REPORT ON AMENDMENTS AND SUPPLEMENTS TO INTERNAL REGULATION ON CORPORATE GOVERNANCE

(Attach to Report No. 04 on the issuance of amendments and supplements to the Internal Regulations on Corporate Governance and the establishment of subcommittees to support the operation of the Board of Directors of Thanh Thanh Cong -Bien Hoa Joint Stock Company)

The draft of Regulation on amendments and supplements in 2018 is based on the first Internal Regulations on Corporate Governance dated Nov 20th 2017. The amendments and supplements of the contents of some provisions as follows to comply with the current law and management needs and development orientation of Thanh Thanh Cong - Bien Hoa Joint Stock Company.

No	Article, Clause	Current Regulations	Draft Regulation on Amendment and Supplementation 2018	Reason for Amendment, Supplementation	Legal basis
1.	Clause 1 - Article 1	**Article 1: Scope** This Regulation prescribes the principles on management and administration of the Company to protect the legitimate rights and interests of shareholders, establish norms of behavior and ethics of members of the Board of Directors, the Board of General Directors and other executives of the Company.	Amend the first Clause 1 - Article 1 as follows: **Article 1: Scope** This Regulation prescribes the principles on management and administration of the Company	Focused on emphasizing governance principles to clarify the scope of Regulation.	
2.	Article 2	**Article 2. Applicable subjects** This Regulation shall apply in all areas and levels of management and operation of the Company.	Amend Article 2 as follows: **Article 2. Applicable subjects** Members of the Board of Directors, the General Director and other executives who are responsible for running the Company	Clarifying the object subjected the adjustment of the Regulation.	

3.	Article 3	**Article 3. Purpose** The development and issuance of this Regulation is to ensure that the Company is directed and controlled effectively for the benefit of the shareholders and the Company's stakeholders based on the principles of corporate governance principals including: 1. Ensure compliance with the provisions of the Charter of the Company and relevant laws; 2. Ensure an efficient corporate governance structure; 3. Ensure the legitimate interests of shareholders; 4. Ensure fair treatment between shareholders; 5. Ensure the role of people with interests related to the Company; 6. Transparency in the operation of the Company.	**Article 4. Corporate governance principles** The development and issuance of this Regulation is to ensure that the Company is directed and controlled effectively for the benefit of the shareholders and the Company's stakeholders based on the principles of corporate governance principals including: 1. Ensure compliance with the provisions of the Charter and relevant laws; 2. Ensure an efficient corporate governance structure; 3. Ensure the legitimate interests of shareholders; 4. Ensure fair treatment between shareholders; 5. Ensure the role of people with interests related to the Company; 6. Publicity, transparency in the operation of the Company	Transformed into Corporate Governance Principles and revised into Article 4	
4.	Point d. Clause 1 of Article 3	"Internal Audit Committee" means the internal audit committee attached to the Board of Directors of the Company as stipulated in Point b, Clause 1, Article 134 of the Enterprise Law.	Cancel	Internal Audit Board is replaced by the Audit Subcommittee	

5.	Point f - Clause 1 - Article 4	Executives including the General Director, Deputy General Director, Chief Accountant	Executives: including the General Director, Deputy General Director, Chief Accountant and other executives (if any) as stipulated in the Charter.		Clause 5 - Article 2 - Decree 71/2017
6.	Point h - Clause 1 - Article 4		Executive Board: is the term used to refer to a set of / total Executives		
7.	Point j - Clause 1 - Article 4		Enterprise manager: including members of the Board of Directors, General Director and other individuals holding managerial positions has authority on behalf of the Company to sign transactions of the Company in accordance with the Charter.		Clause 18 - Article 4 - Enterprise Law.
8.	Point j - Clause 1 - Article 1	"Independent member of the Board of Directors" is a member of the Board that meets the following conditions: i. Not a person working for the Company, a subsidiary of the Company; Not a person who has worked for the Company, its subsidiaries for at least three (03) consecutive years. ii. It is not the person who receives salary or remuneration from the Company, except for the allowances that the Board's members receive according to regulations iii. It is not the person who has spouse,		This is the content of the terms of the independent members of the Board of Directors so the transfer of the provisions of the Board's members will be more appropriate.	Clause 2- Article 151- Enterprise Law.

		father, adoptive father, mother, adoptive mother, adoptive children, adoptive children, brothers, sisters or siblings being big shareholders of the Company; is the manager of the Company or its subsidiaries. iv. Not a direct or indirect person holding at least 1% of the total number of voting shares of the Company v. Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least five (05) consecutive years.			
9.	Article 4		**Article 4. Corporate governance principles** The development and issuance of this Regulation is to ensure that the Company is directed and controlled effectively for the benefit of the shareholders and the Company's stakeholders based on the principles of corporate governance principals including: 1. Ensure compliance with the provisions of the Charter and relevant laws; 2. Ensure an efficient corporate governance structure; 3. Ensure the legitimate interests of shareholders;	Edit from purpose to Governance Principles accordingly	

			4. Ensure fair treatment between shareholders; 5. Ensure the role of people with interests related to the Company; 6. Publicity, transparency in the operation of the Company		
10.	Point a - Clause 3 - Article 5	The Company shall disclose information on closing the list of shareholders entitled to attend the meeting of the GMS at least 20 (twenty) days before the final registration date. At the same time, the Company shall report and submit all documents as a legal basis related to the final registration date to the Vietnam Securities Depository Center, the Stock Exchange, and report to the State Securities Commission.	The Company shall disclose information on closing the list of shareholders entitled to attend the meeting of the GMS at least 20 (twenty) days before the final registration date. Simultaneously, the Company shall report and submit all documents **as a legal basis** related to the final registration date **to** the Vietnam Securities Depository Center, the Stock Exchange, and report to the State Securities Commission.		197/QĐ-VSD
11.	Point a - Clause 4 - Article 5	Notice of invitation to the GMS is sent to all shareholders by way of security, and at the same time disclose information on the website of the Company and the State Securities Commission, the Stock Exchange **(if the company is a listed organization or an organization registered for trading)** for the meeting of the GMS, including the link to all the meeting documents, including: Notice of invitation, appointment of authorized representatives form , meeting agenda, voting card, list and details of candidates (if any) in the case of electing	Notice of invitation to the GMS is sent to all shareholders by way of security, and at the same time disclose information on the website of the Company and the State Securities Commission, the Stock Exchange for the meeting of the GMS, including the link to all the meeting documents, including: Notice of invitation, appointment of authorized representatives form , meeting agenda, voting card, list and details of candidates (if any) in the case of electing members of the Board of Directors; the Reference	if the company is a listed organization or an organization registered for trading => Cancel because it is no longer suitable	

		members of the Board of Directors; the Reference documents as a basis for approving decisions and draft resolutions for each issue in the agenda	documents as a basis for approving decisions and draft resolutions for each issue in the agenda **Meeting documents must be posted and updated (if any)amendments and supplements until the end of the GMS**		
12.	Point b - Clause 4 - Article 5	Notice of invitation to the GMS must be sent at least 10 (ten) days prior to the date of the GMS**(from the date the notice is sent or duly transferred, paid or mailed**).	Notice of invitation to the GMS must be sent by the **guarantee method** of reaching shareholders' contact information and disclosure at least 10 (ten) days prior to the date of the GMS	As if specify as formerly, it must determine how is valid, the refund will be charged monthly or quarterly. Dropping a letter to mailbox that does not have a basis for confirmation. Therefore only the letter sent by the guarantee method through the delivery unit will be considered valid, will be more appropriate to the actual situation.	
13.	Point c - Clause 4 - Article 5	**The agenda for the General Meeting of Shareholders, the documents related to the issues to be voted at the General Meeting shall be posted on the Company's website**, whereby the notice of invitation to the meeting must clearly state the place and manner of downloading documents to the shareholders to access.	**All meeting documents are posted on the Company's website,** whereby the notice of invitation must be specified where and how to download the documents for shareholders to access.	Use the phrase "all meeting materials" instead of the old content "meeting agenda, relevant documents ..." but still ensure the old contents	

14.	Clause 2 - Article 6	If a shareholder can not attend the General Meeting of Shareholders, he / she can authorize another person to attend. Authorization of the representative to attend the General Meeting of Shareholders must be made in writing in the Company's form (attached to the invitation letter or get**on the Company's website**). Persons authorized to attend the meeting must submit the written authorization (the original) to the Company before attending the General Meeting of Shareholders.	If a shareholder can not attend the General Meeting of Shareholders, he / she can authorize another person to attend. Authorization of the representative to attend the General Meeting of Shareholders must be made in writing in the Company's form (attached to the invitation letter or download from **the Company's website**). The person authorized to attend the meeting must present the written authorization (original) to the Company before attending the General Meeting of Shareholders.	Using the word "download" will be more appropriate than "get" as this is spoken.	
15.	Title of Article 8	**Minutes of the General Meeting of Shareholders.**	Minutes of the Meeting and Resolution of the GMS.	Renamed by the integration of information content of the Resolution of the General Meeting of Shareholders	
16.	Clause 2 - Article 8	The GMS must be recorded in writing and may be recorded and stored in other electronic form **The minutes must be in Vietnamese** and have the following main contents:	The GMS must be recorded in writing and may be recorded and stored in other electronic form **The minutes must be made in Vietnamese and may be made in foreign languages** with the following main contents:	Use the language when the information is distributed to Minutes and Resolution in foreign languages.	Clause 4, Article 3 - Circular 155
17.	Clause 3 - Article 81	Minutes of the General Meeting of Shareholders. a. The minutes of the General Meeting of	Minutes of the General Meeting of Shareholders. a. The minutes of the General Meeting	- Cancellation "The chair and secretary are responsible for the	

		Shareholders must be prepared and approved before the end of the meeting. **The chair and secretary of the meeting shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.** b. The chair and secretary are responsible for the accuracy and truthfulness of the minutes of the meeting. c. Meeting minutes, resolutions of the General Meeting of Shareholders must be published on the website of the Company within twenty four (24) hours from the approval.	of Shareholders must be prepared and approved before the end of the meeting. b. The chair and secretary are responsible for the accuracy and truthfulness of the minutes of the meeting.	accuracy and truthfulness of the minutes of the meeting." for the duplication in Clause b - The content transfered in Clause 5 of the Draft, because this content should only talk about the Meeting Minutes will be more appropriate.	
18.	Clause 4 - Article 81		Meeting minutes, Resolutions of the General Meeting of Shareholders is made in Vietnamese and foreign languages are equally effective. In case of differences in content between the minutes in Vietnamese and foreign languages, the content of the meeting minutes and the resolution of the General Meeting of Shareholders in Vietnamese shall be prioritized.	Additional	
19.	Clause 5 - Article 81		Meeting minutes, resolutions of the General Meeting of Shareholders must be published on the website of the Company within 24 (twenty four) hours from the	Amendment and supplement from Point c - Clause 3 - Article 8 of the	Circular 155

			approval.	Current Regulation	
20.	Clause 8 - Article 9	**Article 9. Order and procedures for gathering written opinions of the GMS** **Feedback cards sent to the Company must be in a sealed envelope and no one shall be entitled to open it before counting votes;** Feedback cards sent to the Company after the defined deadline specified in the feedback cards or opened in the case of sending a letter and being disclosed in the case of sending a fax or email invalidly; Feedback cards are not sent to be considered as not participating in voting.	**Article 9. Order and procedures for gathering written opinions of the GMS** Feedback cards sent to the Company after the defined deadline specified in the feedback cards or opened in the case of sending a letter and being disclosed in the case of sending a fax or email invalidly; Feedback cards are not sent to be considered as not participating in voting.	Cancellation for the duplication at Point a - Clause 7	
21.	Clause 10 - Article 9	**Article 9. Order and procedures for gathering written opinions of the GMS** Resolutions and minutes of votes counting must be disclosed (on the website of the Company, the State Securities Commission, Stock Exchange) within 24 (twenty four) hours from approving the Resolution of the GMS. **The vote counting minutes will be posted on the Company's website within twenty four (24) hours from the end of the counting.**	**Article 9. Order and procedures for gathering written opinions of the GMS** Resolutions and minutes of votes counting must be disclosed (on the website of the Company, the State Securities Commission, Stock Exchange) within 24 (twenty four) hours from approving the Resolution of the GMS.	Cancellation for the duplication	
22.	Clause 13 - Article 9		**Article 9. Order and procedures for gathering written opinions of the GMS** Resolution of the General Meeting of	Additional	Clause 5 - Article 144 Enterprise

			Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed. In case the company has an electronic website, sending the resolution may be replaced by posting on the website of the company.		Law
23.	Article 10	**Article 10. Announcing the resolution of the General Meeting of Shareholders to the public** The Company is responsible for announcing the resolutions of the General Meeting of Shareholders to the public in accordance with the regulations of the State Securities Commission, the Stock Exchange and the regulations of the law.		Incorporated in Clause 5 of Article 8	
24.	Article 13	**Article 13. Membership of Board of Directors** 1. The criteria and conditions are the members of the Board of Directors: a. Have full capacity for civil acts, not falling under the scope of enterprises management as provided in Clause 2, Article 18 of the Enterprise Law. b. Qualified and experienced in the business management of the company and not necessarily as a shareholder of the Company, unless otherwise	**Article 12. Membership of Board of Directors** 1. The criteria and conditions are the members of the Board of Directors: a. Have full capacity for civil acts, not falling under the scope of enterprises management as provided in Clause 2, Article 18 of the Enterprise Law. b. Qualified and experienced in the business management of the company and not necessarily as a		Decree 71/2017

		stipulated by the Charter of the Company. 2. A member of the Board may also be a member of the Board of another company The Chairman of the Board of Directors can not concurrently hold the position of General Director of the Company unless the concurrent appointment is approved at the Annual General Meeting of Shareholders.	shareholder of the Company, unless otherwise stipulated by the Charter **c. A member of the Board may also be a member of the Board of another company As of August 1st, 2019, a member of the Board of Directors must not concurrently be a member of the Board of Directors at more than five (05) other companies.** **2. Apart from the criteria and conditions specified in Clause 1 of this Article, independent members of the Board of Directors must satisfy the following additional criteria and conditions:** **a. Not a person working for the Company, a subsidiary of the Company; Not a person who has worked for the Company, its subsidiaries for at least three (03) consecutive years.** **b. It is not the person who receives salary or remuneration from the Company, except for the allowances that the Board's members receive according to regulations.** **c. It is not the person who has spouse, father, adoptive father,**		

			mother, adoptive mother, adoptive children, adoptive children, brothers, sisters or siblings being big shareholders of the Company; is the manager of the Company or its subsidiaries. **d. Not a direct or indirect person holding at least 1% of the total number of voting shares of the Company.** **e. Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least five (05) consecutive years.** 3. The Chairman of the Board of Directors can not concurrently hold the position of General Director of the Company unless the concurrent appointment is approved at the Annual General Meeting of Shareholders **As of August 1st, 2020, the Chairman of the Board of Directors can not concurrently hold the position of General Director of the Company.**		
25.	Clause 1 - Article 14	**Article 14. How to nominate and elect members of Board of Directors** **1. How to nominate and elect members of Board of Directors**	**Article 13. How to nominate and elect members of Board of Directors** **1. Nomination and election for members in Board of Directors are as**	Point a: Specify time to ensure candidates are better prepared, avoid nomination on the opening day of the	

		a. Shareholders, groups of shareholders satisfying the conditions stipulated in the Charter and the law have the right to gross the voting rights of each person together to nominate candidates for the members of the Board. b. **In cases where the number of candidates for the Board of Directors is not enough, the Board of Directors may nominate more candidates or nominate candidates according to the mechanism proposed by the current Board of Directors** Mechanism of **Nomination or dismissal for the current Board of Directors nominating candidates for the Board of Directors is clearly announced and** approved by the General Meeting of Shareholders before nomination. . c. Where the candidate has been identified, information relating to the candidates for the Board is published at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can find out about the candidates. This **candidate must have a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and commit to perform the task honestly, loyal, prudent and in the best interests**	**follows:** a. Shareholders, groups of shareholders satisfying the **conditions stipulated in the Charter has the right to nominate candidates for the Board of Directors and must notify the nomination to the Board of Directors no later than 03 (three) working days before the opening of the GSM.** b. **Based on the number of Board's members in accordance with the decision of the GSM, the shareholder or group of shareholders stipulated in point a, clause 1 (a) of this Article shall be entitled to nominate one or several candidates for the Board of Directors but not exceeding the maximum nominated by the Charter. In cases where the number of candidates for the Board of Directors is not enough, the Board of Directors may nominate more candidates or nominate candidates** according to the mechanism proposed by the current Board of Directors and be approved by the GSM before the nomination. c. Information relating to the candidates of the Board of Directors (in case the candidate has been identified) shall be	General Meeting of Shareholders	

		of the Company if elected as a member of the Board. Information regarding minimum published candidates for the Board of Directors includes: - **Full name, date of birth** - **Qualification;** - **Working process;** - Other information (if any) as stipulated in the Company Charter.	announced at least 10 (ten) days before the opening date of the GSM on the Company's website for the shareholders to find out about these candidates before voting Information regarding minimum published candidates for the Board of Directors includes: i. Full name, date of birth ii. Qualification. iii. Working process. **iv. The names of the companies in which the candidate holds the position of member of the Board of Directors and other managerial positions** **v. Evaluation report on the contribution of the candidate to the Company, if the candidate is currently a member of the Board of Directors.** **vi. Benefits related to the Company (if any).** vii. Other information (if any). d. **BOD candidates have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform their duties**		

			honestly if elected as a member of the Board.		
26.	Article 16	**Article 16. Announcement for election, dismissal, removal of members of the Board of Directors** The election, dismissal and dismissal of members of the Board of Directors must be disclosed in **accordance with the law on securities and securities market.**	**Article 15. Announcement for election, dismissal, removal of members of the Board of Directors** The election, dismissal or removal of members of the Board of Directors must be disclosed in **accordance with the law and regulations of the Company.**	Specify in general, avoid changing the Law and do not need to adjust the regulation	
27.	Points a and b - Clause 2 - Article 18	**Article 18. Conditions for voting and voting method at the meeting of the Board of Directors** **2. Voting method and passing resolution of the Board of Directors:** **a.** Each member of the Board or authorized person presents at the meeting of the Board of Directors shall have one vote. The Board of Directors approves the decisions and issues resolutions at the meeting based on the approval of the majority of the Board members present (**over 50%**). **Where the votes of approval and disapproval are equal, the vote of the Chairman is the decision.** b. Decisions adopted during a telephone conference are organized and proceeded validly at the end of the meeting, **but**	**Article 17. Conditions for voting and voting method at the meeting of the Board of Directors** **2. Voting method and passing resolution of the Board of Directors:** **a.** Each member of the Board or authorized person presents at the meeting of the Board of Directors shall have one vote. The Board of Directors approves the decisions and issues resolutions at the meeting based on the approval of the majority of the Board members present **(over 51%**). **Where the votes of approval and disapproval are equal, the final decision shall belong to the side with the Chairman's opinion.** b. Decisions adopted during a telephone conference are organized and	Change from> 50% to> 51% to represent a clearer ratio in voting	Basic is to fix Point b in Clause1 - Article 154 Enterpise Law

		must be affirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.	proceeded validly at the end of the meeting		
28.	Clauses 1,2,3 - Article 19	**Article 19. The Meeting minutes and resolutions of the Board of Directors** 1. The Chairman of the Board is responsible for passing the meeting minutes of the Board of Director to members and the minutes as evidence of the work done at those meetings, unless there are objections to the contents of the minutes of the meeting. 10 (ten) days after the transfer. Meeting Minutes of Board of Directors are made in Vietnamese and English, signed by the Chairperson and the recorder 2. If the resolutions of the Board of Directors have been approved in accordance with point b clause 2 of Article 18 of these Regulations, but the member or the representative of the member of the Board of Directors refuses to sign the minutes of the Board of Directors, the signature of their attendance is considered to be their signature at the meeting minutes.	**Article 18. The Meeting minutes and resolutions of the Board of Directors** 1. The secretary of the Board is also the person who recorded the meeting minutes of the Board of Directors. The secretary records the progress of the Board meeting in a sufficient, detailed and clear manner and can record the meeting to ensure the accuracy of the content, progress and results of the meeting. 2. The Chairman of the Board is responsible for passing the meeting minutes of the Board of Director to members and the minutes as evidence of the work done at those meetings, unless there are objections to the contents of the minutes of the meeting 10 (ten) days after the transfer. 3. Meeting Minutes of Board of Directors are made in Vietnamese and English, signed by the Chairperson and the recorder. In the event that the minutes of the meeting differ between Vietnamese and English, the Vietnamese version shall be prevailed.	Confirming that the Secretary of the Board of Directors is the Person in charge of Corporate governance. Supplement the minutes are recorded in English	

29.	Article 20	1. The composition, structure and standards of Audit Subcommittee (a) Audit Subcommittee has 3 members, the specific number of Audit Subcommittee is decided by the Board of Directors. (b) The component of the Audit Subcommittee has at least one (01) person holding diplomas, certificates or experience related to finance, accounting or auditing. (c) Members of the Audit Subcommittee are appointed by the Board of Directors and can be re-appointed without restriction. The Board of Directors appoints one person to be the Chief of Audit Subcommittee 2. Criteria for members of Audit Subcommittee (d) Have full civil act capacity; (e) Have professional qualifications and experience in business management of the Company and not necessarily being a shareholder of the Company. 3. Members of Internal Audit Committee are dismissed in the following cases: (a) No longer eligible to be a member		Remove and replace by Audit subcommittee. The Company issues the Regulation on Organization and Operation of the Audit Subcommittee.	

		of the Internal Audit Committee or banned by the law from being a member of the Internal Audit Committee; (b) Have application for resignation and approved by the Board of Directors; (c) As decided by the Board of Directors; 4. Rights and obligations of the Internal Audit Committee a. At the request of a shareholder or a group of shareholders as stipulated in Clause 3 Article 11 of the Charter of the Company, carry out and conduct the inspection within seven (7) working days from the date of receipt of the request. . Within fifteen (15) working days from the date of completion of the inspection, the Internal Audit Committee shall have to report the matters to be inspected to the Board of Directors and the shareholder or group of shareholders. The inspection of the Internal Audit Committee specified in this Clause shall not obstruct the normal operation of the Board of Directors, without interrupting the management of the Company's			

		business operations; b. When the General Director is found to be in breach of the obligations of the manager of the Company as stipulated in Article 160 of the Enterprise Law, Articles 34 and 35 of the Charter of the Company, must request the person committing the breach to immediately stop the breach. Also send a written notice to the Board of Directors within 48 hours for the Board of Directors to issue a decision on handling; c. Examine the rationality, legality, truthfulness and level of prudence in the management and administration of business activities; systematic, consistency and appropriateness of the accounting work, statistics and financial reporting; d. Review accounting books and other documents of the Company, the management and operation of the Company in accordance with the decision of the Board of Directors or at the request of the shareholder or group of shareholders is stipulated in Clause 3 of Article 11 of the Company Charter; e. Recommend the Board of Directors			

		measures to amend, supplement, improve the organizational structure of management and operation of the company; f. Verify the completeness, legality and truthfulness of the company's business and financial reports, annually, six-month and quarterly of the Company. Prepare the content of this appraisal in the report of the Board of Directors to the General Meeting of Shareholders at the annual meeting. g. Take responsibility for internal auditing activities of the Company. h. In the accounting and auditing activities of the Company: - Propose the selection of an independent auditing company, auditing fee and related matters for the Board of Directors to the General Meeting of Shareholders for approval in accordance with the Charter of the Company; - Discuss with the independent auditor the nature and scope of the audit before starting the audit; - Discuss issues and difficulties found in the mid-term or final			

		audit results, as well as any matters that the independent auditor wishes to discuss; - Review the management letter of the independent auditor; - Monitor independence and objectiveness of the independent audit. i. Have the right to use independent consultants to perform assigned tasks. j. Have the right to attend and discuss at the meeting of the Board of Directors and other meetings of the Company if invited, participated in discussions but not have the right to vote. k. The General Director and other executives must provide all information and documents related to the Company's activities as required by the SC. l. Comply with the regulations of the Board of Directors and be responsible to the Internal Audit Committee. 5. Meetings, operating expenses of the Internal Audit Committee a. The Board of Directors may issue			

		regulations on the meeting of the Internal Audit Committee and the manner of operation of the Internal Audit Committee The Internal Audit Committee must meet at least once a quarter and the meeting shall be held when two thirds of the members of the Internal Audit Committee are present at the meeting and the decision is approved by a majority vote of the members. b. Operation expenses of the Internal Audit Committee - The salary and other operating expenses (if any) of the Internal Audit Committee members will be decided by the Board of Directors in accordance with the labor law and internal regulations of the Company. - The Internal Audit Committee members are paid for the cost of meals, accommodation, travel, and the cost of using independent consultancy services at reasonable rates. Total salary and expenses do not exceed the total annual operating budget of the Internal Audit Committee approved by the Board of Directors unless otherwise			

		decided by the Board of Directors; - Salaries and operating expenses of the Internal Audit Committee shall be included in the costs of production and business activities of the Company in accordance with the law.			
30.	Article 21	**Article 21. Subcommittees of the Board of Directors** 1. The Board may set up sub-committees to support the activities of the Board of Directors such as **Human Resources Subcommittee, Salary and Reward Subcommittee and other subcommittees.** The Board of Directors may appoint one independent member of the Board of Directors as the **Heads** of **Human Resources Subcommittee, Salary and Reward Subcommittee** the establishment of subcommittees must be approved by the General Meeting of Shareholders. 2. In the **absence of Human Resources Subcommittee, Salary and Reward Subcommittee**, the Board of Directors may assign independent members to assist the Board of Directors in human resources, salary and reward activities.	**Article 19. Subcommittees of the Board of Directors** 1. The Board of Directors may set up subcommittees to support the activities of the Board of Directors, **such as the Human Resources Subcommittee, the Strategy Subcommittee, the Audit Subcommittee** and other subcommittees. The Board of Directors appoints one member of the Board **of** Directors as the **Head of the Human Resources Subcommittee** the establishment of subcommittees must be approved by the General Meeting of Shareholders. 2. In the **absence of Human Resources Subcommittee,** the Board of Directors may assign independent members to assist the Board of Directors in human resources, salary		

			and reward activities.		
31.	Article 22	**Article 22. Secretary of the Company is in charge of corporate governance** 1. The Board of Directors will appoint **one (or many)** corporate secretaries who will **be in charge of corporate governance to support effective corporate governance**. The term of the secretary in charge of corporate governance is decided by the Board of Directors which shall be a maximum of five (05) years. 2. The company secretary must be a person who is knowledgeable in law and may not concurrently work for an independent auditor who is auditing the financial statements of the Company. 3. The secretary of the Company in charge of corporate governance has the following rights and obligations: a. Advise the Board on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Company and its shareholders b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors; c. Advise on the procedures of meetings	**Article 20. Secretary of the Board of Directors** 1. Secretary of the Board of Directors is appointed by the Board of Directors and is also the person in charge of the Company. The term of the Secretary shall be decided by the Board of Directors, not exceeding five (05) years. 2. The secretary of the Board of Directors who is in charge of corporate governance must be a person who is knowledgeable in law and may not concurrently work for an independent auditor who is auditing the financial statements of the Company. 3. The secretary of the Board of Directors in charge of corporate governance has the following rights and obligations a. Advise the Board on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Company and its shareholders b. Prepare meetings of the Board of Directors and the General Meeting		

		d. Attending meetings; e. Advising on procedures for resolving resolutions of the Board of Director in accordance with the law; f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors; g. Supervise and report to the Board of Directors about disclosure of information of the Company; h. Make confidentiality of information in accordance with the provisions of law and the Charter of the Company; i. Other rights and obligations in Clause 5, Article 152 of the Enterprise Law **4. The Board of Directors may dismiss the Company Secretary in charge of corporate governance when necessary, but not in contravention of current labor laws.** **5. Notice of appointment and dismissal of the Company Secretary in charge of corporate governance shall comply with the provisions of law.**	of Shareholders as required by the Board of Directors; c. Advise on the procedures of meetings and attending meetings; d. Advise on procedures for resolving resolutions of the Board in accordance with the law; e. Advise the Board of Directors on legal issues and compliance issues related to the activities of the Board. f. Provide financial information, copies of minutes of meetings of the Board of Directors, other information for members of Board of Directors and members of subcommittees under Board of Directors; g. Supervise and report to the Board of Directors about disclosure of information of the Company; h. Make confidentiality of information in accordance with the laws and regulations; i. Other rights and obligations in accordance with the law and the Charter. **4. Appointment, dismissal of the Secretary of the Board of Directors**		

			in charge of corporate governance in accordance with the law.		
32.	Clause 1 - Article 23	**Article 23. Criteria for membership of the Executive Board** The Executive Board consists of the General Director (), Deputy General Directors, Chief Accountant and other executives (if any).		Take Clause 1 of the Current Regulation to the Definitions	
33.	Clause 5 - Article 23	**Executives** of the Company must meet the specific standards corresponding to each position appointed by the Company, with the ability to implement and the necessary diligence to run **the activities and organizations** of the Company to achieve the goals set out.	**Other executives of** the Company must meet the specific standards corresponding to each position appointed by the Company, with the ability to implement and the necessary diligence to run **the activities and organizations** of the Company to achieve the goals set out.		
34.	Clause 1 - Article 24	**Article 24. Order and procedures for appointment, dismissal or removal for members of the Executive Board:** 1. Order and procedures for appointing members of the Executive Board: a. The Board of Directors selects and appoints the General Director for a term of no more than 05 and reports to the nearest General Meeting of Shareholders on the appointment. b. The Board of Directors selects and appoints Deputy General Director, Chief Accountant and other	**Article 22. Order and procedures for appointment, dismissal or removal** 1. Order and procedures for appointing members of the Executive Board: a. The Board of Directors appoints the General Director for a term of no more than five (5) years, **based on the written nomination of the Human resources Sub-Committee** and shall report to the nearest General Meeting of Shareholders on this appointment.		

		Executives proposed by the General Director and **evaluation** of Human resources subcommittee of the Board (if any). c. The General Director selects and appoints another Executives who is not within the authority of the Board of Directors. d. **Salary, benefits and other terms in the labor contract for the General Director decided by the Board of Directors and the labor contract with the** Chief Accountant and other executives appointed by the Board of Directors and will be decided by the Board of Directors after consultation with the General Director. Information about the salary, benefits, and interests of the General Director should be reported to the Annual General Meeting of Shareholders and stated in the Annual Report of the Company. e. The General Director determines the salary, benefits and other terms in the labor contract to other executives not within the authority of the Board of Directors.	b. The Board of Directors selects and appoints other Executives as proposed by the General Director and **based on the advice** of the Board of Directors (if any). c. The CEO selects and appoints other executives who are not within the authority of the Human resources Sub-Committee **(if any).** d. **Salary, benefits and other terms in the labor contract for the General Director decided by the Board of Directors and the labor contract with the other executives appointed by the Board of Directors and will be decided by the Board of Directors after consultation with the General Director.** Information about the salary, benefits, and interests of the General Director should be reported to the Annual General Meeting of Shareholders and stated in the Annual Report of the Company. e. The General Director determines the salary, benefits and other terms in the labor contract to other executives who do not fall under the authority of the Board of Directors **(if any).**		

35.	Point b - Clause 3 - Article 24	The appointment, dismissal or removal of the General Director must be disclosed in **accordance with the law on securities and securities market.**	The appointment, removal and dismissal of the General Director must be disclosed in **accordance with the law.**	Make modification to avoid the change of laws do not need to adjust the rules.	
36.	Clause 1 - Article 28	**Article 28. Convocation of the Board of Directors at the request of the General Director and other executives** 1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases when one of the following subjects so requests in writing stating the purpose of the meeting, matters to be discussed: a. The General Director or at least five (05) other executives; b. Independent member of Board of Directors; c. At least two (02) executive members of the Board of Directors	**Article 26. Convocation of the Board of Directors at the request** 1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases when one of the following subjects so requests in writing stating the purpose of the meeting, matters to be discussed: a. The General Director or at least 05 (five) other executives; b. At least two (2) executive members of the Board of Directors	The Chairman of the Board of Directors is currently an independent member of the Board of Directors so it will be not listed in convocation request.	
37.	Clause 2 - Article 30	**Article 30. Coordination of control, operation, supervision between the members of the Board of Directors, and the Executive Board** Members of the Board of Directors, Executive Board o not interfere in the operation of the operating system according to different functions and tasks of each unit.		Cancel The Board of Directors demonstrates the role of governance, the Executive Board represents the operation role. Therefore, as stated in the current regulation,	

				management and administration roles at each unit will not be shown	
38.	Clause 1 - Article 31	**Article 31. Method of performance evaluation for members of the Board of Directors, members of the Board of Directors and other executives** 1. The evaluation of the performance for members of the Board of Directors, Executive Board shall comply with the regulations of the Company and one / several / all the following methods (if any): a. Self-evaluation; b. Evaluate the performance periodically for 6 months; c. Annual performance reviews are conducted at the end of the year; d. Organizing the collection of polls or unexpected trust; e. Other methods are selected by the Board of Directors from time to time. 2. The Board of Directors will conduct the assessment of the activities of the Board's members and the titles appointed by the Board of Directors. 3. The General Director will conduct the assessment of the positions appointed by	**Article 29. Method of performance evaluation** 1. The evaluation of the performance of members of the Board of Directors, Executive Board shall comply with the regulations of the Company and **one / several / all** the following methods (if any): a. Self-evaluation; b. Evaluate the performance periodically for 6 months; c. Annual performance reviews are conducted at the end of the year; d. Organizing the collection of polls or unexpected trust; e. Other methods are selected by the Board of Directors from time to time. 2. The Board of Directors will conduct the assessment of the activities of the Board's members and the titles appointed by the Board of Directors. 3. The General Director will conduct the assessment of the positions appointed		

		the General Director.	by the General Director. 4. **Evaluation results are used as information for the process of considering emulation and reward according to the Company's regulations**		
39.	Article 32	**Article 32. Performance evaluation criteria** Criteria for evaluating the performance of members of the Board of Directors, Board of General Directors other Executives based on the following criteria, including: 1. The performance results of the assigned tasks shall include the level of completion, volume, quality and efficiency of the individual's work and the development and operation of the unit. 2. **Moral qualities, lifestyle, perception, thought of compliance and observance of the Charter, internal rules and laws.** 3. **The spirit of learning to improve the level, honesty, work in the organization, sense of organization, discipline, sense of responsibility in the work assigned and positions are in charge** 4. **Management ability, style, management attitudes in work, anti-**	**Article 30. Performance evaluation criteria** Criteria for evaluating the performance of members of the Board of Directors, Executive Board based on the following criteria, including 1. The performance results of the assigned tasks shall include the level of completion, volume, quality and efficiency of the individual's work and the development and operation of the unit. 2. **Management ability, style, management attitudes in work, anti-bureaucracy, corruption, waste.** 3. **Unite, coordinate within the Unit, between units and level of trust with staff.** 4. **The spirit of learning to improve the level, honesty, work in the organization, sense of organization, discipline, sense of responsibility in the work assigned and positions are**	Change the position of the criteria to suit more	

		bureaucracy, corruption, waste. 5. **Unite, coordinate within the Unit, between units and level of trust with staff.**	**in charge** 5. **Moral qualities, lifestyle, perception, thought of compliance and observance of the Charter, internal rules and laws.** 6. **Other criteria from time to time.**		
40.	Article 33	**Article 33. Evaluation rank** Based on the results of the assessment, the classification of members of the Board of Directors and Executive Board is as follows: 1. Complete the assigned tasks excellently. 2. Complete the assigned tasks well 3. Complete the assigned tasks 4. Fail to fulfill the assigned tasks The written evaluations of the activities of the members of the Board of Directors, the Executive Board must be kept at the Company	**Article 31. Evaluation rank** 1. Based on the results of the assessment, the classification of members of the Board of Directors and Executive Board is as follows: a. Complete the assigned tasks excellently. b. Complete the assigned tasks well c. Complete the assigned tasks d. Fail to fulfill the assigned tasks 2. The written evaluations of the activities of the members of the Board of Directors, the Executive Board must be kept at the Company	Edit format	

Note: In the event that additional terms are adopted, the Regulations on amendments and supplements shall be renumbered in a reasonable order without altering the adopted contents