalid based on regulations in the employment contract. The General Director cannot be a person who is banned by the law from holding this position and must satisfy criteria and conditions required by current laws and the Company Charter.
3. Powers and obligations of General Director
 - a. To implement decisions of the BOD and the GMS, and business and investment plans of the Company which are approved by the BOD and the GMS;
 - b. To make decisions about all issues which need no approval of the BOD, including acting on behalf of the Company to sign financial and commercial contracts, and operating everyday business and activities of the Company according to the best management practices;
 - c. To propose to the BOD plans for organizational structure, and internal regulation on governance;
 - d. propose measures designed to improve operations and management of the Company;
 - e. To propose the number and titles of managers the Company needs to hire for the BOD to appoint or dismiss according to internal regulations as well as salary, remuneration, and other benefits to be extended to managing executive for the BOD to decide;
 - f. To consult the BOD to decide the number of employees, salary, pensions, benefits, appointments, dismissals and other terms related to their employment contracts;
 - g. On November 30 of each year, to submit to the BOD for its approval a detailed business plan for the next fiscal year based on appropriate budget requirements; and also five-year financial plan.
 - h. To prepare annual long-term and monthly estimates (hereinafter referred to as estimates) serving the annual long-term and monthly management activity of the Company in conformity with the business plan. Annual estimates (including expected balance sheet, income statement and cash flow statement) for each of the fiscal year will be submitted to the BOD for approval and shall contain information as stipulated in the Company's regulations;
 - i. Other powers and obligations conform with current laws, the Company Charter, internal regulations, BOD resolutions, and employment contracts.
4. General Director is responsible to report to the BOD and the GMS about the execution of their tasks and delegated authority, and must report to these bodies when demanded
5. The BOD may dismiss managing executive where majority of BOD members with voting right at meeting approve and appoint a replacement.

Article 33. Employment contract with managing executive

The Company enters into employment contract with managing executive based on laws on Labour

Article 34. Cases of dismissing managing executive

Managing executive shall be dismiss according to the Charter and securities law.

Article 35. Notification of appointing and dismissing managing executive

Notification of appointing and dismissing managing executive conforms with the Charter and securities law.

CHAPTER VII. COORDINATION BETWEEN BOD, BOS, AND CEO

Article 36. Coordination between BOD, BOS, and CEO

1. BOD responsibilities in their relation with the BOS
 - a. Notification of any meeting shall be sent to BOS members and BOD members at the same time;
 - b. BOD resolutions shall be sent to the BOS within the time-limit stipulated in the Regulations and the Company Charter;
 - c. The BOD response to the BOS's selection of independent auditor is required according to the Regulations and the Company Charter;
 - d. Other issues consulting the BOS must be sent within the time-limit as required and the BOS is obliged to response according to the Regulations and the Company Charter
2. BOS responsibilities in their relation with the BOD
 - a. Regularly keeping the BOD informed of the operation results, consulting the BOD before submitting any report, conclusion, and proposal to the GMS.
 - b. At BOS meetings, the BOS is entitled to demand BOD members (and the CEO and independent auditors at the same time) to attend and explain matters they are interested in.
 - c. Periodic and unscheduled inspections by BOS must bring about conclusion in writing (no later than 15 days since completion of such a inspection) submitted to the BOD forming the basis for BOS management of the Company. Dependent on the property and result of the inspection, the BOS must discuss and agree with the BOD and the General Director before any report to the GMS. Where there is difference of opinions such opinions can be reserved in minutes and BOS head must report it to the earliest GMS.
 - d. Upon discovery of a member of the Board of Directors in contravention of the laws or the Company Charter of the BOS must give immediate written notice to the BOD within 48 hours, demanding that person cease such action and take measures to remedy any consequence.
 - e. For proposals on the Company financial position and other operations, the BOS must make a written report and related documents at least 15 days prior to the expected date of receipt of response
 - f. Other issues consulting the BOD must be sent at least 7 working days ahead and the BOD shall response with 7 working days.

Article 37. Coordination between BOD and CEO

1. For organization of annual GMS, the BOD shall inform the CEO of coordination, use of resources within reasonable time according to the Company Charter
2. Where necessary, the BOD may demand the CEO other mangers to provide information about the Company activities. The BOD is not allowed to use the Company information not permitted to publish or disclose to other people for any related transaction.
3. Matters within jurisdiction of the BOD approval according to the laws and the Company Charter

proposed by the CEO are subject to the BOD response within the time limit stipulated in the Company Charter.

4. The BOD makes decision on reward or discipline applicable to complete or incomplete implementation of resolutions and other matters authorized by the BOD to the CEO.

Article 38. Access to information

1. For access to the Company information and documents, the BOS is under obligation to give reason in writing for demanding supply of and absolutely keeping such information confidential gathered during supervision of the Company operations. Disclosure of such information is allowed at request of any agency in authority, but a notice sent to the BOD is required prior to supply or other cases according to the laws.
2. Information and documents above include:
 - a. Notification of meetings and related documents, form of consultation with BOD members
 - b. BOD minutes, resolutions
 - c. Information, documents of financial statements
 - d. CEO report
 - e. BOD report of assessment of management
 - f. Other related documents

Article 39: Coordination between BOS and CEO.

- a. At BOS meetings, BOS is entitled to demand BOD members (and the CEO and independent auditors at the same time) to attend and explain matters they are interested in.
- b. Periodic and unscheduled inspections by BOS must bring about conclusion in writing (no later than 15 days since completion of such inspection) submitted to the BOD forming the basis for BOS management of the Company. Dependent on the property and result of the inspection, the BOS must discuss and agree with the BOD and the General Director before any report to the GMS. Where there is difference of opinions such opinions can be reserved in minutes and BOS head must report it to the earliest GMS.
- c. Upon discovery of a member of the Board of Directors in contravention of the laws or the Company Charter of the BOS must give immediate written notice to the BOD within 48 hours, demanding that person cease such action and take measures to remedy any consequence.
- d. Supervisors have the right to access files and documents of the company retained in the head office, branches and other locations; have the right to access the workplace of the CEO and employees of the company during working hours.
- e. Information, documents of management, business operation and reports of business position, financial statements, the BOS's written request must be sent to the Company at least 48 hours in advance. The BOS is not allowed to use the Company information not permitted to publish or disclose to other people for any related transaction
- f. Other issues that need consulting the CEO must be sent at least 7 working days ahead and the CEO shall response with 7 working days.

Article 40. Coordination between CEO, BOD and BOS

1. On behalf of the Company, the CEO ensure the normal and effective operation of the Company;
2. The CEO is responsible to GMS and the BOD for the exercise of obligation and powers and reports to the BOD at request;
3. For any proposal for improving the Company operation and management, the CEO must send them to the BOD as soon as possible, but no later than 07 days before deciding that matter
4. The CEO must prepare plans for the BOD to pass issues related to recruitment, severance, salary,

5. Other issues that need consulting the CEO must be sent at least 7 working days in advance and the CEO shall response with 7 working days.

CHAPTER VIII. CORPORATE GOVERNANCE OFFICER

Article 41: Criteria for corporate governance officer

Corporate governance officer satisfies the following criteria:

1. knowledgeable about laws;
2. Not concurrently working for an independent audit company currently auditing the financial statements of the Company;
3. Other criteria stipulated by law, this Charter and BOD decisions

Article 42. Rights and obligations of corporate governance officer

Corporate governance officer exercises rights and obligations as follows:

1. Giving consultative advice to the BOD
2. Arranging BOD, BOS meetings and GMS as requested by the BOD or BOS
3. Giving consultative advice on meeting procedures
4. Attending these meetings
5. Giving consultative advice on procedures for preparing BOD resolutions according to laws
6. Providing financial information, copies of BOD meeting minutes and other information for BOD members and supervisors
7. Supervising and making report to the BOD of the Company information disclosure
8. Protecting confidentiality of information according to the laws and the Company Charter
9. Other rights and obligation according to the laws and the Company Charter

Article 43. Appointment of corporate governance officer

The BOD appoints at least one (01) person as Corporate Governance officer to assist effective performance of the Company governance. The term of office of such person shall be decided by the Board of Management, but shall be a maximum five (5) years.

Article 44. Cases of dismissing corporate governance officer

The BOD may dismiss Corporate Governance officer but not contrary to the applicable law on labour. The Board of Directors may appoint an assistant to Corporate Governance officer from time to time.

Article 46. Notification of appointment and dismissal of corporate governance officer

Notification of appointment and dismissal of corporate governance officer conforms with the Law on Securities and the Company Charter.

CHAPTER IX. AVOIDANCE OF CONFLICT OF INTERESTS

Article 46. Responsibility to be prudent

BOD members, supervisors, CEO and other managers and other managers are responsible to perform their duties including duties in their capacity as members of a BOD sub-committee honestly, prudently for the best interests of the Company.

Article 47. Responsibility to be honest and avoidance of disputes over interest

1. Members of the Board of Management, Inspectors, the Director (General Director) and other managers must publicly disclose their relevant interests in accordance with article 159 of the Law on Enterprises and other laws.
2. Members of the Board of Management, Inspectors, the Director (General Director) and other managers are not permitted to use business opportunities profitable to the Company for personal purposes; and at the same time are not permitted to use information obtained by virtue of their position for their

personal interests or for the interests of other organizations or individuals.

3. Members of the Board of Management, Inspectors, the Director (General Director) and other managers are obliged to notify the Board of Directors of all interests which may conflict with the interests of the Company and to which they may be entitled via other economic legal entities, transactions or individuals.
4. The Company shall not provide any loan or guarantee to any member of the Board of Management, Inspector, the Director (General Director), other manager or their related persons or to a legal entity in which the above-mentioned persons have financial interests, except where the public company and the organization related to such member are companies within the same group or companies operating in accordance with a group of companies, parent company – subsidiary, or an economic group and specialized branch law contains some other provision.
5. A contract or transaction between the Company and one or more members of the Board of Management, an Inspector, the Director (General Director), other manager or their related persons, or a company, partner, association or organization of which the member of the Board of Management, Inspector, Director (General Director), other manager or their related person are members or are involved in terms of financial interests shall not be invalid in the following cases:
 - a. With respect to a contract with a value equal to or less than (20%) of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Management, Inspector, Director (General Director) or other manager have been reported to the Board of Management; and at the same time, the Board of Directors has in good faith permitted implementation of such contract or transaction by a majority vote of members of the Board of Directors who do not have any related interest;
 - b. With respect to a contract with a value of more than (20%) of the total value of assets recorded in the most recent financial statements, the important factors of the contract or transaction as well as the relationship and interest of such member of the Board of Management, Inspector, Director (General Director) or other manager have been disclosed to the shareholders who do not have any related interest and have the voting right with respect to such matter, and such shareholders have voted in favour of such contract or transaction;
 - c. Such contract or transaction is considered as fair and reasonable by an independent consultancy organization and in all respects relates to the shareholders of the Company as at the time such transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of Shareholders;

Members of the Board of Management, Inspectors, the Director (General Director) and other managers and their related persons must not use information of the Company which has not yet been permitted to be disclosed, and must not disclose information to others in order to implement related transactions.

Article 48. Responsibility to compensate for damage

1. Members of the Board of Management, Inspectors, the Director (General Director) and other managers who breach their obligations and responsibilities to be honest and prudent or who fail to fulfill their obligations with due diligence and professional capability, must be liable for any loss and damage caused by their breach.
2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Management, a manager, employee or authorized representative of the Company, or such person acted or is acting at the request of the Company in the capacity of a member of the Board of Management, an Inspector, the Director (General Director), other manager, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests of the Company or not contrary to the best interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities.
3. When implementing the functions, duties or work authorized by the Company, any member of the Board of Management, an Inspector, the Director (General Director) or other manager, an employee or an authorized representative of the Company is entitled to compensation paid by the Company when they become a related party in a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:

- a. They acted honestly, prudently and diligently in the interests of the Company and not contrary to the best interests of the Company;
 - b. They complied with law and there is no evidence that they failed to perform their responsibilities.
4. Compensation expenses shall comprise expenses arising (including legal fees), expenses being the judgment, fines and other items payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may take out insurance so that such persons could avoid having to pay compensation.

CHAPTER X. DISCLOSURE OF INFORMATION

Article 49. Obligation to disclose information

1. The Company is under obligation to adequately, accurately and promptly disclose periodic and extraordinary information about the position of business, production, finance, and corporate governance to the shareholders and the public. Information and method of disclosure is conducted under the laws and the Company Charter. Also, the Company must adequately, accurately and promptly disclose other information that may affect securities prices and shareholders and investors' decision making.
2. Disclosure of information is conducted in such a method that ensures shareholders and investors' fair access. The language in information disclosure should be explicit, avoiding confusion among shareholders and investors.

Article 50. Disclosure of information about corporate governance

3. The Company must disclose information about the position of corporate governance at annual General Meeting of Shareholders and in annual reports under the laws on securities and securities market.
4. The Company is under obligation to make reports every six (06) months and disclose corporate governance under the laws on securities and securities market.

Article 51. Information disclosure organization

1. The Company organizes disclosure of information including significant contents as follows:
 - a. Promulgation of rules on information disclosure according to Securities Law and Circular 96/2020/TT-BTC dated 16/11/2020 by the Ministry of Finance.
 - b. And assignment of at least one executive specializing in information disclosure.
2. The executive specializing in information disclosure can be Company secretary or a manager concurrent holding that position.

CHAPTER XI. AMENDMENT TO AND SUPPLEMENTATION OF THE REGULATIONS ON CORPORATE GOVERNANCE

Article 52. Amendment to and supplement of the Regulations on Corporate Governance

1. General Meeting of Shareholders decides amendment to and supplement of the Regulations
2. Where there are the provisions of law relating to the Company's operation not mentioned in the Regulations or in case there are new provisions of other legislation contrary to the provisions of the Regulations, the provisions of law shall automatically prevail and dominate the operations of the Company.

CHAPTER XII. EFFECTIVE DATE

Article 53. Effective date

1. The Regulations comprising 12 chapters, 53 articles are authorized by GMS to the BOD to make amendment and supplementation dated 16 September 2021 and promulgated by the BOD on 17 September 2021.
2. This Charter is the sole and official Charter of the Company.
3. Other copies and extracts of the Company's Charter must bear the signature of the BOD Chairman or by at least half of the total number of the BOD members to become valid.

**FOR AND ON BEHALF OF BOD
CHAIRMAN**

DOAN NGUYEN DUC