



REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

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Legal Basis:

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- Pursuant to the Amended Charter of Thien Viet Securities Joint Stock Company on March 2021.
- Pursuant to the AGM's Resolution No. 01/2022/NQ-DHĐCĐ dated 26/04/2022

The Board of Directors promulgates the Operation Regulation of the Board of Directors of Thien Viet Securities Joint Stock Company. Operation regulation of the Board of Directors of Thien Viet Securities Joint Stock Company ("**Regulations**") includes the following contents:

CHAPTER I GENERAL PROVISIONS

Article 1: Purposes, governing scope and applicable objects

1. Purposes:

Regulations on corporate governance in accordance with these Regulations aims to:

- Ensuring transparency and consistency in managing and operating the Company;
- Ensuring efficiency, streamlining in leadership, management and control of the Company's activities;
- Ensuring the rights and interests of Shareholders and fair treatment between Shareholders.
- Ensuring the company's operations to comply with the law, the company's Charter and internal regulations of the company.

2. Governing scope:

The operation regulations of the Board of Directors stipulates the organizational structure, operational principles, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the Law on Enterprises, company charter and other relevant law provisions.

3. Objects to be governed by the Regulation:

This Regulation are applied for the Board of Directors and its members.

Article 2: Definitions/Abbreviations

- Company or TVS: Thien Viet Securities Joint Stock Company
- Shareholders: Shareholders of the Company

- GMS: General Meeting of Shareholders of Thien Viet Securities Joint Stock Company
- SB: Supervisory Board of Thien Viet Securities Joint Stock Company;
- BOD: Board of Directors of Thien Viet Securities Joint Stock Company
- IC: Investment Committee of Thien Viet Securities Joint Stock Company
- CEO: Chief Executive Officer of Thien Viet Securities Joint Stock Company
- Charter: Charter of Thien Viet Securities Joint Stock Company

Article 3. Operational principles of the Board of Directors

1. The Board of Directors works according to the collective principle. Members of the Board of Directors are personally responsible for their work and are jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors on the development of the Company.
2. The Board of Directors assigns responsibility to the Chief Executive Office to organize and execute the BoD resolutions and decisions.

**CHAPTER II
MEMBERS OF THE BOARD OF DIRECTORS**

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.
2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:
 - a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
 - b) Attend all meetings of the Board of Directors and comment on raised issues;
 - c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
 - d) Inform the Board of Directors at the nearest meeting of transactions between the Company, subsidiary companies and other companies in which the Company has the controlling right of over 50% charter capital with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years before the transaction date;
 - e) Disclose information when trading the Company's shares as prescribed by law.
3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

Article 5. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the Chief Executive Officer and Executives of the Company to provide information and documents about the finance and business performance of the Company and its units.
2. The requested Chief Executive Officer and managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors.

Article 6. Term and Number of members of the Board of Directors

1. The Board of Directors has nine (09) members.
2. The term of a member of the Board of Directors shall be 05 years. BOD members shall be elected or re-elected without restriction on the number of terms. An individual may only be elected as independent member of the Board of Directors for up to 02 consecutive terms. At least one-two (1/2) of the total number of members of the Board of Directors must be permanent residents in Vietnam.
3. In case the terms of all BoD members end at the same time, all of them will remain BoD members until new members are elected and take over the work.

Article 7. Criteria and conditions to be members of the Board of Directors

1. Members of the Board of Directors must satisfy the following criteria and conditions:
 - a) Having full capacity for civil acts, and not fall into the category of persons not permitted to manage an enterprise as stipulated in Clause 2 Article 17 the Law on Enterprises;
 - b) Having professional qualifications and experience in business management or finance and banking.
 - c) Not being currently Director, general director, a BoD member, member of Member councils of other securities companies and not currently be a member the Board of Directors of more than 5 companies;
 - d) Not have been being BoD member or the legal representative of a company that was bankrupt or banned from operation due to serious violations of law;
 - e) Other criteria and conditions as prescribed by law

A member of the Board of Directors must notify the Board of Directors that he / she no longer meets the above criteria and ceases being a member of the Board of Directors from the date of no longer meeting the criteria or the date of notification. The Board of Directors must notify cases that BoD members no longer satisfy the criteria at the nearest General Meeting of Shareholders.

2. An independent member of the Board of Directors must satisfy the following criteria and conditions:
 - a) Not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who had worked for the Company, parent company or subsidiary company of the Company for at least 03 consecutive years;
 - b) Not being a person who is receiving salary or remuneration from the Company, except the allowances to which BoD members are entitled as per regulations;
 - c) Not being a person whose spouse, biological parents, adoptive parents, biological children, adopted children, siblings are major shareholders of the Company; are managers of the Company or its subsidiary companies;
 - d) Not being a person directly or indirectly owning at least 01% of total voting shares of the Company;
 - e) Not being a person who had been a member of the Board of Directors, the Supervisory Board of the Company for at least five (05) consecutive years, excepting for being appointed for 02 consecutive terms.
 - f) Other conditions and criteria as prescribed by laws.

Independent members of the Board of Directors must notify the Board of Directors of their failure to meet the above criteria and conditions and they are no longer independent members of the Board of Directors from the date of failure to satisfy the criteria and conditions. The Board of Directors must notify the case that the independent members of the Board of Directors no longer meet the criteria and conditions at the nearest General Meeting of Shareholders or convene the GMS to elect additional members or replace independent members within 06 months from the date of receiving notice of the independent BoD members.

Article 8. Chairman of the Board of Directors

1. The chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently act as the Chief Executive Officer of the Company.
3. Rights and obligations of the chairman of the Board of Directors:
 - (a) Lead and ensure the efficient operation of the Board of Directors;
 - (b) To prepare operation program and plan of the Board of Directors
 - (c) to prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - (d) To organize the ratification of BoD resolutions and decisions;
 - (e) To monitor the process of implementing BoD resolutions and decisions;
 - (f) To meet regularly with the CEO and act as the liaison between the Board of Directors and the Executive Board;
 - (g) To develop, implement and review procedures governing the activities of the Board of Directors;
 - (h) To ensure the complete, timely, accurate and clear information exchange between BoD Members and the Chairman;
 - (i) Chair General Shareholders Meetings of and BOD Meetings;
 - (j) Ensure effective communication with Shareholders;
 - (k) Organize periodic assessments of works of the Board of Directors, departments under the Board of Directors and each BoD member;
 - (l) To facilitate independent members of the Board of Directors to operate effectively and establish constructive relationships between Executive members and Non-Executive members of the Board;
 - (m) To perform other duties and responsibilities under authorization or requested by the General Meeting of Shareholders and / or the Board of Directors;
 - (n) Other rights and obligations in accordance with the Charter and relevant law regulations.
4. Where the Board Chairman is absent or is not able to perform his/her duties, he/she shall authorize in writing another Board Member to exercise the rights and perform the obligations of the Board Chairman. Where no person is authorized or the Board Chairman is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty at a compulsory detoxification establishment or compulsory education institution, is escaped from residence; has limited legal capacity or is

incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, the remaining Board Members shall select one of them to temporarily hold the position of the Board Chairman in accordance with the principle of a majority

5. The Chairman of the Board of Directors can be removed or dismissed by the BoD decision. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation, removal or dismissal.
6. Where necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:
 - a) Assist in organizing the convening of the General Meeting of Shareholders, the Board of Directors; take notes of the minutes of the meetings;
 - b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
 - c) Assist the Board of Directors in applying and implementing the company's governance principles;
 - d) Assist the Company in building shareholder relationships and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, publicize information and administrative procedures;
 - e) Other rights and obligations prescribed in the company's charter.

Article 9. Dismissal, replacement and addition election of BoD members

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:
 - a) Failure to meet the criteria and conditions to be a Member of the Board of Directors according to the provisions of law, the regulations of the Company or prohibited by law from being a Member of the Board of Directors;
 - b) Dead, missing, temporarily detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification establishment, a compulsory education institution, escaping from his / her residence place, having limited legal capacity or is incapacitated, having difficulty in understanding, controlling his/her civil behaviors, being banned by courts from holding certain position, practicing certain occupations or doing certain jobs
 - c) Submission of a resignation letter which is accepted;
 - d) Other cases as prescribed in the Company's Charter and relevant laws.
2. A member of the Board of Directors will be discharged by the GMS in the following cases:
 - a) To suffer from a mental disorder and other members of the Board of Directors have professional evidence proving that the person has no longer act capacity;
 - b) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
 - c) According to the decision of the GMS
 - d) He/she has provided seriously false personal information when submitting it to the Company as a candidate to the Board of Directors;

- e) Other cases as prescribed in the Charter and relevant laws.
- 3. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.
- 4. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors decreases by more than one third (1/3) of the number specified in the Company's Charter. In this case the Board of Directors shall convene the GMS within 60 days from the date on which the number of
 - b) members of the Board of Directors is reduced by more than one third;
 - c) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;
- 5. At the nearest meeting, the General Meeting of Shareholders will elect a new member to replace the dismissed member of the Board of Directors.
- 6. Members of the Board of Directors may be dismissed according to resolutions of the General Meeting of Shareholders for any reason. For further clarification, the removal and dismissal of any Member of the Board of Directors will be approved if it is agreed by shareholders representing more than fifty percent (50%) of the total number of eligible votes of all shareholders attending the meeting or in accordance with the laws or the Charter.

Article 10. Method for election, dismissal and discharge of members of the Board of Directors

- 1. A Shareholder or a group of Shareholders owning more than ten percent (10%) of the total common shares has rights to accumulate the voting rights to nominate candidates to the Board of Directors. A Shareholder or group of Shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% is entitled to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 60% is entitled to nominate up to five (05) candidates; from 60% to less than 70% to nominate up to six (06) candidates; from 70% to less than 80% to nominate up to seven (07) candidates; from 80% or more to nominate sufficient number of candidates for the Board of Directors.
- 2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate more candidates.
- 3. The election of members of the Board of Directors is conducted by the normal voting method. Accordingly, each Shareholder has a total number of votes corresponding to the total number of shares he/ she represents (including shares he/ she owns and / or is authorized); each vote for a candidate is one vote and each Shareholder has the right to use all of his votes or not to use any number of votes to elect candidates; The number of votes used in the previous vote does not affect the number of votes used in the next voting. Shareholders have the right to vote for themselves if they are named in the list of candidates recorded in the ballot paper.
- 4. The elected BoD members are determined on the basis of the number of votes from high to low, starting from the candidate with the highest number of votes until the number of

members is sufficient as specified in the Charter. The elected person is not required to have more than fifty percent (50%) of the total number of votes of all Shareholders participating in the voting. In case there are two (02) or more candidates achieving the same number of votes for the last member of the Board of Directors, the re-election will be conducted among the candidates with the same number of votes.

5. The election, dismissal, and discharge of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with the voting principle.

Article 11. Notice of election, dismissal and discharge of BoD members

1. If the candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days on website before the opening date of the General Meeting of Shareholders so that shareholders may know about these candidates before voting. Candidates for the Board of Directors must commit in written the truthfulness and accuracy of their information and commit to perform their duties honestly, carefully and for the highest interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:
 - a) Full name, date of birth;
 - b) Qualification;
 - c) Working history;
 - d) Other managerial positions (including titles of the Board of Directors of other companies);
 - e) Interests related to the Company and related parties of the Company;
 - f) Other information (if any) in accordance with the Charter;
2. The company is responsible for disclosing information about the companies in which the candidate holds the position as member of the Board of Directors and other managerial positions and interests related to the candidate (if any).
3. The announcement of the results of the election, dismissal or discharge of members of the Board of Directors shall comply with the regulations guiding information disclosure.

CHAPTER III BOARD OF DIRECTORS

Article 12: Rights and obligations of the Board of Directors

Rights and obligations of the Board of Directors are regulated by laws, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

1. Decide the strategies, medium-term development plan and annual business plans of the Company
2. Determine the operational objectives on the basis of the strategic goals approved by the General Meeting of Shareholders;
3. Appoint, dismiss, sign contract, terminate contract with the Chief Executive Officer, members of the Executive Board and decide their salaries;
4. Supervise, direct the Chief Executive Officer and the Executive Board ;

5. Resolve complaints against members of the Board of Directors as well as decide on the selection of a representative of the Company to resolve issues related to legal procedures concerning such members;
6. Decide the organizational structure of the Company, the establishment of subsidiaries, establishment of branches, representative offices, appointment and dismissal of the Director and positions equivalent to the positions of members of the Board of Executives in subsidiaries, branches and representative offices, and decide their salaries.
7. Propose a reorganization, dissolution of the Company, or request for bankruptcy;
8. Decide the internal regulations on corporate governance after being approved by the General Meeting of Shareholders to protect Shareholders' interests and other regulations on Company's operations;
9. Approve the agenda, content of GMS documents, convene a General Meeting of Shareholders or collect opinions for the GMS to approve a decision;
10. Propose the dividends; decide the time and procedures for paying dividends or settling business losses;
11. Propose types of shares to be issued and the total number of shares to be issued for each type;
12. Propose the issuance of convertible bonds and warrant-linked bonds;
13. Decide on offering prices of stocks and bonds;
14. Submit the annual audited financial statements and governance reports of the Company to the General Meeting of Shareholders;
15. Report to the General Meeting of Shareholders the appointment of the Chief Executive Officer
16. Implement tasks authorized/delegated by the General Meeting of Shareholders;
17. Establish sub-committees under the Board of Directors;
18. Approve contracts of purchase, sale, borrowings, lending and others with a value of/ or more than 35% of the total asset value recorded in the company's latest financial statements, except contracts, transactions under the authority of the General Meeting of Shareholders;
19. Prevent and resolve conflicts that may arise between Shareholders and the Company. The Board of Directors may appoint officer to implement necessary systems or set up a specialized department to resolve conflicts within the Company or serve this purpose;
20. Approve transactions, investments outside the scope of business and financial plans submitted by the Chief Executive Officer and / or the Board of Executives;
21. The Board of Directors has the right to veto the decisions of the Chief Executive Officer and / or the Board of Executives in carrying out any normative activity in the condition that such veto has its basis;
22. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the case specified at Point d, Clause 2, Article 138 and Clause 1, Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the BOD decide the implementation, amendment and cancellation of the Company's contracts;
23. Appoint and discharge commercial representatives and Lawyers of the Company;

24. Approve borrowings and the performance of mortgages, warranties, guarantees and compensation by the Company;
25. Approve the purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad, appoint an authorized representative to participate in the Board of Members or the General Meeting of Shareholders in another company, and decide the remuneration and other benefits of such persons;
26. Approve the valuation of non-monetary assets contributed to the Company in the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-how technology;
27. Approve the redemption or withdrawal of no more than 10% of the total shares of each class offered within twelve (12) months;
28. Approve the decision on the price for redemption or withdrawal of Company's shares;
29. Approve the business issues or transactions that require the approval from BOD within the scope of powers and responsibilities;
30. Decide other forms of raising capital;
31. Elect, dismiss or discharge the Chairman of the Board of Directors;
32. Report on activities of the Board of Directors at the Annual General Meeting of Shareholders;
33. Monitor and prevent conflicts of interest of Members of Board of Directors, Supervisory Board, Board of Executives and other managers, including misuse of Company assets and misuse of transactions with related parties;
34. Decide to sell unsold shares within the number of authorized shares of each class; decide to raise more capital in other forms;
35. Decide on investment plans and investment projects within the competence and limit according to the provisions of law;
36. Decide on market development, marketing and technology solutions;
37. Other rights and obligations as prescribed at the Charter, the Enterprise Law, the Securities Law and other laws.

Article 13: Duties and rights of the Board of Directors in approving and signing transaction contracts

1. Board of Directors approves contracts, transactions with value less than 35% or transactions resulting in total transaction value arising within 12 months from the date of the first transaction with total transaction value less than 35% of total asset value recorded in the latest financial statement between the Company and one of the following subjects:
 - Members of the Board of Directors, members of Supervisory Board, the Chief executive Officer, other managers and their related persons;
 - Shareholders, authorized representatives of shareholder owning more than 10% of the total common shares of the Company and their related persons;
 - Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Company who signs the contract or transaction must notify the members of the Board of Directors, members of the Supervisory Board about the

subjects related to that contract or transaction and supply the draft of contract or principal content of the transaction. The Board of Directors shall decide the approval for the contract or transaction within 15 days from the date of receiving the notice, unless a different time period is provided in the Company Charter; BoD members who have interests related to the contracts, transactions' parties have no right to vote.

Article 14: Responsibility of the Board of Directors to convene extraordinary GMS

1. The Board of Directors shall convene an extraordinary GMS in the following cases:
 - a) It is considered necessary for the Company's interests by the Board of Directors;
 - b) The remaining number of Board of Directors or Supervisory Board is smaller than the minimum number prescribed by law;
 - c) It is requested by the shareholder or group of shareholders that owns from 5% of ordinary shares; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
 - d) It is requested by the Supervisory Board;
 - e) Other cases prescribed by law and the Company's Charter.

2. Convening the extraordinary GMS

The Board of Directors must convene the GMS within 30 days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors or of the Supervisory Board is less than the minimum member as prescribed in the Company Charter or upon receipt of a request from the Supervisory Board;

3. The person who convenes the GMS shall perform the following tasks:
 - a) Make the list of shareholders entitled to attend the meeting;
 - b) Provide information and settle complaints relevant to the list of shareholders;
 - c) Prepare the meeting agenda and contents;
 - d) Prepare meeting documents;
 - e) Draft the resolution of the GMS according to the meeting contents; prepare the list of candidates and their details in case of election of members of the Board of Directors and the Supervisory Board;
 - f) Determine the meeting time and venue;
 - g) Send invitations to the shareholders entitled to attend the meeting in accordance with the Law on Enterprises;
 - h) Other tasks for the meeting.

Article 15. Subcommittees of the Board of Directors

- a) The Board of Directors can establish its subcommittees (committees) to perform its functions and duties in certain fields / activities.
- b) Members of a subcommittee may include of one or more BoD members and one or more outside members elected, appointed or dismissed by the Board of Directors.
- c) The organizational structures, scope of activities, rights and responsibilities of subcommittees will be stipulated by the Board of Directors under its the scope of rights and responsibilities.

- d) Subcommittees operate and make decisions collectively. A decision of the subcommittee is passed if over 50% of total subcommittee members approve. In case the number of support members is equal to the number of protesting members, the final decision shall be made by the opinion of the Committee Chairman. The members who opposes the decision has the right to reserve the opinion.
- e) The Subcommittee approves the decision by meeting and voting or collecting written opinions. Members can present their views on an issue by sending e-mails to other members or to the Committee Chairman. The Chairman of the Subcommittee shall issue the final decision based on the result of voting or collecting opinions (with enough approval).
- f) A decision of the Subcommittee is also considered valid and enforceable when it is signed by more than a half of the members of the Subcommittee to confirm the consent for that decision.
- g) If the issuance of any decision of the Subcommittee are contrary to Board of Directors' regulations, GMS' Resolutions and not under the authority that causes damage to the Company, the members who have approved this issuance will be jointly responsible for such loss.
- h) The Investment Committee is a division directly under the Board of Directors, including the individuals selected and elected by the Board of Directors according to the Resolution of the Board of Directors to implement investment decisions of the Company.
- i) The Risk Management Committee is a division directly under the Board of Directors, including the Chairman of the Board of Directors and the Chief Executive Officer.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16: Meetings of the Board of Directors

1. The Board of Directors has a periodic meeting right after the AGM and at least once (01) each quarter or any extraordinary meeting when necessary to decide matters under the authority of the Board of Directors.
2. The Chairman of the Board of Directors shall convene a periodic or extraordinary meeting of the Board of Directors. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) days from the date of receipt of a written request (clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors) of one of the following subjects:
 - Requested by the Supervisory Board;
 - Requested by Chief Executive Office or at least 03 managers;
 - The meeting is requested by at least 02 members of the Board of Directors;
 - Requested by independent members of the Board of Directors;
 - A request from the independent auditing company who is auditing the financial statements of the Company. The Boad Chairman shall convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company; and

- Other cases according to the provisions of Vietnamese laws.
3. If the Chairman fails to convene a meeting as requested, the Chairman shall be responsible for any damage to the Company; the proposer has the right to replace the Chairman to convene a meeting.
 4. The Chairman or the person who convenes the meeting of the Board of Directors shall send all members and participants invitations at least three (03) working days before the meeting. The invitation shall specify the meeting time, venue, agenda, issues to be discussed and documents. The invitations shall be sent together with documents and voting ballot.
 5. The BoD meetings' invitations must be sent by post, facsimile, email or other methods guaranteed to reach the contact addresses of all members.
 6. When necessary, the Chairman of the Board of Directors or the convener must send the invitations together with the enclosed documents to all Supervisors in the same manner as to the members of the Board of Directors. Supervisors have the rights to attend meetings of the Board of Directors and discuss but not to vote.
 7. A member of the Board of Directors has the right to appoint an authorized representative on behalf of him/her to attend and vote at the meeting if this authorization is approved by at least half of the remaining Board Members attending the meeting.
 8. A meeting of the Board of Directors is conducted when there are at least 3/4 of members are in attendance. If the number of attending members is insufficient, the Board meeting will be reconvened for the second time within seven (07) days from the intended date of the first meeting and the second meeting will be held if more than half of the members of the Board of Directors attend the meeting.
 9. If the second meeting of the Board of Directors is not eligible, the third meeting of the Board of Directors will be reconvened within five (5) days from the intended date of the second meeting. The third meeting of the Board of Directors will be held regardless of the number of members of the Board of Directors attending the meeting.
 10. Members of the Board of Directors are considered to attend and vote at the Board meeting in the following cases:
 - (a) Members of the Board of Directors attend and directly vote at the meeting;
 - (b) A member of the Board of Directors authorizes another person to attend and vote at the meeting of the Board of Directors, if this authorization is approved by at least half of the remaining members of the Board of Directors attending the meeting;
 - (c) Members of the Board of Directors attend and vote via online conference or other similar means;
 - (d) Member of the Board of Directors sends votes to the meeting by mail, fax, or email. In case the votes are sent to the meeting by mail, the votes must be put in a sealed envelope and delivered to the Chairman of the Board of Directors at least one hour before the opening of the meeting. Votes can only be opened in the presence of all attendees.
 11. Each member of the Board of Directors will have one vote for each respective issue. The decision of the Board of Directors will be passed when it is voted for by the over fifty percent (50%) of the attending members of the Board of Directors (in the case of the in person meetings) or the over fifty percent (50%) of the members of the Board of Directors approve (in case of collecting written opinions). If the number of affirmative

and negative votes is equal, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.

12. Voting can be done by direct voting at the meeting or by collecting voting opinions in writing. A member can send his / her voting opinion to the Chairman of the Board of Directors by post, fax, email or other recordable form as voting proof.

Article 17. Minutes of meetings of the Board of Directors

1. All meetings of the Board of Directors must be minuted and may be sound recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be in a foreign language, and must include the following main contents:
 - a) The enterprise's name, headquarters address, code number;
 - b) The meeting time and venue;
 - c) Purposes, agenda and contents of the meeting;
 - d) Full name of participating members or their authorized persons and method of attending meeting; full names of absent members and reasons;
 - e) Issues discussed and voted at the meeting;
 - f) Summary of opinions of each participating member during the process of the meeting;
 - g) The voting result, indicating members who agreed, who did not agree and who abstained from voting;
 - h) Ratified issues and ratio of affirmative votes;
 - i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.
2. In case the chair or minutes taker refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Item a, b, c, d, e, f, g, h and i in Clause 1 of this Article.
3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.
4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be filed at the Company's headquarters.
5. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese, and, in English only when necessary. If the minutes are translated into any other language, the Vietnamese version will prevail in the event of any conflict with any other language.

Article 18: Resolutions of the Board of Directors

1. The Board of Directors will approve the resolution by voting at the meeting or collecting written opinions. Each Board Member has one vote.
2. A member of the Board of Directors is not allowed to vote on the contracts, transactions or proposals that such member or his/her related person has interests which conflict or may conflict with Company's interests. Such member is not counted in the quorum for the BoDs' meeting on decisions that such member is not entitled to vote on.
3. When an issue related to the interests or voting rights of a Member of the Board of Directors arises at the meeting but that member does not voluntarily give up the voting right for this issue, the chairman's decision is considered as the final one, except the nature or scope of interests of the related member has not been fully disclosed;

4. Chairman of the Board of Directors is the person who signs and promulgates the BoDs' resolutions. The Board Chairman is authorized by the Board of Directors for implementation, decisions and executions according to the resolutions.
5. Resolutions of the Board of Directors were issued for the issues voted for by the Board of Directors at the meeting based on the progress of the meeting recorded in the minutes of the meeting of the Board of Directors.
6. The resolution of the Board of Directors shall be passed when it is agreed by more than half of the Board Members attending the meeting (if voting in a meeting) or more than half of the Board Members (if voting by collecting written opinion). If the resolution of the Board of Directors is approved by only half of the Board members attending the meeting (if voting at the meeting), the final decision belongs to the Chairman.
7. A resolution of the Board of Directors is also considered valid and effective for implementation when signed to confirm their consent by more than half of the Board Members.

CHAPTER V REPORTS AND DISCLOSURE OF INTERESTS

Article 19: Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:

- a) The Company's business result report;
- b) The financial statements;
- c) The report on management and administration of the Company;
- d) Assessment report by the Supervisory Board.

2. Reports mentioned in Items a, b and c Clause 1 of this Article shall be sent to the Supervisory Board for their assessment at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, Assessment report of the Supervisory Board and audit reports shall be filed at the Company's headquarters at least 10 days before the opening of the GMS. The shareholders holding the Company's shares for at least 01 consecutive years are entitled to examine the reports mentioned in this Article by themselves or together with their lawyers, accountants or auditors who have professional certificates.

Article 20. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to receive remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily remuneration. The Board of Directors shall reach the agreement on estimated remuneration of each member. The total remunerations and bonuses for the Board of Directors shall be decided by the GMS at the annual General Shareholders meetings.

3. Remunerations of each member of the Board of Directors shall be included in the Company's operating costs in accordance with regulations of law on corporate income tax, recorded in a separate item in the Company's annual financial statements and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, percentage of profit or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed the cost of accommodation, meals, traveling, and other reasonable costs incurred during the performance of given duties including the costs of attending meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may be purchased with liability insurance by the Company if this is approved by the GMS. This insurance does not cover liability related to violations against the law and the Company's Charter of Board members.

Article 21. Disclosure of Related interests

The disclosure of related interests and related persons shall comply with the following regulations:

1. BoD members should publically notify the Company their related interests, including of:

a) Name, Company codes, headoffice address, Business activities of the company they are owing, owning ratio and the time of owning that company shares;

b) Name, Company codes, headoffice address, Business activities of the company their related persons jointly own or own 10% and more of that company charter capital.

2. The disclosure stated at Clause 1 of this article should be implemented within seven (7) working days from the date related interest arises; the amendment, supplements shall be notified to the Company within seven (7) working days from the date of the respective amendment and/or supplement.

3. BoD Members who perform works under any form and in Company's business scope by themselves or on behalf of others shall do the explanation on that works with The Board of Directors. These works are only performed after approved by the majority of BoD members. If these works are performed without any notification to BoD or approval from BoD, all earnings from these works will belong to the Company.

CHAPTER VI RELATIONSHIPS OF BOARD OF DIRECTORS

Article 22. Relationship between Board members

1. The relationship between BoD members is cooperative. BoD members are responsible to inform each other on relevant issues during the execution of assigned tasks.

2. During the process of work, the BoD member who is assigned this work should be active in cooperation with other members if this issue relates to fields in other members' charge. If there are different opinions on this issue, that member will report to the Board chairman for his consideration and decision under his authority or to convene the meeting or collecting votes for this issue according to the regulations of Law, Company charter and the Regulations.

3. In case of reassignment between of members, they shall do the handover of works and related documents. The handover shall be made in writing and be reported to the chairman.

Điều 23. Relationship with the Board of Executives.

As the governing body, the BoD issues resolutions for the Chief Executives Officers and Executives' implementation and monitors the implementation of these resolutions.

Điều 24. Relationship with the Supervisory Board or audit committee

1. The relationship between BoD and Supervisory Board or Internal Audit Committee is cooperative. This relationship is based on the principle of equality and independence, of closely coordinating and supporting together during the process of implementing tasks.

2. The BoD is responsible for studying and direct relevant departments to make plans and implement the timely rectifications upon receiving minutes or reports from Supervisory Board or Audit Committee.

**CHAPTER VII
OTHER PROVISIONS**

Article 25: Implementation provisions

1. Shareholders, members of BoD, Supervisory Board, CEO, managers and employees are responsible for implementing this Regulation.
2. If any provisions of this Regulation is conflict with the provisions of the Company Charter or Law, the corresponding provisions of the charter or law shall prevail.
3. The BoD is entitled to propose the General Shareholders Meeting to approve the amendment and supplement for these Regulations to suit the law regulations and actual situation. For spelling or format errors , the BoD is entitled to correct by themselves without any approval from GMS.
4. Copies or excerpts of this Regulation are valid only when signed by the Chairman of the Board of Directors or at least two (2) members of the Board of Directors.
5. This Regulation includes 7 chapters, 25 articles shall take effect from the date passed by the GSM on 23/04/2021 and amended on 26/04/2022

ON BEHALF OF
THE BOARD OF DIRECTOR
CHAIRMAN



Nguyễn Trung Hà