

PROPOSAL

THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re.: Approval of the amendments and supplements to the internal regulations on corporate governance

- Pursuant to the Enterprise Law No. 68/2014/QH13 passed by the XIIIth National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26th, 2014;
- Pursuant to the Proposal No. 08/2019/TT-HDQT approving the establishment of the Audit Sub-Committee;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company;
- Pursuant to the internal regulations on corporate governance approved by the General Meeting of Shareholders on April 24th, 2018,

The BOD of Sai Gon Thuong Tin Real Estate Joint Stock Company hereby respectfully submits to the GMS to consider and approve the amendments and supplements to a number of articles of the internal regulations on corporate governance to suit the management and organization structure of the company after change. Specifically as follows:

No.	Clause	Current Charter	Amended Charter	Remark
1	Point b, Clause 1, Article 4	(b) "IAC" means the Internal Audit Committee under the BOD of the Company as stipulated in Point b, Clause 1, Article 134 of the Enterprise Law"	(b) "AS" means the Audit Sub-Committee under the BOD of the Company. The Audit Sub-Committee is the Internal Audit Committee as stipulated in Point b, Clause 1, Article 134 of the Enterprise Law	Ensure unified name according to the Company's Charter.
2	Point (a) Clause 1, Article 20	(a) The IAC has from 3 to 5 members, the specific number	(a) The IAC has from 3 to 5 members or according to the specific	Ensure flexibility in the management of the BOD

		of the IAC is decided by the BOD	number decided by the BOD from time to time	
3		Amend the phrase "Internal Audit Committee", the acronym "IAC" in the corresponding clauses in the Internal Regulations on corporate governance.	Amend into the phrase "Audit Sub-Committee", the acronym "AS" in the corresponding clauses in the Internal Regulations on Corporate governance.	Ensure conformity with content 1 above.

Respectfully submit to the GMS for consideration and approval.

Sincerely./.

Recipients:

- *General Meeting of Shareholders;*
- *Saved: Corporate Office;*

ON BEHALF OF THE BOD

CHAIRMAN OF THE BOD

(Signed)

PHAM DIEN TRUNG