

HUONG GIANG TOURIST JOINT STOCK COMPANY



Huong Giang Tourist

**INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE
HUONG GIANG TOURIST JOINT STOCK
COMPANY**

(Issued under the Resolution of the Annual General Meeting of Shareholders

On..... 2020)

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
HUONG GIANG TOURIST JOINT STOCK COMPANY
(Issued under the Resolution of the Annual General Meeting of Shareholders
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- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014;
- Pursuant to the Securities Law dated November 26, 2019;
- Pursuant to Decree No. 71/2017 / ND-CP dated June 6, 2017 guiding corporate governance applicable to public companies;
- Pursuant to the Ministry of Finance's Circular No. 95/2017 / TT-BTC dated September 22, 2017, guiding a number of articles of the Government's Decree No. 71/2017 / ND-CP of June 6, 2017, providing guidelines for Corporate governance applies to public companies;
- Pursuant to the Regulation on Organization and Operation of Huong Giang Tourist Joint Stock Company,

CHAPTER I - GENERAL REGULATIONS

Article 1. Meaning, scope of adjustment and subjects of application

1. Internal regulations on corporate governance of Huong Giang Tourist Joint Stock Company were formulated in accordance with the Law on Enterprises, the Law on Securities, and Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance. Regulation on Corporate governance applies to public companies and the Company's Charter.
2. This Regulation deals with the basic principles of corporate governance to protect the legitimate rights and interests of shareholders; authority, obligations and mode of operation of the Board of Management, the Board of Directors, the Board of Supervisors and other executives of the Corporation.
3. This Regulation will be adjusted with the following main contents:
 - a. Order and procedures for convening and voting at the General Meeting of Shareholders;
 - b. To nominate, run, elect, dismiss and remove from office as to members of the Board of Management;
 - c. Order and procedures for organizing a meeting of the Board of Management;

- d. To establish and operate of subboards under the Board of Management (if any);
 - d. To select, appoint and dismiss the person in charge of Corporation governance (if any);
 - e. To suggest, nominate, elect, dismiss and remove from office Supervisors;
 - f. To select, appoint and dismiss the Chief Executive Officer of the Company;
 - g. To coordinate activities between the Board of Management, Board of Supervisors and General Director;
 - h. Regulations on annual evaluation of activities, commendation and discipline for members of the Board of Management, members of the Board of Supervisors, the General Director and other Executives;
 - i. Regulations on report and information disclosure.
5. Applied subjects of this regulation include:
- a. Huong Giang Tourist Joint Stock Company;
 - b. Shareholders and organizations and individuals are related persons of shareholders;
 - c. Members of the Board of Management, Supervisors, other executives of the Corporation and organizations and individuals who are related persons of the Board of Management, Supervisors, and person in charge of Company management;
 - d. Organizations and individuals with interests related to the Company.

Article 2. Principles of internal corporate governance

- To comply with applicable laws and regulations;
- To ensure the operational efficiency of the Board of Management and the Board of Supervisors;
- To ensure the rights of shareholders and related persons;
- To ensure fair treatment among shareholders;
- Publicity and transparency in the Company's operations.

Article 3. Explain terminology and abbreviations

- 1. " Enterprise Law "means the Enterprise Law passed by the National Assembly on November 26, 2014.
- 2. " Securities Law "means the Securities Law passed by the National Assembly on November 26, 2019
- 3. "Related persons" means an individual or an organization defined in Clause 17, Article 4 of the Law on Enterprises and Clause 34 Article 6 of the Law on Securities.
- 4. "Company ": is Huong Giang Tourist Joint Stock Company
- 5. "BOM": is the Board of Management
- 6. "GSM": is the General Shareholders Meeting
- 7. "BOS": is the Board of Supervisors
- 8. "Delegate": Shareholders, representatives (persons authorized by shareholders)

9. “Person in charge of corporate governance” is a person with responsibilities and powers defined in Article 18 of Decree 71/2017 / ND-CP.
10. In this Regulation, references to one or some terms or legal documents will include any amendments or replacements of those documents.

CHAPTER II - SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 4. Rights and obligations of shareholders

1. Shareholders have full rights and obligations in accordance with the Law on Enterprises, related legal documents and Articles 11 and 12 of the Company's Charter, especially:
 - a. Right to be treated fairly. Each share of the same type gives shareholders the same rights, obligations and interests. In case the Company has preferred shares, the rights and obligations associated with the preferred shares must be fully disclosed to shareholders and must be approved by the General Meeting of Shareholders;
 - b. The right to access to full periodical and extraordinary information published by the Company in accordance with the law;
2. Shareholders have the right to protect their legal rights. In case the decision of the General Meeting of Shareholders, the decision of the Board of Management violates the law or violates the basic rights of shareholders in accordance with the law, shareholders have the right to request to cancel such decision in the order and procedures of legal provisions. In case decisions violating the law cause damage to the company, the Board of Management, the Board of Supervisors, and the General Director must compensate the company according to its responsibilities. Shareholders have the right to request the company to pay damages in accordance with the law.

Article 5. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The annual general meeting of shareholders is held once a year. The Board of Management or the person who convenes the General Meeting of Shareholders arranges the agenda, arranges a reasonable venue, time to discuss and vote on each issue in the agenda of the General Meeting of Shareholders. The venue of the General Meeting of Shareholders must be within the territory of Vietnam. In case the General Meeting of Shareholders is held simultaneously at many different locations, the venue of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting.
2. Annual shareholders meeting
 - a. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the financial year. At the proposal of the Board of Management, the business registration office may extend the time, but not more than six (06) months from the end of the financial year.

- b. The annual General Meeting of Shareholders may not be held in the form of collecting written opinions of shareholders.
 - c. The Board of Management convenes the annual General Meeting of Shareholders and selects an appropriate location. The Annual General Meeting of Shareholders decides issues in accordance with the law and the Charter of the Company, especially through the annual financial statements and estimates for the next financial year.
 - d. If the Company's annual financial statements contain significant exceptions, the Company may invite representatives of the independent auditing firm to attend the annual General Meeting of Shareholders to explain the relevant contents.
3. Extraordinary General Meeting: The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
- a. The Board of Management deems it necessary for the benefit of the Company;
 - b. The annual accounting balance sheet, quarterly or semi-annual reports or audit reports of the fiscal year reflect that the equity has been lost 10%;
 - c. When the number of members of the Board of Management, independent members of the Board of Management and Supervisors is less than the number of members prescribed by law or the Board's members is reduced by more than one third (1/3) compared to the number of members stipulated in the Charter of the Company
 - d. Shareholder or group of shareholders as stipulated in Clause 3, Article 11 of the Company's Charter requires convening a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with all signatures of related shareholders or the written request is made in many copies and gathered sufficiently. signatures of related shareholders;
 - e. The Board of Supervisors requests to convene a meeting if the Board of Supervisor has reason to believe that members of the BOM or other executives seriously violate their obligations under Article 160 of the Law on Enterprises or the BOM acts or intends to act outside. scope of its authority;
 - f. Other cases as prescribed by law and the Company's Charter.
4. The company must not restrict shareholders to attend the General Meeting of Shareholders, must create conditions for shareholders to authorize representatives to participate in the General Meeting of Shareholders or vote by registered mail when shareholders request. The company must guide the procedure of authorization and make power of attorney for the shareholders as prescribed. The Company tries its best in applying modern information technology so that shareholders can attend and give their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online Shareholder Meeting, e-voting or other electronic forms as stipulated in Article 140 of the Enterprise Law and the company's Charter.
5. The report on activities of the Board of Management submitted to the Annual General Meeting of Shareholders must include at least the following:
- To evaluate the performance of the company in the fiscal year, including assessment related to environmental and social responsibilities (if any);

- Activities, remuneration and operating costs of the BOM and each member of the BOM;
 - Summary of meetings of the BOM and decisions of the BOM;
 - Monitoring results for the General Director;
 - Monitoring results for other executives;
 - Future plans.
6. The report on activities of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must include at least the following:
- Activities, remuneration and operating costs of the Board of Supervisors and each member of the Board of Supervisors;
 - Summary of meetings of the Board of Supervisors and decisions of the Board of Supervisors;
 - Results of monitoring the operational and financial situation of the company;
 - Performance monitoring and evaluation results for members of the Board of Management, General Director and other executives.
 - The report evaluates the coordination of activities between the Board of Supervisors and the Board of Management, General Director and shareholders;
 - Report the results of implementing the regulations on corporate governance.
7. Attending the General Meeting of Shareholders of the independent auditor
- Auditors or representatives of independent auditing firm may be invited to attend the Annual General Meeting of Shareholders to express their opinions at the General Meeting of Shareholders on matters related to the annual financial statements in case the audit report contains except material.

Article 6. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the shareholder register of the Shareholder Management Company. The company must disclose information about making a list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date.
2. Announcement on closing the list of shareholders who have the right to attend the meeting must be posted on the website of the Company, which clearly states the closing date of the shareholder list to exercise rights and date of transactions that the buyer is not entitled to the rights, the reason and purpose of the meeting as well as the time, location and content of the expected General Meeting of Shareholders.

Article 7. Order of convening the General Meeting of Shareholders

1. Make a list of shareholders who have the right to attend the General Meeting of Shareholders

The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the List of securities owners made by the Company or the unit authorized to manage shareholders at the time of closing the list. The list of shareholders entitled to attend the General Meeting of Shareholders is made no earlier than 05 days before the date of sending notice of invitation to the General Meeting of Shareholders.

2. Preparatory work for the General Meeting of Shareholders

- a. The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders; agenda and content of the congress; documents for the meeting; time and venue of the General Meeting of Shareholders; Inform and send a notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting within the time stipulated in Clause 3 Article 17 of the Company's Charter; and other issues serving the Meeting in accordance with the laws and regulations of the Company. Issues included in the agenda of the General Meeting of Shareholders must be consistent with the authority of the General Meeting of Shareholders prescribed in the Company's Charter.
- b. A shareholder or a group of shareholders mentioned in Clause 3, Article 12 of the Law on Enterprises may propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company at least five (05) working days before the opening of the General Meeting of Shareholders. The recommendation must include full name of the shareholder, permanent address, nationality, citizen identification card number, identity card, passport or other lawful personal identification for the shareholder being an individual; name, enterprise code or establishment decision, head office address for institutional shareholders; the number and type of shares that shareholders hold, and the content of the proposal included in the agenda.
- c. The convenor of the General Meeting of Shareholders has the right to reject the recommendations related to point (b) of this Clause in the following cases:
 - The proposal was not sent on time or is insufficient, or is in the wrong content;
 - At the time of the proposal, the shareholder or group of shareholders does not have at least 10% of ordinary shares for at least six (06) consecutive months as prescribed in Clause 3, Article 114 of the Corporate Law;
 - The proposed issue does not fall under the authority of the General Meeting of Shareholders discussing and approving;

3. Notice of convening the General Meeting of Shareholders

- a. The notice of meeting must contain name, address of head office, enterprise code; name and permanent address of the shareholder or the authorized representative of the shareholder; time and place of the meeting, how to register to attend the General Meeting of Shareholders and other requirements for the meeting participants.
- b. Notice of the General Meeting of Shareholders is sent to all shareholders in a guaranteed way, and is published on the website of the Company and the State Securities Commission at least ten (10) days before the opening date of General Meeting of Shareholders (counting from the date on which the notice is legally sent, paid or placed in the mailbox). The company publishes on its website and the State

Securities Commission about the General Meeting of Shareholders meeting, which specifies the link to the entire annual meeting document. Documents of the General Meeting of Shareholders must be posted and updated to amend and supplement (if any) until the end of the General Meeting of Shareholders;

The documents include:

- Meeting agenda, documents used in the meeting;
- List and detailed information of candidates in case of electing members of the Board of Management and Supervisors;
- Votes;
- Sample of authorized representative to attend the meeting;
- Draft resolutions for each issue in the agenda.

Article 8. Notice how to register to attend the General Meeting of Shareholders before the opening day of the General Meeting of Shareholders

1. The manner to register to attend the General Meeting of Shareholders must be specified in the Notice of the General Meeting of Shareholders.
2. Shareholders choose the form of registration to attend the General Meeting of Shareholders in the manner stated in the notice, including:
 - To attend and vote directly at the meeting;
 - To attend and vote via online conferences, electronic voting or other electronic forms (if any);
 - To send votes to the meeting via mail, fax, email (if any);
 - To authorize another person to attend and vote at the meeting; (In case there is more than one appointed representative, specific number of shares and number of votes authorized for each representative must be specified.) The authorization for the meeting representative must be made in writing according to the form of the Company that has enclosed the invitation to the meeting and must meet the following requirements:
 - + If the individual shareholder is an authorized person, it must be signed by the shareholder and the person authorized to attend the meeting (in case of authorization for an individual) / The legal representative of an authorized organization (in case of authorization for organization);
 - + In case the institutional shareholder is an authorized person, there must be the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting (in case of authorization for individuals) /the legal representative of an authorized organization (in case of authorization to an organization);
 - + In other cases, there must be the signature of the legal representative of the shareholder and the person authorized to attend the meeting;
 - + The authorized person attending the General Meeting of Shareholders must bring along his/her identity card or passport to check and return the original written authorization before entering the meeting.

- Other forms of registration to attend the General Meeting of Shareholders are in accordance with the provisions of law.

The Company tries its best in applying modern information technology so that shareholders can attend and give their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online Shareholder Meeting, e-voting or other electronic forms as stipulated in Article 140 of the Enterprise Law and the company's Charter.

Depending on the specific conditions at the time of holding the General Meeting of Shareholders, the Company applies the appropriate forms of registration, attendance and voting. All methods of application must be specifically instructed in the Notice of invitation for shareholders to select and facilitate the application.

Article 9. How to register to attend the General Meeting of Shareholders and Check the status of delegates on the date of the General Meeting of Shareholders

1. Before the opening of the Meeting, the Company must carry out the procedures to register its shareholder and must implement such registration until all shareholders entitled to attend the meeting. Shareholders attending the meeting must bring along the papers specified in the Notice of the General Meeting of Shareholders to confirm the status of Delegates. Registration is carried out at the venue of the General Meeting of Shareholders.
2. When registering to attend, the Company grants each shareholder or authorized representative the right to vote (hereinafter referred to as delegate) vote, on which the registration number, full name of the shareholder or the full name of the authorized representative and the number of votes of that shareholder.
3. Delegates attending the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote at the meeting. The Chair is not responsible for stopping the Meeting so that the late delegate registers and the validity of the voting sessions that have been conducted before the late arrival is not affected.

Article 10 General Meeting of Shareholders online.

If natural disasters, epidemics and other emergency situations occur and it is not possible to hold a General Meeting of Shareholders in the usual way, the Company may choose to organize the online meeting of shareholders through information technology facilities.

In the announcement of the General Meeting of Shareholders, the Company must provide instructions on how to participate in and create the most favorable conditions for shareholders to fully exercise their rights and responsibilities at the online meeting of shareholders.

Article 11. Method of voting

1. The General Meeting of Shareholders elects the vote counting board at the request of the Chair of the Meeting.
2. Registered participants will be granted voting cards corresponding to the number of issues to be voted on in the agenda.

3. The General Meeting of Shareholders discusses and votes on each issue in the agenda. The voting is conducted by collecting voting sheets approving the resolution, then collecting voting sheets disapproving.
4. Shareholders or an authorized person who comes to attend the meeting after the meeting opened, be registered and have the right to vote immediately after registration. The chairperson must not stop the meeting for late registration. In this case, the validity of the votes that have been conducted is not affected.
5. The voting for members of the Board of Management and the Board of Supervisors must be conducted by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Management or the Board of Supervisors and shareholders have the right to accumulate their total votes for one or several candidates.

Article 12. Method of counting votes

1. The vote counting board shall check the number of voting sheets collected against the number of voting sheets delivered of each issue.
2. To collect and classify voting cards of each issue separately by voting for, against, and no opinion.
3. To check the voting sheets approving the resolution first, then check the voting cards disagree and the voting cards have no opinion.

Article 13. Notification of vote counting result

The vote counting result will be announced by the Chair right before the closing of the Meeting.

Article 14. Making Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and can be recorded and kept in another electronic form. The minutes must be made in Vietnamese, can be further made in English and contain the following main contents:
 - a. Name, head office address, enterprise code;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and meeting content;
 - d. Full name of the Chair and secretary;
 - e. Summary of the meeting and speeches at the General Meeting of Shareholders on each issue in the agenda;
 - f. Number of shareholders and total votes of attending shareholders, annex of list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid, invalid, agree, disagree and no opinion; the corresponding ratio of the total votes of attending shareholders;

- h. The issues were passed and the percentage of votes passed accordingly;
- i. Signature of the Chair and secretary.

The minutes made in Vietnamese and English are equally legal. In case of any discrepancies between the Vietnamese and English minutes, the Vietnamese version shall prevail.

- 2. Minutes of the General Meeting of Shareholders must be prepared and approved before the end of the meeting. The Chair and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
- 3. Minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from meeting end date.
- 4. The minutes of the General Meeting of Shareholders are considered as evidence to verify the work performed at the General Meeting of Shareholders unless there is an objection to the content of the minutes made according to the procedures specified within ten (10) days of sending the minutes.
- 5. The minutes of the General Meeting of Shareholders, the annex of the list of shareholders registering to attend the meeting with the signature of the shareholders, the authorization to attend the meeting and related documents must be kept at the Company's head office.

Article 15. Announcement of Resolution and Minutes of General Meeting of Shareholders or Minutes of vote counting in case of collecting written opinions to the public

The minutes of the meeting (or minutes of counting votes) and the resolutions of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days after the end of the meeting. At the same time, the Company must disclose information to state management agencies in accordance with the law.

Article 16. Authority and Procedure for collecting written opinions from shareholders through decisions of the General Meeting of Shareholders

The Board of Management has the right to consult shareholders in writing to pass a decision of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company.

- 1. Procedures for collecting written opinions in order to pass a resolution of the General Meeting of Shareholders:
 - a. Preparation of Documents: The Board of Management must prepare: Opinion form, draft decision of the General Meeting of Shareholders and other documents explaining the draft decision. The Board of Management must ensure sending and announcing documents to shareholders within a reasonable time for consideration of voting and must send at least ten (15) days before the deadline for receiving opinion forms.

The written opinion form must contain the following main contents:

- Name, head office address, enterprise code;
- Purpose for collecting opinions;

- Full name, permanent address, nationality, ID card number, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision, head office address of the organizational shareholder or full name, permanent address, nationality, citizen ID card number, identity card, Passport or other legal personal certification of the authorized representative of organizational shareholder; number of shares of each type and number of votes of the shareholder;
 - Issues that need to be consulted to pass a decision;
 - Voting option include approval, disapproval, and no opinion on each issue;
 - The deadline for submitting the answered opinion form to the Company;
 - Full name and signature of the Chairman of the BOM and the legal representative of the Company.
- b. Notice of closing the list of shareholders in writing. The company shall publish information about making a list of shareholders to collect written opinions in accordance with regulations.
- c. Make a list of shareholders to collect written opinions. The list of shareholders collecting written opinions is similar to the meeting of the General Meeting of Shareholders.
- d. Send documents and opinion form to shareholders. The opinion form attached to the draft decision and explanatory documents must be sent by guaranteed method to the registered address of each shareholder. The Board of Management must ensure sending and announcing documents to shareholders within a reasonable time for consideration of voting and must send at least ten (10) days before the deadline for receiving written opinion forms.
- e. Receiving the opinion form from shareholders. The answered opinion form must be signed by the shareholder being an individual, or the legal representative of the organizational shareholder or individual/legal representative of the authorized organization.

The opinion form may be sent to the Company in the following forms:

- Mailing: The written opinion form sent to the Company must be kept in a sealed envelope and no one is allowed to open before counting votes;
- Sending fax or email: The opinion form sent by fax or email must be kept confidential until the time of counting votes.

The opinion forms received by the Company after the deadline specified in the content of the opinion form or opened in the case of mailing or published before the time of counting votes in the case of sending faxes, emails are invalid. The absentee ballot is considered as a vote not participating in the vote.

f. Vote counting and minutes of vote counting

The Board of Management shall count the votes and prepares the vote counting minutes in the witness of the Board of Supervisors or shareholders who are not the managers of the enterprises.

The vote counting minutes must contain the following main contents:

- Name, head office address, enterprise code;

- Purpose and issues to be consulted to pass the resolution;
- Number of shareholders with the total number of votes which distinguishes between the number of valid votes and the number of invalid votes and the method of sending votes, together with the annex of the list of participating shareholders voting;
- Total number of votes approval, disapproval, and no opinion on each issue;
- The issues have been passed;
- Full name and signature of the Chairman of the Board of Management, the legal representative of the Company, the vote counting person and the vote counting supervisor.

The members of the Board of Management, the vote counting person and the vote counting supervisor are jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly take responsibility for damages arising from decisions adopted by untruthful, inaccurate counting votes.

- g. Decision of the General Meeting of Shareholders is passed in the form of shareholders' opinion in writing and is as valid as the resolution passed at the General Meeting of Shareholders.
 - h. Answered opinion forms, approved vote counting minutes, resolutions and related documents attached to opinion form must be kept at the Company's head office.
2. The Board of Management may not collect written opinions from shareholders in the following cases:
- Additional election or temporary election of personnel to the position of a member of the Board of Management or the Board of Supervisors when the number of members of the Board of Management and the Board of Supervisors is less than the number of members prescribed by law;
 - To consult shareholders' opinions for approval of the Annual General Meeting's Resolution.

Article 17. Request to cancel the Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of vote-counting result in collecting written opinions of the General Meeting of Shareholders, shareholders, members of the Board of Management, General Director, the Board of Supervisors, shareholders or group of shareholders as prescribed in Clause 3 Article 11 of the Company's Charter have the right to request the Court or Arbitration to consider and cancel Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or collecting written opinions of shareholders and making decisions of the General Meeting of Shareholders do not comply with the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 5 Article 20 of the Company's Charter.
2. The content of the resolution violates the law or the Charter of the Company.
3. In all cases, shareholders must comply with the Resolution of the General Meeting of Shareholders until the effective decision of the court or arbitration on the cancellation of the Resolution of the General Meeting of Shareholders.

4. If the Resolution of the General Meeting of Shareholders is canceled by a decision of the Court or the Arbitrator, the convenor of the General Meeting of Shareholders may be canceled to consider reorganizing the General Meeting of Shareholders in within 30 days according to the order and procedures prescribed in the Enterprise Law and the Company's Charter.

CHAPTER III - MEMBERS OF BOARD OF MANAGEMENT AND BOARD OF MANAGEMENT

ITEM I. NOMINATION, VOTE, DISMISAL AND REMOVAL FROM OFFICE THE MEMBER OF THE BOM

Article 18. Criteria for members of the Board of Management

1. Having full civil act capacity, not being subjects not allowed to manage enterprises according to the provisions of Clause 2, Article 18 of the Enterprise Law.
2. Having professional qualifications and experience in business management of the company and not necessarily a shareholder of the company, unless otherwise prescribed by the company's charter.
3. A member of the Board of Management of a company may also be a member of the Board of Management of another company.

Article 19. Method of shareholders, groups of shareholders to nominate and nominate people to be members of the BOM

1. A shareholder or group of shareholders holding at least 5% of the voting shares for at least six (6) consecutive months has the right to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of voting shares for at least 6 consecutive months may nominate one (1) member; from 10% to less than 30% may nominate up to two (2) members; from 30% to less than 50% may nominate up to three (3) members; from 50% to less than 65%, nominate up to four (4) members and if 65% or more, nominate full candidates.

The common shareholders voluntarily gathered into groups that meet the prescribed conditions to nominate candidates to the Board of Management. This group meeting must notify the Board of Management and shareholders attending the General Meeting of Shareholders at the latest the opening of the General Meeting of Shareholders.

2. In case the number of BOM candidates passed nominations and candidates is still not enough, the incumbent Board of Management may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in Clause 4, Article 22 of this Regulation The procedure for the incumbent Board of Management to present candidates for the Board of Management must be clearly announced and must be approved by the General Meeting of Shareholders before conducting nominations in accordance with the law.

Article 20. Method of electing members of the Board of Management

1. The election of members of the Board of Management is conducted by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Management and Shareholders have the right to accumulate their total votes for one or several candidates or distribute them evenly.
2. The votes are printed by the Organizing Board, there is a list of candidates, arranged in the order of the Vietnamese alphabet, with the value or number of shares, stamped by the Company.
3. Shareholders have the right to vote for themselves if they are included in the list of candidates in the vote.
4. Votes are distributed at the General Meeting of Shareholders. On each vote, there are names of candidates for the Board of Management, information about shareholders and the total number of voting shares they represent. Shareholders must check the number of shares stated in the vote, if there are any errors, they must notify them again at the time of receiving votes.
5. An invalid vote is one in one of the following cases:
 - Votes not from the Voting Checking Board issued;
 - Votes with a total number of voting rights for the candidates exceeding the total number of voting rights of such shareholders (including ownership and authorization);
 - Votes with erasing or correcting contents;
 - Votes with names of people outside the list of nominations and candidates passed by the General Meeting of Shareholders before the election;
 - Other cases as prescribed by law or a decision of the General Meeting of Shareholders.
6. Candidates elected as members of the Board of Management are determined in accordance with the Law on Enterprises, the Company's Charter, and the election rules adopted by the General Meeting of Shareholders before the election.
7. The election results are recognized after the election minutes have been approved by the Chairperson and the resolution is passed by the General Meeting of Shareholders.

Article 21. Members of the Board of Management will no longer be members of the Board of Management in the following cases:

1. That member is ineligible to be a member of the Board of Management under the provisions of the Enterprise Law or prohibited by law from being a member of the Board of Management;
2. That member submits a written application for resignation to the Company's head office;
3. That member has a mental disorder and other members of the Board of Management have professional evidences proving that the member no longer has the act capacity;
4. That member is absent from the meeting of the Board of Management continuously for six months (except in cases of force majeure), and during this time the Board of

Management does not allow that member to be absent and has ruled that his position left blank;

5. That member is dismissed from the Board of Directors member under the decision of the General Meeting of Shareholders;
6. Provide false personal information when sending to the Company as a candidate of the Board of Management.
7. Other cases as prescribed by law, the company's charter.

Article 22. Notice of election, dismissal and removal of members of the Board of Management

After the decision to elect, dismiss or remove members of the Board of Management, the Company is responsible to publish information on the Company's website and to the state management agencies in accordance with the order and provisions of law. .

Article 23. Method of introducing candidates for the Board of Management members

1. The Board of Management convenes a meeting of the Board of Management on the election of members of the Board of Management to popularize the election contents: the number and criteria of candidates participating in the election, the method of nomination and election according to Article 19 of this Regulation. The election will be conducted at the nearest General Meeting of Shareholders.
2. The company issued a public announcement about the election of members of the Board of Management which clearly states the reasons for voting, the number, criteria and methods of election, procedures for performing candidates, nominations ...
3. The Board of Management summarizes the list of candidates through nominations, candidates and verifies information about each candidate to ensure that candidates meet the criteria and criteria to become a Member of BOM in accordance with Clause 2 of this Article.
4. In case the number of candidates approved by the Board of Management and nominated is still insufficient, the Board of Management will prepare a list of candidates according to the following criteria:
 - Number of candidates: is the missing amount after summarizing the list of valid candidates through nominations and candidates in Clause 3 of this Article.
 - The candidates recommended by the Board of Management must be approved by a majority of the current members of the Board of Management.
 - Applicants recommended by the Board of Management must ensure at least the conditions and standards prescribed in the Enterprise Law.

ITEM II. ORDERS AND PROCEDURES FOR MEETING OF BOM

Article 24. Notice and prepare BOM meeting content

1. The Board of Management must meet regularly at least once a quarter. The Chairperson may convene a meeting whenever necessary.

Forms of meetings of the Board of Management include: Direct meetings; online meeting via Viber, Sky, Video call or other information technology means; Meetings by way of collecting votes to collect opinions of members of the Board of Management.

2. The notice of the meeting of the Board of Management must be sent to the members of the Board of Directors and the Board of Supervisors members at least five (05) working days before the meeting date.

The notice of the meeting of the Board of Management must include the time, venue, agenda, content of the discussed issues, together with necessary documents about the issues to be discussed and voted at the meeting and the votes for successful meetings. BOM members cannot attend meetings.

The BOM meeting is conducted at the Company's head office or at another place in the decision of the Chairman of the Board of Management and with the consent of the Board of Management.

3. The Chairman of the BOM or the convenor sends the notice of invitation and the attached documents to the members of the Board of Supervisors, the General Director as for the members of the BOM. Members of the Board of Supervisors, General Director are entitled to attend the meetings of the Board of Directors; have the right to discuss but not to vote.
4. The meeting invitation is sent by mail, fax, email or other means, but must ensure that the contact addresses of each member of the Board of Management and the members of Board of Supervisors are registered at the Company.

Members of the Board of Management may request additional contents of the agenda by mail, fax, email or other means to the Chairman of the BOD or convenor.

4. Other forms of meeting

- a. A meeting of the Board of Management may be held in the form of an online conference among members of the Board of Management when all or some members are in different locations, provided that each member attending the meeting can:
 - Hear other members of the Board of Management expressing their opinions in the meeting;
 - Speaking to all other attending members at the same time.
 - b. Discussions between members may be carried out directly by telephone or by other means of communication or a combination of these methods. BOM members attending such meetings are considered to be "present" at that meeting. The meeting venue held in accordance with this regulation is the place where the largest number of members of the Board of Management presents, or the meeting venue with chairperson present.
 - c. Decisions adopted in a telephone conference held and duly conducted shall take effect immediately upon the conclusion of the meeting but must be affirmed with the minutes signed by all BOM members attending the meeting.
5. Asking for written opinions: Decisions passed in a meeting by way of collecting votes of members of the Board of Management will be effective when there is a vote counting minutes with the full signature of the chairperson and record person and confirm by vote counting board's representative.

This type of resolution has the same validity and validity as a resolution adopted by the Board members at a meeting convened and organized as usual. The resolution may be adopted by using multiple copies of the same document if each copy has at least one signature of the member.

Article 25. Conditions for organizing the BOM meeting

1. Meetings of the Board of Management shall only be conducted and approved by decisions when at least three-fourths (three-fourths) of the BOM members present in person or through representatives (authorized persons). In case there are not enough members attending the meeting as prescribed, the meeting must be reconvened within seven (7) days from the intended date of the first meeting. The reconvened meeting will be conducted if more than half (1/2) of the BOM members attend the meeting.

BOM members are only allowed to authorize others to attend the meeting if the majority of members of the Board of Management approve.

2. The Chairman of the Board of Management must convene a meeting of BOM, without delay if there is no plausible reason, when one of the following subjects requests in writing, clearly stating the purpose of the meeting and the issue. need to discuss:
 - Board of Supervisors;
 - General Director or at least five (05) other executives;
 - Independent members of the Board of Management;
 - At least two (02) members of the Board of Management;
3. Meetings of the Board of Management at Point 2 of this Article must be conducted within seven (07) working days from the date of the meeting proposal. In case the Chairman of the Board of Management does not accept the convening of the meeting at the request, the Chairman must be responsible for the damage occurred to the Company; Those who propose to hold meetings have the right to replace the Chairman of the Board of Management to convene the Board meeting.
4. In case of request of an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Management must convene a meeting of the Board of Management to discuss the audit report and the situation of the Company.

Article 26. Method of voting and approving Resolutions of the Board of Management

1. Except for the provisions of Clause 2 of this Article, each member of the Board of Management or his / her authorized person who is present in person at the meeting of the Board of Management has one (01) vote.
2. Members of the Board of Management are not allowed to vote on contracts, transactions or proposals that such member or person related to that member has interests and interests that conflict or may conflict with the interests of the Company.

Members of the BOM are not included in the minimum number of members present to be able to hold meetings of the BOM about decisions that such member does not have voting rights;

3. According to Clause 4 of this Article, when a problem arises in a meeting of the Board of Management related to the degree of benefits of a member of the Board of Management or with respect to a member's voting rights, those issues are not resolved by voluntarily giving up the voting rights of the BOM members involved, those issues will be transferred to the chairperson of the meeting and the decision of the chairperson related to this issue will be valid as a decision. final decision, unless the nature or scope of benefits of the relevant BOM members has not been fully disclosed;
4. Members of the Board of Management who benefit from a contract stipulated in Article 35.5a, Article 35.5b of the company's Charter and in Article 162 of the Law on Enterprises are considered to have significant interests in such contract.
5. Members of the Board of Management can send voting sheets to the meeting via mail, fax, email. In case of sending votes to the meeting via mail, the votes must be kept in a tight envelope and must be delivered to the Chairman of the BOM at least one (01) hour before the opening. Votes can only be opened in the presence of all participants.
6. The BOM passes decisions and issues resolutions based on the majority of the BOM members attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the BOM is the deciding vote.
7. Resolution in the form of collecting written opinions is approved on the basis of the approval of a majority of the BOM members with voting rights. This resolution is as valid as the resolution passed at the meeting.

Article 27. Minutes of the BOM meeting

1. Meetings of the BOM must be recorded in minutes and may be recorded and kept in electronic format. The minutes must be made in Vietnamese language and may be made in foreign languages with the following principal contents:
 - a. Name, head office address, enterprise code;
 - b. Purpose, agenda and content of the meeting;
 - c. Time and venue of the meeting;
 - d. Full name of each member attending the meeting or the person authorized to attend the meeting and method of attending; full name of members not attending the meeting and reason;
 - e. Issues discussed and voted at the meeting;
 - f. Summary of opinions of each member attending the meeting in the order of the progress of the meeting;
 - g. The voting results clearly state members agreeing, disagreeing and no opinion;
 - h. The issues have been passed;
 - i. Full name, signature of the chairperson, and the record maker.

The chairperson and the minute maker must be responsible for the truthfulness and accuracy of the content of the meeting minutes.
2. Minutes of the Board meeting and documents used during the meeting must be kept at the head office of the company.

3. Minutes in Vietnamese and foreign languages are equally effective. In case of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
5. The Chairman of the Board of Management is responsible for sending the meeting minutes of the BOM to the members and such minutes are the real evidence of the work that has been conducted in the meeting unless there is an objection to the content of minutes within ten (10) days from the date of sending.

Article 28. Notice of BOM Resolution

After issuing the Resolution of the BOM, the Company is responsible to publish information on the Company's website and to the state management agencies in accordance with the order and regulations of the current.

CHAPTER IV - BOARD OF SUPERVISORS AND MEMBER OF BOS

Article 29. Criteria and conditions for being a member of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following criteria and conditions:
 - a. Be 21 years of age or older, have full capacity for civil acts and not prohibited from establishing and managing enterprises in accordance with the Law on Enterprises.
 - b. Not a spouse, natural father or mother, adoptive children, adopted children, siblings of members of the Board of Management, General Director, Deputy General Director, Chief Accountant.
 - c. Having a university or higher degree.
 - d. Meeting the provisions of Clause 2, Article 38 of the Company's Charter
2. Board of Supervisors members are not allowed to hold managerial positions of the Company.
3. The Head of the Board of Supervisors must be a professional accountant or auditor and must work full-time at the company.

Article 30. Method of shareholders, groups of shareholders to nominate candidates to position of Supervisor

1. The election and nomination of Supervisors shall be similar to the candidates for the Managing Board members as prescribed in Article 19 of this Regulation. The nomination rate for candidates of the Board of Supervisors is as follows:
2. A shareholder or group of shareholders holding at least 5% of the voting shares for at least six (6) consecutive months has the right to nominate candidates to the Board of Supervisors. A shareholder or a group of shareholders holding from 5% to less than 10% of voting shares for at least 6 (six) consecutive months may nominate one (1) member; from 10% to less than 30% may nominate two (2) members; from 30% to less than 50% may nominate three (3) members; from 50% to less than 75% may nominate four (4) members and if 75% or more, they may nominate a sufficient number of candidates.

3. In case the number of candidates for Supervisors through nominations and candidates is not enough, the current Board of Supervisors may nominate more candidates or organize nominations according to a clearly announced mechanism and must be approved by the General Meeting of Shareholders before the nominations are made.

Article 31. Method of electing members of the Board of Supervisors

The election of Supervisor is carried out in the form of cumulative voting and proceeds in the same manner for electing members of the Board of Management prescribed in Article 20 of this Regulation.

Article 32. Cases of dismissal and removal of members of the Board of Supervisors

1. Supervisors are dismissed in the following cases:
 - a. No longer meets the criteria and conditions to act as a Supervisor in accordance with Article 29 of this Regulation, the Charter of the Company and the Law on Enterprises;
 - b. Failing to perform their rights and obligations for six (06) consecutive months, except for force majeure circumstances;
 - c. Have submitted resignation letter;
 - d. Other cases as prescribed by law, the Charter of the company.
2. Supervisors are removed from office in the following cases:
 - a. Failed to complete the assigned tasks or jobs
 - b. Committing serious or repeated violations of obligations of Supervisors prescribed by the Enterprise Law and the Company's Charter;
 - c. Other cases as prescribed by law, the Company's Charter.

Article 33. Announcement of election, dismissal and removal of members of the Board of Supervisors.

After the decision to elect, dismiss or dismiss members of the Board of Supervisors, the Company is responsible for publishing information on the Company's website and for the state management agencies in the order and according to the law. .

Article 34. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least twice a year, the number of members attending the meeting must be at least two-thirds of members of the Board of Supervisors. The minutes of the meeting of the Board of Supervisors are detailed and clear. The secretary and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to ask the members of the Board of Management, the General Director and representatives of the independent auditing company to attend and answer questions that the members of the Board of Supervisors are interested in.

CHAPTER V - SELECTION, APPOINTMENT AND DISMISSAL OF THE COMPANY'S CHIEF EXECUTIVE

Article 35. The criteria for selecting a chief executive of the company

1. Standards of company executives

- Having full civil act capacity and not prohibited from managing an enterprise under the Enterprise Law;
- Having professional ethics, being honest, enthusiastic and reputable;
- Mastering the professional, specialized fields in charge;
- Having management capacity;

Specific criteria specific to each position (except for the General Director) will be proposed by the General Director and approved by the Board of Management.

2. Criteria and conditions for acting as General Director / Deputy General Director

In addition to the provisions of Article 65 of the Enterprise Law, the General Director / Deputy General Director must also meet the following criteria and conditions:

- Having enough knowledge and experience in managing the Company: University graduate or above, with experience in managing and operating in the main business practice field of the Company.
- Having good health, good ethics and legal knowledge.
- Other provisions as prescribed by law.

Depending on each stage of the Company's development, the standards and conditions of the General Director are decided by the Board of Management.

3. Criteria for selecting a Chief Accountant

The criteria and conditions for a position of a Chief Accountant are as follows:

- Not belong to those who are prohibited from performing accounting work prescribed in Article 52 of the Accounting Law;
- Having ethical qualities, professional ethical qualities, being honest, consciously observing and fighting for the protection of interests, policies, financial and economic management regimes according to the provisions of law and Company;
- Having professional accounting skills, having at least five (05) years of practical work in the accounting profession and having a certificate of training and granting a chief accountant certificate strictly according to law provisions on accounting.

Article 36. The appointment of a company executive

1. The Board of Management appoints a member of the Board of Management or hires another person as the General Director. The term of the General Director is not more than five (05) years and may be reappointed. The appointment may be invalid based on the provisions of the labor contract.

2. The appointment of company executives (except General Director) includes Deputy General Director, Chief Accountant approved by the Board of Management at the proposal of the General Director.
3. At the request of the General Director and with the approval of the Board of Management, the Company may recruit other executives with the number and standards consistent with the structure and regulations of the Company prescribed by the Board of Management.
4. The company executive must be responsible for performing the obligations prescribed in the Charter so that the Company can achieve the objectives set out in the operation and organization.

Article 37. Signing labor contracts with company executives

After having decision to appoint the Executive of the Board of Management, the Chairman of the Board of Management signs a labor contract with the Company Executive. The content of a labor contract in accordance with the law on labor contracts and agreements is not contrary to the provisions of law.

Article 38. Cases of dismissal and removal of company executives

1. For the position of General Director: The Board of Management may dismiss the General Director when the majority (over 50%) of the BOM members attending the meeting have the right to vote for and appoint a new General Director to replace.
 - a. The General Director may be dismissed by the BOM in the following cases:
 - Due to the needs of work, transfer, personnel rotation of the Company;
 - Due to lack of health to continue the job;
 - And other cases allowed by law
 - b. The General Director may be dismissed by the BOM in the following cases:
 - Failing to fulfill tasks or violate internal rules and regulations of the Company;
 - Violating the law but not to the extent of being examined for penal liability or not required to terminate the labor contract;
 - And other cases allowed by law.
2. For positions of other managers of the company: the dismissal and dismissal are decided by the Board of Management at the proposal of the General Director
The above-mentioned dismissal and dismissal must not contrary to the contractual rights of the dismissed persons (if any).

Article 39. Announcement of appointment, dismissal, removal of company managers

After having the decision to appoint, dismiss or remove the executive, the Company is responsible for publishing information on the Company's website and for the state management agencies in the order and regulations. law.

CHAPTER VI - COORDINATION OF ACTIVITIES BETWEEN THE BOD, BOS AND GENERAL DIRECTOR

Article 40. Working Principles and Operational Coordination

1. Members of the BOM, members of the Board of Supervisors, the General Director and other executives must take self-responsibility during the implementation of the assigned tasks and must seriously coordinate the activities to protect the legitimate interests of shareholders and company development.
2. All members have the right to reserve a unified or inconsistent opinion on a content and be accountable for that as requested.
3. The members of the BOM, the Board of Supervisors, and the General Director frequently exchange work and provide reciprocal information in the spirit of cooperation and support to create working conditions in accordance with the provisions of the Charter and the law to operate business activities of the Company in accordance with the orientation approved by the General Meeting of Shareholders.

Article 41. Coordinate activities between the BOM and the Board of Supervisors

1. The Chairman of the BOM must ensure that the Head of the Board of Supervisors is invited to attend all regular or extraordinary meetings of the Board of Management. The agenda and contents of these meetings must be sent to the Head of the Board of Supervisors at the same time sent to the Board members.
2. In addition to the periodic reports, the Board of Supervisors has the right to request the Board of Management to provide other information related to the management, administration and business activities of the Company.
3. When the Board of Supervisors proposes to select an independent auditing company to audit the Company's financial statements, the Board of Management must respond to the written comments within seven (07) working days.
4. When the Board of Supervisors proposes to amend, supplement or improve the organizational and managerial structure of the Company, the Board of Management is responsible for feedback within fifteen (15) working days.
5. The Board of Management must ensure all financial information and other information provided to members of the BOM must be provided to members of the Board of Supervisors at the same time.

Article 42. Coordinate activities between the BOM and the General Director

1. The General Director is the highest decision maker on all activities of operating the export floor of the company, who is responsible for researching and formulating operation plans for submission to the BOM; organize the implementation of resolutions and decisions of the General Meeting of Shareholders and the BOM.
2. The General Director is entitled to refuse to execute and reserve opinions on decisions of the BOM if he/she finds it illegal, contrary to the State's regulations, and immediately report to the BOM and the Board of Supervisors by written letter.

3. The Board of Management may suspend or cancel the execution of decisions of the General Director if it is deemed unlawful, violates the Charter, resolutions and decisions of the BOM.
4. The General Director has the right to decide measures beyond his authority in emergencies (natural disasters, epidemics, fires, unexpected incidents, ...) but must be responsible for those decisions. At the same time, they must immediately report to the BOM and the General Meeting of Shareholders in the nearest time.
5. For issues approved by the BOM according to the General Director's Statement, the BOM shall respond within seven (07) working days or another deadline as agreed by the two parties.
6. In urgent cases, for purposes related to their duties, members of the Board of Management have the right to request the General Director to provide information about the Company's activities. The General Director is responsible for creating favorable conditions for the Chairman of the BOM and members to access information and reports in the fastest time.

Article 43. Coordinate of activities between the Board of Supervisors and the General Director

1. In case of necessity, the General Director may invite the Head of the Board of Supervisors to attend meetings chaired by the General Director. The content of the meeting must be made in a minutes and sent one (01) to the Board of Supervisors.
2. Members of the Board of Supervisors have the right to request the General Director to facilitate access to files and documents related to the Company's production and business activities. The General Director is responsible for creating favorable conditions for the Head of the Board of Supervisors and the members of the Board of Supervisors to access information and reports in the fastest time.
3. In case of detecting risks that may greatly affect the prestige or production and business activities of the Company or additional events deemed necessary, the General Director is responsible to immediately report to the Board of Supervisors for direct follow-up and tracking.

**CHAPTER VII - ANNUAL EVALUATION FOR OPERATIONS,
COMMENDATION AND DISCIPLINE FOR BOM MEMBERS, MEMBERS OF
BOS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Article 44. Performance evaluation

1. The BOM is responsible for developing performance evaluation criteria for all members of the BOM, the General Director and other executives.
2. Annually, based on the assigned functions and tasks and the established evaluation criteria, the BOM organizes the evaluation of activities of members of the BOM and members of the BOD.
3. The Board of Supervisors assesses the activities of members of the Board of Supervisors are organized according to the self-assessment method.

4. The evaluation of the performance of other titles is made by the General Director or may be based on their own self-assessment.
5. Performance evaluation criteria:
 - Performance results assigned include the level of completion, volume, quality, personal work efficiency, development results of the unit.
 - Compliance with the Company's Charter, internal labor regulations, guidelines and policies and legal provisions.
 - Personal competencies include knowledge, expertise, problem-solving ability, and communication and presentation skills.
 - Management and leadership competencies include the ability to manage and operate the process system, the ability to train employees, manage and effectively use resources.
 - Credit worthiness of subordinate employees in the Company.

Article 45 Remunerative

1. Every year, based on the evaluation results of the BOM, the Board of Supervisors and the Executive Board; The General Director submits to the BOM (for the executive apparatus) to propose the reward level for individuals according to the degree of accomplishment of the tasks.
2. Form of reward:
 - By cash.
 - By stock or other form (if any).
3. The reward fund is deducted from the reward fund and bonus fund of shareholders when profits exceed.
4. Reward level: Based on the actual situation of each year to build a specific reward level.

Article 46. Discipline

1. Every year, based on the results of the assessment of production and business activities to determine the extent and form of discipline in accordance with the law and the Company. Members of the BOM, General Director, other Executives and managers who do not fulfill their duties with care, diligence and professional competence will be responsible for their own losses. ca
2. Members of the BOM, the Board of Supervisors, or the executive officer, when performing their duties, commit violations against the laws or regulations of the Company, depending on the seriousness of the violation, may be disciplined, administratively or retrospectively criminal liability in accordance with the law and the Company's Charter. In case of causing damage to the interests of the Company, shareholders or others will have to pay compensation in accordance with the law.
3. Members of the BOM, the Board of Supervisors, and the executive officers who fail to fulfill their duties in comparison with the requirements with honesty, diligence and discretion will be personally responsible for the damage caused by them.

CHAPTER VIII - SELECTION, APPOINTMENT, EXEMPTION AND DISMISSAL

PERSON IN CHARGE OF CORPORATE GOVERNANCE AND SECRETARY OF THE COMPANY

Article 47. The appointment of a person in charge of corporate governance

The BOM may appoint at least 01 person to be in charge of the Person in charge of corporate governance. The term of the person in charge of corporate governance is defined by the BOM, a maximum of five (05) years. The person in charge of corporate governance may concurrently act as the company secretary according to the provisions of Clause 5, Article 152 of the Law on Enterprises.

Article 48. Criteria for selecting a person in charge of corporate governance

- Having full civil act capacity, professional ethics, honesty, enthusiasm and prestige;
- Must be knowledgeable about law, must not concurrently work for an independent auditing company that is auditing the financial statements of the company.
- Having management capacity;
- Other criteria prescribed by law, the Charter and decisions of the BOM.

Article 49. Cases of dismissal and removal of the person in charge of corporate governance

The BOM may dismiss a person in charge of corporate governance when the majority (over 50%) of the BOM members attending the meeting has the right to vote for approval and appoint a new person in charge of corporate governance.

1. The person in charge of corporate governance may be dismissed by the BOM in the following cases:
 - Due to the needs of work, transfer, personnel rotation of the Company;
 - Due to lack of health to continue the job;
 - And other cases allowed by law.
2. The person in charge of corporate governance may be dismissed by the BOM in the following cases:
 - Failing to fulfill tasks or violate internal rules and regulations of the Company;
 - Violating the law but not to the extent of being examined for penal liability or not required to terminate the labor contract;
 - And other cases allowed by law.

The above-mentioned dismissal must not contravene the rights under the signed contract (if any).

Article 50. Announcement of appointment, dismissal, removal the person in charge of corporate governance

Person in charge of corporate governance after having decision to appoint or dismiss the person in charge of corporate governance, the Company is responsible for disclosing information within the Company and to the state agencies, on the website of the Company in accordance with the order and current laws.

Article 51. The Secretary of the Company

1. If considered necessary, the Chairman of the Board of Management shall recruit a secretary for the company to assist the Board of Management and the Chairman of the Board of Management in performing the obligations within their authority in accordance with law and the charter of the company. The Secretary of the Company shall have the following rights and obligations:
 - a. To assist the convention of meetings of the General Meeting of Shareholders or of the Board of Management; to record minutes of meetings;
 - b. To assist members of the Board of Management to exercise the assigned rights and perform the assigned obligations;
 - c. To assist the Board of Management to apply and implement the corporate governance principles;
 - d. To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders;
 - e. To assist the company to properly comply with the obligations to provide and disclose information and comply with administrative procedures.
 - f. Other rights and obligations as stipulated in the charter of the company
2. The Secretary of the Company is responsible for maintaining the confidentiality of information in accordance with the law and the Charter.

CHAPTER IX - DISCLOSURE OF INFORMATION

Article 52. Information disclosure obligations

1. The Company is obliged to publish fully, accurately and timely periodic and extraordinary information on the situation of production and business activities, finance and corporate governance situation for shareholders and competent state management agencies.
2. The company must develop and issue a regulation on information disclosure of the company in accordance with the Securities Law and its guiding documents.

Information disclosure is made in ways that ensure equal access to shareholders and investors. Language used in information disclosure needs to be clear, easy to understand and avoid misleading shareholders and investors.

CHAPTER X - IMPLEMENTATION PROVISIONS

Article 53. Supplement and amend the Regulation on company governance

Amendments and supplements to this Regulation must be considered, voted and approved by the General Meeting of Shareholders of the Company.

Article 54. Validity

1. This Regulation consists of 10 chapters and 54 articles, approved by the General Meeting of Huong Giang Tourist Joint Stock Company on ... month ... 2020 and jointly approves the full text of the regulation.
2. This regulation is unique and official of the company.
3. Copies or excerpts of the Regulation on company governance must be signed by the Chairman of the BOM or signed by the legal representative in order to be valid./.

**ON BEHALF OF GENERAL SHAREHOLDER MEETING
CHAIRMAN OF THE BOM**

Yukio Takahashi