

**DRAFT**

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

**OF**

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**HA LONG CANNED FOOD JOINT STOCK CORPORATION**

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Hai Phong City,

...../2021

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## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF HA LONG CANNED FOOD JOINT STOCK CORPORATION**

- Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;
- Pursuant to the Law on Enterprises dated June 17<sup>th</sup>, 2020;
- Pursuant to the Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of some articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31<sup>st</sup>, 2020 of the Minister of Finance guiding a number of articles on corporate governance to public companies in the Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 detailing the implementation of some articles of the Law on Securities;
- Based on the Charter of Ha Long Canned Food Joint Stock Corporation approved by General Meeting of Shareholders dated [...]
- Based on the Resolution of General Meeting of Shareholders No. [...] dated [...]
- The Board of Management hereby promulgates the Internal Regulations on Corporate Governance of Ha Long Canned Food Joint Stock Corporation.
- The Internal Regulations on Corporate Governance shall cover the following contents:

### **CHAPTER 1 GENERAL PROVISIONS**

#### **Article 1. Definition and Interpretation**

##### **1. Definition**

Unless the terms and context of this Regulations otherwise stated, the terms and phrases below are used in this Regulations as follow:

- (a) "*Company*" is Ha Long Canned Food Joint Stock Corporation, having enterprise code No. 0200344752, the first registration certification dated March 5<sup>th</sup>, 1999, headquarters at 71 Le Lai Street, May Chai Ward, Ngo Quyen District, Hai Phong City, Vietnam.
- (b) "*Regulations*" means Internal Regulations on Corporate Governance of the Company.
- (c) "*General Meeting of Shareholders*" means General Meeting of Shareholders of the Company.
- (d) "*Board of Management*" means Board of Managements of the Company.
- (e) "*Law on Enterprises*" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020.
- (f) "*Law on Securities*" means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019.
- (g) "*Charter*" means the Charter of Ha Long Canned Food Joint Stock Corporation approved by General Meeting of Shareholders, revisions and supplements as updated from time to time.
- (h) "*Manager*" means Manager of the Company, including Chairman of the Board of Management, members of the Board of Management, Chief Executive Officer and other individuals holding other managerial positions as specified in the Charter.
- (i) "*Executives*" includes the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Person in charge of corporate governance, Chief Executive Officer of their subsidiaries, branches, representative office and other executives shall be appointed by the Board of Management from time to time and as specified in the Charter.
- (j) "*Related parties*" are individuals and organizations defined in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;
- (k) "*Non-executive Board of Management member/Non-executive member*" is any member of the Board of Management, not the Chief Executive Officer, Deputy Chief Executive Officer, Chief

Accountant of the Company and other executives of the Company in accordance with provisions of the Charter.

- (l) “*Independent member*” is independent member of the Board of Management, its standard and condition specified in Clause 2 Article 155 of the Law on Enterprises and Charter.

## 2. Interpretation

- (a) Introduction and title are only for readers’ convenience and not for this Regulations interpretation;
- (b) Words referring to singular shall include plural meanings and vice versa;
- (c) Reference to any statute or statutory provision includes a reference to that statute or statutory provision as amended, extended or re-enacted from time to time (whether before or after the effective date hereof) and shall include all by- laws, instruments, orders, rules and regulations made there under;
- (d) Any reference to a date or time is a reference to that date or time in Vietnam;
- (e) Any reference to “writing” or cognate expressions includes a reference to electronic communication, cable, facsimile transmission or comparable means of communications.

## **Article 2. Purpose of promulgating, scope and subject of application**

### 1. Purpose of promulgating

- (a) Ensuring a reasonable corporate governance structure;
- (b) Ensuring the performance of the Board of Management, Board of Supervisors, Subcommittees;
- (c) Ensuring the interests of shareholders and related people;
- (d) Ensuring fair treatment with shareholders;
- (e) To transparently publicize all activities of the Company in order to the Company to operate in an effective manner and controlled for the benefit of shareholders and its stakeholders.

### 2. Scope

This Regulations shall specify the provisions of Law and the Charter of Ha Long Canned Food Joint Stock Corporation relating to the roles, rights and obligations of General Meeting of Shareholders, the Board of Management, Chief Executive Officer; procedures for meetings of the Shareholders' Meeting; nominate, candidacy, elect, dismiss and remove members of the Board of Management, Board of Supervisors, Chief Executive Officer and other activities as prescribed in the Company’s Charter and other relevant provisions of the laws.

### 3. Subject of application

This Regulations shall be applied to the Board of Management, Board of supervisors, Chief Executive Officer and related others.

## **Article 3. Organizational structure of the Company**

Based on the provisions of laws, the Company’s Charter, the subjects constituting the governance model of Company are as follows:

### 1. General Meeting of Shareholders

General Meeting of Shareholders is the highest authority of the Company, performing the functions, rights and obligations in the Company’s Charter and relevant laws.

### 2. Board of Management

Board of Management is the highest governing body of the Company that has the rights to act on behalf of the Company to make decision and exercise the rights and obligations of the Company which are not under the authority of the General Meeting of Shareholders in accordance with the provisions of the Charter and relevant laws. The Chairman of the Board of Management cum the legal representative of the Company.

### 3. Chief Executive Officer

- Chief Executive Officer is the head of Company and be responsible for administering daily business operations of the Company on the basis of adhering to decisions and resolutions of the General Meeting of Shareholders, the Board of Management and relevant laws.
4. Board of Supervisors  
The Board of Supervisors shall supervise the Board of Management and the Chief Executive Officer in managing and operating the Company and be responsible to the General Meeting of Shareholders for the performance of assigned tasks.
  5. Sub-committees under the Board of Management  
Sub-committees are the units that support the Board of Management and be responsible to the Board of Management for the performance of assigned tasks.

## **CHAPTER 2**

### **REGULATIONS ON ORGANIZING THE GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1. Roles, rights and obligations of the General Meeting of Shareholders**

##### **Article 4. Roles of the General Meeting of Shareholders**

General Meeting of Shareholders includes all of shareholders shall include all shareholders which may vote and shall be the highest decision-making authority of the Company

##### **Article 5. Rights and obligations of the General Meeting of Shareholders**

General Meeting of Shareholders shall have the following rights and obligations:

- (a) To pass the development direction of the Company;
- (b) To make decisions on the classes of shares and total number of shares of each class offered; to make decisions on annual dividend rate for each class of shares;
- (c) To elect, remove or discharge members of the Board of Management and members of the Board of Supervisors;
- (d) To make decisions on investment or sale of assets valued at thirty five (35) or more of total value of assets recorded in the latest financial statement of the Company;
- (e) To make amendments and supplements to the Charter;
- (f) To approve the annual financial statements;
- (g) To make decisions on redemption of more than 10% of total number of shares of each class already sold;
- (h) To consider and deal with breaches by members of the Board of Management and The Board of Supervisors resulting any damage to the Company and its shareholders;
- (i) To make decisions on re-organization and dissolution of the Company;
- (j) To decide the budget or total remuneration, bonus and other benefits for the Board of Management and Board of Supervisors;
- (k) To approve the Internal regulations on corporate governance; Operation regulations of the Board of Management and Board of Supervisors;
- (l) To approve the list of approved auditing firms; decide on the auditing firm that is approved for inspection of the Company's operations, dismiss the approved auditor when necessary;
- (m) To fulfill other obligations as prescribed by the law.

#### **Section 2. Order and procedures for the General Meeting of Shareholders to pass a Resolution by way of voting at the General Meeting of Shareholders:**

##### **Article 6. Authorization of convening the General Meeting of Shareholders**

1. General Meeting of Shareholders shall include all shareholders which may vote and shall be the highest decision-making authority of the Company. General Meeting of Shareholders shall be held annually within 04 months from the end of the fiscal year. Unless otherwise provided in the Charter, the Board of Management shall decide to extend the Annual General Meeting of Shareholders if necessary, but not more than 6 months from the end of the fiscal year. It is possible to conduct an extraordinary General Meeting of Shareholders, in addition to the Annual meeting.
2. The Board of Management shall convene the Annual General Meeting of Shareholders and select any appropriate venue. General Meeting of Shareholders shall be held at the place which the Chairperson attends the meeting and must be in the territory of Vietnam.
3. The Annual General Meeting of Shareholders shall decide issues according to the provisions of law and the Charter, especially approve the annual audited financial statements. In the event that the audit report attached to the Company's annual financial statements contains material exclusions, adverse opinions or disclaimer of opinion, the approved auditing firm's representative in charge of auditing the financial statements shall be invited to attend the annual General Meeting of Shareholders and required to attend the said General Meeting of Shareholders.
4. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
  - (a) The Board of Management deems it necessary to do so for the Company's interests;
  - (b) The number of remaining members of the Board of Management and the Board of Supervisors is less than the minimum number as prescribed by law or the number of members of the Board of Management is reduced by more than one third (1/3) compared to that specified in the Company's Charter;
  - (c) At the request of a Shareholder or a group of Shareholders as provided for in Clauses 2 and 3, Article 115 of the Law on Enterprises; any request to convene General Meeting of Shareholders must be made in accordance with Clause 4, Article 115 of the Law on Enterprises and expressed in writing, clearly stating any reason and purpose of meeting, with full signatures of the Shareholders or made into many copies and signed by all the Shareholders concerned;
  - (d) At the request of The Board of Supervisors if any members of the Board of Management or the Executives of the Company is detected to seriously violate their obligations under Article 165 of the Law on Enterprises;
  - (e) Other cases as prescribed by law and the Charter (if any).
5. Convening an extraordinary General Meeting of Shareholders:
  - (a) The Board of Management must convene General Meeting of Shareholders within 30 days as from the date on which the number of remaining members of the Board of Management or Board of Supervisors is as stipulated in in Point c Clause 4 this Article or any requirements in Points d and e, Clause 4 this Article is received.
  - (b) In case the Board of Management fails to convene General Meeting of Shareholders as specified in Clause 5 this Article, then the Board of Supervisors shall convene General Meeting of Shareholders on behalf of the Board of Management within the following thirty (30) days in accordance with the Law on Enterprises;
  - (c) In case Board of Supervisors fails to convene General Meeting of Shareholders as specified in point b Clause 5 this Article, the requesting shareholder or group of shareholders mentioned in Clause 2 Article 12 of Company's Charter shall convene General Meeting of Shareholders on behalf of the Board of Management and Board of Supervisors in accordance with Clause 4 Article 140 of the Law on Enterprises;  
In this case, the shareholder or group of shareholders convening General Meeting of Shareholders may request the Business registration office to supervise the order and procedures for convening, conducting meetings and making decisions of General Meeting

of Shareholders if considered necessary. All valid costs for convening and conducting General Meeting of Shareholders shall be reimbursed by the Company. These costs shall exclude any cost incurred by the Shareholders when attending General Meeting of Shareholders, including accommodation and travel.

- (d) General Meeting of Shareholders shall be implemented according to the procedures as specified in the Company's Charter.

**Article 7. Make a list of shareholders eligible to attend the meeting**

1. The list of all Shareholders eligible to attend General Meeting of Shareholders must be made no later than 10 days before the date of sending invitations to General Meeting of Shareholders. Information on making a list of Shareholders eligible to attend General Meeting of Shareholders must be disclosed by the Company at least 20 days prior to the expected final registration date;
2. The list of all Shareholders eligible to attend General Meeting of Shareholders must be had full name, contact address, nationality, number of legal paper of individual, for individual shareholders, name, enterprise code or number of legal paper of organization; for shareholders being organizations; number of shares of each type, number and date of shareholder registration of each shareholder.
3. Shareholders are entitled to access and make copies of names and mailing addresses of shareholders on the list; request correction of errors or addition of information about themselves on the list. The company's executives shall promptly provide information in the shareholder register, revise and add information as requested by the shareholders; pay compensation for damage caused by the failure to provide or to accurately and promptly provide shareholder registration numbers as requested. The procedures for requesting provision of information in the shareholder register shall be specified in the Company's Charter.

**Article 8. Notification of the final list of shareholders entitled to attend the General Meeting of Shareholders**

Board of Management held a meeting and issued the Resolution board through the final registration date established list of shareholders entitled to attend the meeting. Resolution of the Board must be disclosed no later than twenty (20) days before the expected final registration.

**Article 9. Notification of convening to General Meeting of Shareholders**

1. The Board of Management shall convene the Annual and Extraordinary General Meeting of Shareholders. The Extraordinary General Meeting of Shareholders shall be convened by the Board of Management according to cases specified in Article 6 herein.
2. The convener of General Meeting of Shareholders shall perform the following tasks:
  - (a) To prepare a list of all Shareholders eligible to attend and vote at General Meeting of Shareholders. The list of Shareholders entitled to attend General Meeting of Shareholders must be made no later than 10 days before the date of sending invitations to General Meeting of Shareholders. Information on making a list of Shareholders eligible to attend General Meeting of Shareholders must be disclosed by the Company at least 20 days prior to the expected final registration date;
  - (b) To provide information and settling complaints related to the list of shareholders;
  - (c) To prepare the agenda and contents of the meeting;
  - (d) To prepare documents of the meeting;
  - (e) To draft the Resolution of General Meeting of Shareholders according to the expected meeting contents; list and details of candidates in case of election of members of the Board of Management

- (f) To determine the time and venue of the General meeting;
  - (g) To inform and send the invitations to the General Meeting of Shareholders to all shareholders eligible to attend the meeting;
  - (h) To perform other tasks for the meeting.
3. The invitation to General Meeting of Shareholders may be sent to the Shareholders by personal delivery or by a secured method to their registered address and also published on the website of the Company, State Securities Commission, Stock Exchanges where the Company's shares are listed or registered for trading. The meeting invitation must have the name, address of the head office, enterprise code; name, contact address of shareholders, time, meeting place and other requirements for meeting attendees. The convener of General Meeting of Shareholders must send the invitation to all Shareholders in the List of Shareholders eligible to attend the meeting at least 21 days prior to the opening date of the meeting (from the date on which the invitation is duly sent or dispatched). General Meeting of Shareholders' agenda, documents related to issues to be voted on at the meeting must be sent to the Shareholders or/and posted on the Company's website. In case none of document is attached to the invitations to General Meeting of Shareholders, the invitations must clearly state the link to all meeting documents for Shareholders' access, including:
- (a) The meeting agenda, documents used in the meeting;
  - (b) List and details of candidates in case of election of members of the Board of Management and Board of Supervisors;
  - (c) Voting form;
  - (d) Form of power of attorney;
  - (e) Draft Resolution for each issue in the agenda.

**Article 10. Program and contents of General Meeting of Shareholders**

1. The convener of General Meeting of Shareholders shall prepare the agenda and contents of the meeting.
2. A Shareholder or a group of Shareholders mentioned in Article 115 of the Law on Enterprises may propose any issues to be included in the agenda of General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 (three) working days prior to the date of opening of General Meeting of Shareholders. The proposal must clearly state the full name, number of each type of Share held by that Shareholder, and proposed contents and issues to be included in the agenda.
3. The convener of General Meeting of Shareholders shall have the right to refuse any proposal specified in Clause 2 this Article, and must reply in writing with clear reasons for refusal at least 02 working days before the opening date of General Meeting of Shareholders. The convener of General Meeting of Shareholders shall have the right to refuse the proposal in the following cases:
  - (a) The proposal is not sent on time as mentioned in Clause 2 this Article or contains insufficient or incorrect contents;
  - (b) At the time of proposal, the Shareholder or group of Shareholders does not hold at least 05% ordinary shares as specified in Clause 2 Article 12 of the Charter;
  - (c) The proposal does not fall within the decision-making authority of General Meeting of Shareholders;
  - (d) Other cases as prescribed by the law and the Charter.
4. The convener of General Meeting of Shareholders must accept and include the proposal mentioned in Clause 2 this Article into the draft program and agenda for the meeting, except for cases in Clause 3 this article; the proposal shall be officially included in the meeting program and agenda if so agreed by General Meeting of Shareholders.

**Article 11. Authorization to attend the General Meeting of Shareholders**

1. The Shareholders, their authorized representatives being organizations may directly attend the meeting or authorize one or several other individuals organizations to do so or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Law on Enterprises. If at least 01 authorized representative is appointed, it is necessary to specify the number of shares and specific number of votes of each representative.
2. The authorization for individuals and organizations to attend General Meeting of Shareholders as mentioned in Clause 1 this Article must be made in writing. The power of attorney may be made according to the issuing company's form according to the provisions of civil law and must state the name of authorized individual and organization and the number of authorized shares together with the signature as required below:
  - (a) If the principal is an individual Shareholder, the signatures of that Shareholder and his/her Proxy to attend the meeting shall be required;
  - (b) If the principal is an institutional Shareholder, the power of attorney must be signed by the institutional Shareholder's legal representative or authorized representative and the proxy; in case of institutional proxy, the signature of institutional proxy's legal representative shall be required;
  - (c) In other cases, the power of attorney must bear the signatures of the Shareholder's legal representative and of the proxy;
  - (d) Any proxy to attend General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting before entering the meeting room.
  - (e) In case of re-authorization, the meeting attendee must present the original power of attorney of Shareholder and the power of attorney of Shareholder's institutional proxy (if it has not been registered before with the Company) containing re-authorization contents.
3. The proxy's voting form within the scope of authorization shall remain effective in one of the following cases:
  - (a) The principal dies, or his capacity for civil acts is lost or restricted;
  - (b) The principal terminates the authorization;
  - (c) The principal cancels the proxy's power;
- d) However, the foregoing shall not be applied in the event that the Company receives any notice of said events in 24 hours prior to the opening of General Meeting of Shareholders or before the meeting is re-convened.

**Article 12. Method of registration to attend General Meeting of Shareholders**

Before the opening of the meeting, the procedures for registration of Shareholders must be conducted until all the attending shareholders have fully registered under the following order:

1. Upon registration, each Shareholder or his/her authorized representative with voting right shall be provided a voting form, clearly stating the registration number, Shareholder's full name, authorized representative's full name and Shareholders number of votes. General Meeting of Shareholders shall discuss and vote on each issue in the agenda for the meeting. Voting options shall include "Agree", "Disagree", "No comments". At the meeting, the number of votes for the resolution shall be collected first, followed by the number of votes against, in the end, the total number of votes for against shall be counted for making any decision. The Chairperson shall announce counting results immediately prior to the closing of the meeting. The person responsible for counting votes or supervising the vote counting shall be elected at the meeting under the Chairperson's request; the number of members of the vote counting board shall be decided by General Meeting of Shareholders based on the Chairperson's request;
2. Shareholders, their Authorized representatives or proxies arriving after the opening time shall have the right to immediately register and then attend and vote at the meeting immediately after

registration. The Chairperson shall not have to pause the Meeting for the Shareholders coming late to complete his registration and the outcome of any votes already completed shall not be affected.

**Article 13. Conditions for conducting General Meeting of Shareholders**

1. General Meeting of Shareholders shall be conducted if the number of attending Shareholders represents at least 51% of total number of shares with voting rights.
2. If the first meeting is not eligible as specified in Clause 1 this Article due to insufficient quorum within 30 minutes from the scheduled opening time, the second meeting invitation shall be sent within 30 days from the intended date of the first meeting. General Meeting of Shareholders shall be conducted for the second time if the number of attending Shareholders represents at least 33% of total number of shares with voting rights.
3. If the second meeting is not eligible as specified in Clause 2 this Article due to insufficient quorum within 30 minutes from the scheduled opening time, the third meeting invitation shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the attending Shareholders and considered valid with the right to decide all matters that may be approved in the first General Meeting of Shareholders.
4. At the request of the Chairperson, General Meeting of Shareholders shall have the right to change the meeting agenda attached to the invitation in accordance with Clause 3 Article 18 of the Charter.

**Article 14. Procedures for conducting and voting at General Meeting of Shareholders**

1. Before the opening of the meeting, the procedures for registration of Shareholders must be conducted until all the attending shareholders have fully registered under the order in accordance with Article 12 herein and the Charter.
2. The Chairperson, secretary and vote counting board shall be elected as follows:
  - (a) The Chairman of Board of Management shall act as Chairperson of General Meeting of Shareholders convened by the Board of Management or authorize another member of the Board of Management to do so. If the Chairman of Board of Management is absent or temporarily unable to work, the remaining members shall elect one of them to be the Chairperson under the majority rule. In case no person is elected to be the Chairperson, the Head of the Board of Supervisors shall manage the election of Chairperson among the attendees and the person with the highest votes shall be the Chairperson of the meeting.
  - (b) Except for the case specified in Point a this Clause, those signing to convene General Meeting of Shareholders shall manage the election of Chairperson among the attendees and the person with the highest votes shall be the Chairperson of the meeting;
  - (c) The name of the Chairperson nominated and his/her number of votes shall be announced when being elected according to the provisions of Points a and b this Clause;
  - (d) The Chairperson may appoint one or more people to be secretary of the meeting;
  - (e) General Meeting of Shareholders may elect one or several people to the vote counting board at the request of the Chairperson.
3. The meeting agenda and contents must be passed by General Meeting of Shareholders in the opening session. The time applicable to each issue must be specified in details in the meeting contents.
4. Decision of the Chairperson on the order, procedures or events arising out of the agenda of General Meeting of Shareholders will be of the highest decisive nature.

5. The Chairperson reserves the right to take necessary and reasonable measures to conduct General Meeting of Shareholders in an orderly manner according to the approved agenda and reflect the expectations of the majority of attendees;
6. The Chairperson may adjourn General Meeting of Shareholders even if the quorum is available to another time and venue as decided by him without consulting the meeting if it is found that:
  - (a) The attendees do not have convenient seats at the venue of General Meeting of Shareholders; or
  - (b) The media at the meeting venue are unavailable for Shareholders to attend, discuss and vote at the meeting; or
  - (c) Those present to disturb the order or have the ability to disturb the meeting; and
  - (d) The delay is required for General Meeting of Shareholders to be properly conducted.
7. Excluding provisions in Clause 6 this Article, the Chairperson may adjourn the meeting upon the consent or request of General Meeting of Shareholders with sufficient quorum.
8. The meeting may be adjourned for a maximum time as specified in Clauses 6 and 7 this Article for no more than 03 working days from the intended date of opening. The reconvened General Meeting of Shareholders shall only review contents which should have been legally carried out at the previous adjourned one.
9. In case the Chairperson adjourns or postpones General Meeting of Shareholders contrary to Clause 8 this Article, another person shall be elected from the attendees to replace the Chairperson in conducting the meeting until adjournment, and the effectiveness of voting results obtained at such meeting shall not be effected.
10. The convener of General Meeting of Shareholders may request the attending Shareholders or their authorized representatives to be inspected or follow other legal and reasonable security measures deemed appropriate. If the attending Shareholders or their authorized representatives fails to comply with the said inspection or security measures, the convener, after careful consideration, may refuse or expel them from General Meeting of Shareholders.
11. After careful consideration, the convener of General Meeting of Shareholders may take appropriate measures to:
  - (a) Arrange the time and venue of General Meeting of Shareholders;
  - (b) Ensure safety for the attendees present at the venue;
  - (c) Make it easy for the shareholders to attend General Meeting of Shareholders;
  - (d) The convener of General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures. The applicable measures may be the issuance of admission or use other forms of option.
12. All General Meeting of Shareholders' decisions which have been included in the agenda must be discussed and voted at the meeting.

**Article 15. Method of voting**

1. The Meeting uses direct voting cards hosted by Chairman.
2. For each section, direct voting cards should be considered as valid vote, the Chairman will consult with shareholders/shareholders' representatives in order: Agree – Disagree - No comments.

**Article 16. Method of election**

1. General principles
  - (a) To comply with the provisions of law and the Company's Charter;
  - (b) Members of the Vote Counting Committee are not allowed to be named in the list of candidates for Board of Management and Board of Supervisors.
2. Electing the Board of Management and Board of Supervisors by cumulative voting.

- (a) Total number of votes of each shareholder corresponding to the total number of eligible shares (including private shares and authorized shares) multiplied by the number of members of the Board of Management/ members of Board of Supervisor
- (b) The shareholders who attend the Meeting have the right to use or not use partial of or accumulate of their total votes for one or several candidates;
- (c) In case of arising more candidates on the day of the Meeting, shareholders should contact the Vote Counting Committee to request re-issuance of new ballots and must return the old ballots (before putting them in the ballot box) or write names of candidates in the ballot paper following the request of the Chairman of the Meeting;
- (d) In case of an error, shareholders should contact the Vote Counting Committee to reissue new vote, shareholders must return the old vote;
- (e) How to record ballots: Each shareholder is entitled to issue votes. The way to record ballots is guided as follows:
  - Shareholders shall elect the maximum number of candidates equal to the number of candidates shall be elected;
  - If shareholders would like to accumulate all votes for one candidate, they submit all votes for chosen candidate
  - If voting unequal votes for many candidates, shareholders clearly write the number of votes in the box "Number of votes" of corresponding candidates.
  - If shareholders would like to vote for many candidates, shareholders should write down exact number of votes for their chosen candidates
- (f) Rules of election:
  - The winner is determined by the number of votes taken from high to low, starting from the candidate with the highest number of votes until the number of members needed to vote.
  - In case there are two (02) or more candidates achieving the same number of votes to be elected for the last member, re-election will be conducted among the candidates with the same number of votes or selected according to Criteria specified in election regulations.
  - If the results of the first election do not elect the required number of votes, the election will proceed until the number of members is elected.

**Article 17. Method of counting votes**

1. According to direct voting cards, Members of Vote Counting Committee check the status of shareholders, mark the shareholder code and the corresponding number of votes of each shareholder following: Agree, Disagree, No Comments.
2. According to voting by ballot, method of counting votes is conducted by collecting and counting the following: Agree, Disagree and No Comments.
3. Other forms of voting are conducted to the current law provisions.

**Article 18. Announcement of vote counting results**

The Vote Counting Committee will check, recap and report to results of each issue to the Chairman. The vote counting results will be announced before the closing of General Meeting of Shareholders.

**Article 19. Conditions for passing resolutions of General Meeting of Shareholders**

1. General Meeting of Shareholders' decisions on the following matters must be passed by way of voting at the meeting:
  - (a) Amendments, supplements to the Charter;
  - (b) Annual business development plans of the Company;
  - (c) Class of shares and total number of shares of each class;

- (d) Appointment, dismissal or removal members of the Board of Management and Board of Supervisors;
  - (e) Decision on investment or sale of assets valued at least 35% of total value of assets recorded in the most recent financial statements of the Company;
  - (f) Approval of the annual financial statements;
  - (g) Reorganization and dissolution of the Company.
2. The resolution on the following issues shall be passes upon approval of number of Shareholders representing at least 65% of total number of votes of all attending Shareholders, except for cases specified in Charter and this Regulation:
- (a) Class of shares and total number of shares of each class;
  - (b) Changes of business lines, business fields;
  - (c) Changes in the organizational management structure of the Company;
  - (d) Decision on investment or sale of assets valued at least 35% of total value of assets recorded in the most recent audited financial statements of the Company;
  - (e) Reorganization and dissolution of the Company.
3. Other resolutions shall be passes upon approval of number of Shareholders representing at least 51% of total number of votes of all attending Shareholders, except for cases specified in this Article

**Article 20. Request for cancellation of General meeting of shareholders' resolutions**

1. Within 90 days from the date of receipt of Resolution or minutes of General Meeting of Shareholders or minutes of votes counting, members of the Board of Management, Board of Supervisors, Chief Executive Officer, Shareholders or group of Shareholders specified in Clause 2 Article 12 of the Charter shall have the right to request the Court or Arbitration to consider and cancel a part of all the Resolution in the following cases:
- (a) The order and procedures for convening the meeting or collecting written opinions of General Meeting of Shareholders and making decisions of General Meeting of Shareholders seriously violate the Law on Enterprises and the Charter, unless specified in Article 20.4 of the Charter.
  - (b) The Resolutions' contents contravene the law or the Charter.
2. In case General Meeting of Shareholders' Resolutions are canceled by any decision of the court or Arbitration, those convening General Meeting of Shareholders may consider reorganizing the meeting within 30 days by the order and procedures stipulated in the Law on Enterprises and the Company's Charter.

**Article 21. Resolutions and minutes of General Meeting of Shareholders**

1. General Meeting of Shareholders must be made in minutes and may be recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and in a foreign language with the following main particulars:
- (a) Name, head office, enterprise code;
  - (b) Time and venue of General Meeting of Shareholders;
  - (c) Meeting agenda and contents;
  - (d) Full name of the Chairperson and secretary;
  - (e) Summary of developments of the meeting and of opinions therein on each matter set out in the meeting agenda;
  - (f) Number of Shareholders and total number of votes of attending Shareholders, list of registered Shareholders and their representatives with the total number of their shares and corresponding total number of votes;

- (g) Total number of votes for each issue voted on, voting method, total number of valid, invalid, for, against and abstention votes; corresponding ratio on the total number of votes of attending Shareholders;
  - (h) Any issues that have been approved and proportion of votes for respectively;
  - (i) Full names and signatures of the Chairperson and secretary. If the Chairperson and secretary refuses to sign the minutes, the minutes shall be effective only if signed by all other members of the Board of Management attending the meeting with sufficient contents mentioned in this Clause. The meeting minutes clearly state the said refusal by the Chairperson and secretary.
2. The minutes of General Meeting of Shareholders must be completed and approved prior to the end of the meeting. The Chairperson and secretary or other individual signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents therein.
  3. The meeting minutes and resolutions of General Meeting of Shareholders must be published on the Company's website within 24 hours or sent to all Shareholders within 15 days from the end of the meeting. Such minutes shall be considered any authentic evidence of the work carried out at that meeting unless there is any objection to the contents given according to the procedures specified in within 10 days of sending the minutes.
  4. The minutes and resolutions prepared in Vietnamese and any foreign language shall be of equal legal validity. In case of differences in the contents in Vietnamese and any foreign language, the Vietnamese version shall prevail.
  5. The meeting minutes, Resolutions of General Meeting of Shareholders, list of Shareholders registering to attend the meeting with their signatures, power of attorney to attend the meeting, all documents attached to the Minutes (if any) and relevant information attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and kept at the Company's head office.

#### **Article 22. Announcement of the Resolution of General Meeting of Shareholders**

1. Resolution of General Meeting of Shareholders takes effect from the date of its adoption or from the effective time started in that resolution.
2. Resolutions of General Meeting of Shareholders, which are passed by 100% of the total number of voting shares, are legitimate and effective even when the order and procedures for convening and approving such resolutions violate regulations of the Enterprise Law and the Company's Charter.
3. The meeting minutes and resolutions of General Meeting of Shareholders must be published on the Company's website within 24 hours or sent to all Shareholders within 15 days from the end of the meeting.
4. In case there is a shareholder, a group of shareholders request the Court or an arbitrator to cancel the Resolution of General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, the resolution will remain in effect until The Court's decision to cancel such Resolution takes effect, except for the case of application of provisional urgent measures under a decision of a competent agency.

### **Section 3. Procedures for collecting written opinions of Shareholders to pass resolutions of General Meeting of Shareholders**

#### **Article 23. Collecting written opinions of Shareholders to pass resolutions of General Meeting of Shareholders**

The Board of Management shall have the right to collect shareholders' written opinions to pass General Meeting of Shareholders' Resolutions when it deems it necessary for the Company's benefits, except for cases specified in Clause 1 Article 19 of this Regulation.

**Article 24. Procedures for collecting written opinions of Shareholders to pass resolutions of General Meeting of Shareholders**

Authority and procedures for collecting written opinions of shareholders to pass resolutions of General Meeting of Shareholders shall be made as follows:

1. The Board of Management shall have the right to collect shareholders' written opinions to pass General Meeting of Shareholders' Resolutions when it deems it necessary for the Company's benefits.
2. The Board of Management shall be responsible for preparing opinion forms, draft resolutions of General Meeting of Shareholders, documents explaining the draft Resolution sent to all Shareholders with voting rights at least 10 days before the deadline for returning the opinion forms. Any requirements and method of sending opinion form and attached documents shall be implemented in accordance with the Company's Charter.
3. An opinion form must contain the following main contents:
  - (a) Name, headquarters, enterprise code;
  - (b) Purpose of collecting written opinions;
  - (c) Full name, permanent address, nationality, Citizen identification card number, ID card number, passport number or other lawful identity document of the Individual Shareholder; name, enterprise code or establishment decision number, head office address of the Institutional shareholder or full name, permanent address, nationality, Citizen identification card number, ID card number, passport number or other lawful identity document of the Institutional shareholder's proxy; number of shares of each class and number of shareholder's votes;
  - (d) Issue on which it is necessary to obtain opinions in order to pass a resolution;
  - (e) Voting options including Agree, Disagree, No Comments on each consulted issue;
  - (f) Time-limit within which the completed written opinion form must be returned to the company;
  - (g) Full name and signature of the Chairman of the Board of Management.
4. Any completed opinion form must bear the signature of Individual Shareholder, and of the Institutional shareholder's authorized representative or legal representative.
5. The opinion forms may be sent to the Company in the following ways:
  - (a) By post: The opinion form sent to the Company must be put in a sealed envelope without being opened by anyone prior to votes counting;
  - (b) Via fax or e-mail: The opinion forms sent to the Company by e-mail must be kept confidential until the time of counting of votes;
  - (c) The opinion forms received by the Company after the deadline specified herein or opened in case of sending by post and disclosed in case of sending via fax, e-mail shall be invalid. The opinion forms not sent shall be considered to be a vote not participating in the vote.
6. The Board of Management shall conduct votes counting and prepare the minutes of votes counting in the presence of The Board of Supervisors or any Shareholder not holding a managerial position in the Company The minutes of counting of votes shall contain the following basic particulars:
  - (a) Name, headquarters, enterprise code;
  - (b) Purpose of and issues required for written opinions in order to pass any Resolution;
  - (c) The number of Shareholders and total number of votes casted, with the distinction of valid votes, invalid votes and the method of sending votes, together with an appendix listing the Shareholders participating in the vote;

- (d) Total number of votes for, against and abstentions on each issue voted upon;
  - (e) Any issues that have been approved and the proportion of votes passed respectively;
  - (f) Full names and signatures of the Chairman of the Board of Management, vote counter and vote counting supervisor.
7. The members of Board of Management, vote counter and vote counting supervisor shall be jointly responsible for the truthfulness, accuracy of the minutes of vote counting; jointly responsible for damages caused by the decisions passed due to the untruthful, incorrect counts of votes;
  8. The minutes of votes counting and Resolution must be sent to the Shareholders within 15 days from the end of vote counting. The sending of minutes of votes counting and Resolution above may be replaced by posting on the Company's website within 24 hours from the end of vote counting.
  9. Any completed opinion forms, minutes of votes counting, passed Resolution and related documents attached must be archived at the Company's head office.
  10. General Meeting of Shareholders' Resolutions shall be passed in the form of collecting written opinions if it is approved by the number of shareholders owning at least 51% of total number of votes of all shareholders with voting rights. Any Resolutions passed by the form of collecting written opinions of Shareholders shall have the same validity as those passed by General Meeting of Shareholders.

**Section 4. Order and procedures of General Meeting of Shareholders to adopt resolutions by online meetings or those combined with live ones.**

**Article 25. General Meeting of Shareholders combined with live online meetings**

The company will apply the form of online meeting or live conference combined with online according to the current regulations issued by the General Meeting of Shareholders.

**CHAPTER 3  
BOARD OF MANAGEMENT**

**Section 1. Roles, rights and obligations of the Board of management**

**Article 26. Roles, rights and obligations of the Board of Management**

1. The Members of the Board of Management shall have full rights in accordance with the Law on Securities, relevant laws and the Charter, including the right to be provided with information and documents on financial situation and business operation of the Company and its departments.
2. The Board of Management must fully comply with the responsibilities and obligations under the provisions of the laws, the Company Charter and the following responsibilities and obligations:
  - (a) To be responsible to shareholders for the operations of the Company;
  - (b) Treat all shareholders equally and respect the interests of persons with interests related to the Company;
  - (c) Ensuring that the operations of the Company comply with the provisions of law, the Charter and internal regulations of the Company;
  - (d) Develop the Operation Regulations of the Board of Management to submit to the General Meeting of Shareholders for approval and publish on the Company's website;
  - (e) Monitoring and preventing conflicts of interest of members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer and other Managers, including misuse of Company assets and abuse related party transactions.

- (f) appointing a person in charge of corporate governance;
  - (g) Organize training courses on corporate governance and necessary skills for members of the Board of Management, Chief Executive Officer and other Managers of the company;
  - (h) Report on activities of the Board of Management at the General Meeting of Shareholders in accordance with Article 280 of Decree 155/2020/ND-CP.
  - (i) Responsibility to be honest and avoid conflicts of interest is provided in Article 42 of the Company's Charter.
  - (j) Responsibility for damages and compensation is stipulated in Article 43 of the Charter of the Company.
3. The Board of Management must report to the General Meeting of Shareholders the results of the activities of the Board of Management in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Securities Law.
  4. The Board of Management approves the Resolution, decides by voting at the meeting, takes opinions in writing or in other forms as stipulated by the Company Charter. Each Member of the Board of Management has one vote.

**Article 27. Responsibility and obligations of members of the Board of management**

1. Members of the Board of Management have obligations as provided for in the Company Charter and the following:
  - (a) Perform its duties honestly and prudently in the best interests of shareholders and the Company;
  - (b) Attend all meetings of the Board of Management and give opinions on the issues raised;
  - (c) To promptly and fully report to the Board of Management the remuneration received from Subsidiaries, Affiliates and other organizations;
  - (d) Report to the Board of Management at the latest meeting on transactions between the Company, Subsidiaries, and Other Companies over 50% or more of the Charter capital held by the Company with members of the Board of Management. and the member's related Persons; transactions between the Company and the Company in which a member of the Board of Management is a founding member or manager of an enterprise during the last 03 years prior to the transaction time;
  - (e) To disclose information when conducting transactions in shares of the Company in accordance with the law.
  - (f) Research, evaluate the situation, the results of operations and contribute to the construction of the development direction, business performance results of the Company in each period.
  - (g) To comply with the provisions of law, the Company Charter, this Regulation and the internal rules and regulations of the Company; implement the resolutions of the General Meeting of Shareholders, the decisions of the Board of Management related to each member.
  - (h) Members of the Board of Management will not be entitled to increase remuneration or bonus payment when the Company fails to pay all due debts.
2. Independent members of the Board of Management/ Independent members are responsible for or making evaluation reports on the activities of the Board of Management.

**Article 28. Right to be provided with information of Members of the Board of Management**

The right to be provided with information of Members of the Board of Management is specified in the Charter, Operation Regulations of the Board of Management and other related regulation of the laws.

**Section 2. Nomination, self-nomination, election, dismissal and removal on Members of the Board of Management**

**Article 29. Term of office, quantity, criteria and conditions for members of the Board of Management**

The Board of Management includes the Chairman, Vice Chairman and members of the Board of Management.

- (a) There are 05 members of the Board of Management and maximum of 11 members.
- (b) The term of office of members of the Board of Management shall not exceed 05 years and members of the Board of Management may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Management for no more than 2 consecutive terms.
- (c) When all members of the Board of Management end their term, they shall continue to be members until new ones are elected to replace and take over their work unless otherwise by the Charter.
- (d) Membership structure of the Board of Management must have at least one third (1/3) of total number of members being non-executive members
- (e) Regulations on the total number of independent members of the Board of Management:
  - (i) At least 01 independent member in case the Company has 03 to 05 members of the Board of Management;
  - (ii) At least 02 independent members in case the Company has 06 to 08 members of the Board of Management;
  - (iii) At least 03 independent members in case the Company has 09 to 11 members of the Board of Management.
- (f) Standards and conditions applied for members of the Board of Management:
  - (i) Not to fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - (ii) To have professional qualifications and experience in business administration of the Company and not necessarily being a shareholder of the Company;
  - (iii) Being members of the Board of Management of another company at the same time;
  - (iv) Not concurrently being members of the Board of Management at more 05 other companies;
  - (v) Other conditions in accordance with the current charter and regulations of law.

**Article 30. Self-nomination, nomination of candidates to the Board of Management**

1. If the candidates for the Board of Management have been identified, their information must be disclosed by the Company on its website at least 10 days before the opening date of General Meeting of Shareholders for Shareholders to find out about these candidates before voting. Candidates for the Board of Management must undertake in writing in terms of truthfulness and accuracy of published personal information and commit to performing the tasks honestly, carefully and for the benefit of the Company if elected as a member of the Board of Management. Any information related to candidates for the Board of Management shall be published, including:
  - (a) Full name, date of birth;
  - (b) Qualification;
  - (c) Working experience;
  - (d) Enterprise and managerial titles held by candidate respectively as prescribed in Clause 24 Article 4 of the Law on Enterprises;
  - (e) Benefits related to the Company and related parties of the Company;
  - (f) Full name of Shareholder or group of Shareholders nominating that candidate (if any);
  - (g) Other information (if any) as regulated in the Charter.
2. Members of the Board of Management must meet the criteria and conditions specified in Clause 5 Article 26 of the Charter and Article 29 this Regulation.

**Article 31. Methods of election of members of the Board of Management**

1. A shareholder or group of shareholders owning at least 10% of the total number of common shares shall have the right to nominate a candidate to the Board of Management.
2. A shareholder or group of shareholders specified in clause 1 of this Article may combine the number of voting rights to nominate candidates to the Board of Management based on the number of members of the Board of Management. A Shareholder or group of Shareholders holding from 10% to less than 20% of total number of shares with voting rights shall be entitled to nominate a candidate; from 20% to less than 30% to nominate up to two candidates; from 30% to less than 40% to nominate up to three candidates; from 40% to less than 50% to nominate up to four candidates; from 50% to less than 60% to nominate up to five candidates; from 60% to less than 70% to nominate up to six candidates; from 70% to 80% to nominate up to seven candidates; and from 80% to less than 90% to nominate up to eight candidates.
3. If the number of candidates nominated by a shareholder or a group of shareholders is lower than the number entitled to nominate under Clause 2 of this Article, the remaining number of candidates shall be nominated by the Board of Management and other shareholders.
4. In case of insufficient number of candidates for the Board of Management through nomination and self-nomination as prescribed in clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Management shall introduce additional candidates or organizations according to the Charter, Operation Regulations of the Board of Management and this Regulations. The aforementioned additional introduction must be clearly announced before General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.
5. Voting to elect members of the Board of Management must be implemented by the method of cumulative voting, whereby each shareholder shall have as his/her total number of votes the total number of shares he owns multiplied by the number of members to be elected to the Board of Management, and each shareholder shall have the right to accumulate all his votes for one or more candidates.
6. Elected members of the Board of Management shall be determined by the number of votes received in descending order, starting from those with the most votes until the number of elected members as required in the Charter is reached. In case there are at least 02 candidates getting the same number of votes for the last member of the Board of Management, the re-election shall be conducted among the candidates with equal votes according to the election regulations or the Charter.

**Article 32. Dismissal, removal, replacement and addition of members of the Board of Management**

1. The members of the Board of Management shall be dismissed by General Meeting of Shareholders in the following cases:
  - (a) That member fails to satisfy the standards and conditions stipulated in Clause 5 Article 26 of the Charter and Article 155 of the Laws on Enterprises;
  - (b) That member sends a written request for resignation to the Company's head office and get the approval of resignation;
  - (c) The legal shareholder changes any authorized representative who is a member of the Board of Management;
  - (d) The legal Shareholder for which that member acts as a proxy is bankrupt, dissolved or terminated or is no longer a Shareholder of the Company;
  - (e) There is any decision by a court or professional or competent authority against that Member suffering from mental disorder; or that Member dies, loses citizenship, is prosecuted for penal liability or sentenced to imprisonment;
  - (f) Other cases as specified in the Charter.

2. The members of the Board of Management shall be removed by General Meeting of Shareholders in the following cases:
  - (a) That member is absent from the Board of Management' meetings for 06 consecutive months without any permission of the Board of Management during this time and his position if left vacant as determined by the Board of Management.
  - (b) That member provides the Company with false personal information when being a candidate for the Board of Management;
  - (c) Other cases as specified in the Charter.
3. General Meeting of Shareholders may decide to replace the members of the Board of Management; dismiss or remove them outside the cases specified in Clauses 1 and 2 of this Article when necessary.
4. The Board of Management must convene General Meeting of Shareholders for the purpose of election of additional members of the Board of Management in the following cases:
  - (a) The number of members of the Board of Management is reduced by more than one-third (1/3) compared with the quorum as specified in Article 6.2 herein. In this case, General Meeting of Shareholders must be convened by the Board of Management within 60 days from the date on which the number of members is reduced by more than one third (1/3);
  - (b) There is a decrease in the number of members of the Board of Management who are non-executive members, not ensuring the rate as specified in Article 6.5 herein;
  - (c) There is a decrease in the number of independent members of the Board of Management, not ensuring the rate as specified in Article 6.6 herein;
  - (d) Except for cases specified at points a, b, c of this Clause, a new member shall be elected by General Meeting of Shareholders in order to replace the dismissed or removed member at the nearest meeting.

**Article 33. Chairman, Vice Chairman of the Board of Management**

1. The Chairman and Vice Chairman shall be elected, dismissed or removed by the Board of Management among the members of the Board of Management. 01 Chairman and 01 or 02 Vice Chairmen shall be elected by the Board of Management among members of the Board of Management.
2. The Chairman of the Board of Management cannot concurrently hold the position of Chief Executive Officer.
3. The Chairman of the Board of Management shall have the following rights and obligations:
  - (a) To prepare working plans and programs of the Board of Management;
  - (b) To prepare the agenda, contents, documents for the meeting; convene and preside over the meeting of Board of Management;
  - (c) To act on behalf of the Board of Management to sign resolutions of the Board of Management, conclude contracts within the authority of the Board of Management; approve of contracts; documents for signing by the Chief Executive Officer as authorized;
  - (d) To organize the adoption of Resolutions, decisions of the Board of Management;
  - (e) To prepare the contents, agenda, documents for General Meeting of Shareholders, sign invitations to General Meeting of Shareholders, assign the preparatory work of General Meeting of Shareholders to the Sub-committees;
  - (f) To preside the meeting of the Board of Management, General Meeting of Shareholders;
  - (g) To approve decisions of General Meeting of Shareholders by way of collection of written opinions;
  - (h) To organize, send opinion forms attached to documents related to all shareholders entitled to attend General Meeting of Shareholders;

- (i) To organize, supervise the counting of votes and make minutes of vote counting in accordance with the law in case of collecting written opinions of Shareholders to pass resolutions of General Meeting of Shareholders; notify vote counting results, and any decisions passed to all shareholders entitled to attend General Meeting of Shareholders within 15 days from the end of vote counting;
  - (j) To supervise and expedite the implementation of resolutions and decisions of General Meeting of Shareholders and decisions and resolutions of the Board of Management;
  - (k) To have other rights and obligations in accordance with the Law on Enterprises and the Charter.
4. If the Chairman and/or Vice Chairman of the Board of Management sends an application for resignation or is dismissed or removed, the Board of Management must elect a substitute within 10 days from the date of receipt of application or dismissal, removal.
  5. The Vice Chairman shall have the same rights and obligations as the Chairman in case of being authorized by the Chairman in writing but only in case the Chairman has notified the Board of Management that he is absent due to force majeure or inability to perform their duties. If the Chairman does not appoint the Vice Chairman as above, the remaining members of the Board of Management shall appoint the Vice Chairman to preside the meeting. If both the Chairman and Vice Chairman are temporarily unable to perform their duties for some reasons, the Board of Management may elect another member to perform the task of the Chairman according to the majority rule until a new decision of the Board of Management is given.
  6. The Chairman of the Board of Management may decide on the appointment of the Company Secretary when necessary. The Company Secretary shall have the following rights and obligations:
    - (a) To support the convening of General Meeting of Shareholders, meetings of the Board of Management; attend and record the minutes of the meeting;
    - (b) To directly communicate with members of the Board of Management and assist them in exercising their assigned rights and obligations;
    - (c) To support the Board of Management in applying and implementing corporate governance principles;
    - (d) To detect, make recommendations, warnings, and publicize contents related to conflicts of interest at the Company according to the Charter;
    - (e) To act as the liaison between the Board of Management and the Executives of the Company and related parties in implementing resolutions of General Meeting of Shareholders and resolutions of the Board of Management;
    - (f) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
    - (g) To assist the Company in strictly complying with its obligations to provide information, publicizing information and administrative procedures;
    - (h) To ensure the Company's compliance with the procedures related to corporate governance principles and legal provisions;
    - (i) To be honest and confidential in accordance with the provisions of the law and the Charter;
    - (j) To have other rights and obligations as stipulated in the Charter.

### **Section 3. Remuneration and other benefits of members of the Board of Management**

#### **Article 34. Remuneration, bonuses and other benefits of members of Board of Management**

1. The members of Board of Management shall be entitled to remuneration, bonuses by the Company based on the business results and efficiency.

2. The members of the Board of Management (excluding authorized representatives) shall be entitled to work remuneration and bonuses. Remuneration for work shall be calculated on the basis of the working days which are necessary to fulfill the obligations of the members of the Board of Management and the daily rate of remuneration. The remuneration for each member shall be estimated on the principle of consensus or equal division in the event of failed agreements. The total amount of remuneration and bonuses for the Board of Management shall be decided by General Meeting of Shareholders at the annual meeting.
3. The remuneration entitled by members of the Board of Management shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the annual financial statements and reported at the Annual General Meeting of Shareholders.
4. Any members of the Board of Management holding executive positions (including Chairman or Vice Chairman) or working at subcommittees of the Board of Management or performing other jobs outside of the normal scope assigned to them may be paid an additional remuneration in the form of lump-sum remuneration, salary, commission, percentage of profit or in another form as decided by the Board of Management.
5. The members of the Board of Management shall be paid for all the expenses of traveling, meal, accommodation and other reasonable expenses incurred upon performing task under their role, including expenses arising from their attendances to General Meeting of Shareholders, meetings of Board of Management or its subcommittees.
6. The members of the Board of Management may receive liability insurance purchased by the Company after obtaining approval from General Meeting of Shareholders. This insurance shall not cover for such member's liability in connection with violation of law and the Charter.

**Section 4. The order and procedures of organizing the meeting of the Board of Management include the following main contents :**

**Article 35. Minimum number of meetings**

1. General provisions on the Board of Management meeting
  - (a) The Board of Management shall organize a meeting at least once a quarter (01 time) time and may be able to organize an extraordinary meeting in the order specified in the Charter. The organization the meeting of the Board of Management, meeting agenda and related documents are notified in advance to the Members of the Board of Management according to the time limit stipulated by law and Charter.
  - (b) The minutes of the Board of Management meeting shall be made in detail and clear. The Chairman and secretary of the meeting shall sign the minutes of the meeting which must be kept in accordance with Law and Charter.
2. Provisions of the first meeting  
Chairman of the Board of Management is elected in the first meeting of the Board of Management within seven (07) working days from the closure of the voting of the Board of Management. This meeting shall be convened and presided over by whom has the highest number of votes or the highest percentage of votes. In case there are more than one (01) member with the highest number of votes or the same percentage of votes, members shall elect according to the majority rule to choose one (01) of them to convene a meeting of the Board of Mangement.

**Article 36. The cases in which to convene extraordinary meetings of the Board of Management**

1. Provisions on extraordinary meetings:

- The Chairman of the Board of Management shall convene extraordinary meetings of the Board of Management in necessary, work out the agenda, time and venues of the meetings at least five (05) days before the expected opening dates of such meetings.
2. The Chairman shall convene without any unreasonable delay a meeting of the Board of Management when one of the following makes a written request therefor, stating the purpose of the meeting as well as the issues to be discussed:
    - (a) The request of Board of Supervisors;
    - (b) The Chief Executive Officer or at least five (05) Managers;
    - (c) At least two (02) members of the Board of Management;
    - (d) Other cases in accordance with the laws (if any).
  3. The request specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Management.
  4. The Chairman must convene a meeting of the Board of Management within seven (07) working days from the date of request specified in Clause 3 of this Article. In case of not convening such meeting, he/she shall be responsible for any damage to the Company; the person making that request has the right to him/her to convene a meeting of the Board of Management.

**Article 37. Notice of Board of Management meeting (including time, location, agenda, issues to be discussed and decided)**

1. The Chairman of the Board of Management or the person who convenes the meeting must send an invitation at least three (03) working days before the meeting date, stating the time and location of the meeting, agenda, issues to be discussed and decided. The invitation must include documents used at the meeting and the votes of the members.
2. Invitation can be sent by invitation, phone, fax, email and guaranteed to reach the contact address of each member of the Board of Management registered at the Company.
3. Other forms of meeting:
  - (a) Online meeting: A meeting of the Board of Management can be held in the form of an online between members of the Board of Management when all or some of the members are at other locations provided that each can:
    - Listen to each other member of the Board of Management speaking together in the meeting;
    - Speak to all other attending members simultaneously.
    - Discussion between members can be done directly by phone or by other means of communication or a combination of these methods. Members of the Board of Management participating in such meeting are considered "present" at that meeting. The venue of the meeting organized in accordance with this regulation is the venue where the most members of the Board of Management are present, or the venue where the Chairman of the meeting is present.
  - (b) Meeting to collect written opinions: Procedures for collecting written opinions of the Board of Management to adopt resolutions of the Board of Management are carried out when it is deemed necessary for the benefit of the Company.
    - (i) Opinion forms, draft resolutions of the Board of Management, documents explaining the draft resolutions must be prepared and sent to all members of the Board of Management who have voting rights at least five (05) days before the deadline to return the opinion form. Requirements and method of sending opinion form and accompanying documents comply with the provisions of this Regulation and the Company Charter;
      - The opinion form must contain the following main contents:

- Name, head office address, enterprise code;
  - Purpose of collecting comments;
  - Issues that need to be consulted for approval;
  - Voting options include agree, disagree and no opinion;
  - The deadline to send back the completed opinion form to the Company;
  - Full name and signature of the Board member.
- (ii) Method of adopting resolutions of the Board of Management by collecting written opinions is done on the basis of the consent of a majority of the members of the Board of Management who have voting rights. This resolution is as effective and valid as a resolution adopted at a meeting.
- (iii) The minutes of counting of votes must contain the following main contents:
- Name, head office address, enterprise code;
  - Purpose and issues that need to be consulted to pass the resolution;
  - List of members of the Board of Management who participated in voting, distinguishing between valid votes and invalid votes;
  - Total number of votes for, against and abstentions on each issue voted on;
  - The issues have been approved;
  - Full name and signature of the Chairman of the Board of Management and people counting votes.
- (iv) People who conduct counting of votes must be responsible for the truthfulness and accuracy of the vote counting minutes; To be jointly liable for damages arising from decisions made due to untruthful or inaccurate vote counting.

**Article 38. Rights to attend the Board of management of members of the Board of Supervisors**

1. The Chairman of the Board of Management or the convener shall send meeting invitations and accompanying documents to members of the Board of Supervisors as for members of the Board of Management.
2. Members of the Board of Supervisors may attend meetings of the Board of Management; have the right to discuss but not to vote.

**Article 39. Conditions for organizing meetings of the Board of Management**

1. A meeting of the Board of Management shall be conducted when there are three quarters (3/4) or more of the total members attending the meeting.
2. If the meeting convened as prescribed in this Clause does not have enough members attending the meeting as prescribed, the second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting may be held if more than half of the members of the Board of Management attend the meeting.

**Article 40. Method of voting**

1. A member of the Board of Management is considered to attend and vote at a meeting in the following cases:
  - (a) Attend and directly vote at the meeting;
  - (b) Authorize another person to attend the meeting and vote in accordance with Article 42 of this Regulation;
  - (c) Attend and vote via live conference, electronic voting or other electronic means;
  - (d) Send votes to the meeting by post, fax, or email;

2. In case the votes are sent to the meeting by mail, they must be contained in a sealed envelope and must be sent to the Chairman of the Board of Management at least one (01) hour before the opening. Votes can only be opened in the presence of all attendees.
3. A member of the Board of Management is not allowed to vote on the contracts, transactions or proposals that such member or his related person has interests and such interests conflict or may conflict with Company benefits. A member of the Board of Management will not be counted in the minimum required number of delegates present to be able to hold a meeting of the Board of Management regarding the decisions that such member does not have the right to vote.

**Article 41. Approval of resolutions of the Board of Management**

1. The Board of Management shall approve decisions and resolutions on the basis of majority members of the Board of Management. In case the number of votes for approval and equal objection, the Chairman of the Board of Management is the decisive vote.
2. Any Resolutions in the form of written opinions shall be passed on the basis of the consent of the majority of members with voting rights of the Board of Management. Such Resolution shall be effective and valid as those passed by members of the Board of Management at a meeting convened and held as usual.

**Article 42. The authorization for other members of the Board of Management**

Members must attend all meetings of the Board of Management. A member may authorize another person to attend the meeting and vote if it is approved by a majority of the members of the Board of Management

**Article 43. Meeting minutes and resolutions of Board of Management**

The meetings of Board of Management must be recorded in minutes and may be made in writing or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and in a foreign language if available with the main contents specified in the Charter.

**Article 44. Notice of Resolutions and Decisions of the Board of Management**

Resolutions and decisions of the Board of Management after being issued will be disclosed by the Company in accordance with the order and regulations.

**Section 5. The sub-committees of the Board of Management**

**Article 45. Subcommittees of the Board of Management**

1. The Board of Management may establish subcommittees responsible for development policy, human resources, salary and bonus, internal audit, and risk management.
2. The number of Subcommittee's members shall be decided by the Board of Management, but must be at least 03 people including members of the Board of Management and external members. The number of external members must be less than one-second (1/2) of the total number of subcommittees' members.
3. The subcommittees must work on the basis of compliance with the regulations of the Board of Management. The Subcommittee's resolutions shall be effective only when the majority of members attend and vote at the Subcommittees' meetings.
4. The decisions of the Board of Management, or subcommittees directly under the Board of Management must be made on the basis of compliance with current legal regulations, the Charter and Internal Corporate governance regulations.

## **Section 6. Person in charge of corporate governance**

### **Article 46. Person in charge of corporate governance**

Standards of the person in charge of corporate governance:

- a) Have full civil act capacity and are not subject to corporate management as prescribed in Clause 2 Article 17 of the Law on Enterprise;
- b) Not concurrently working for an approved auditor that is auditing the financial statements of the Company.
- c) Having professional qualifications and experience in business management, knowledge of law;
- d) Other standards and conditions in accordance with current law, the Company's Charter and decisions of the Board of Management.

### **Article 47. Appointment of the person in charge of corporate governance**

The Board of Management of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance. The term of office of the person in charge of corporate governance is decided by the Board of Management. The person in charge of management can concurrently act as the Company Secretary.

### **Article 48. The company administrator is dismissed in the following cases:**

1. The person in charge of corporate governance is dismissed or sacked in the following cases:
  - (a) No longer meets the criteria set out in Article 46 of this Regulations;
  - (b) Has a resignation letter and is approved by the Board of Management;
  - (c) Other cases as prescribed by law.
2. Board of Management can dismiss the person in charge of corporate governance when necessary, but not contrary to the current law provisions on labor. The Board of Management may appoint the Assistant to be in charge of corporate governance from time to time.

### **Article 49. Right and obligations of the person in charge of corporate governance**

1. To advise the Board of Management in organizing General Meeting of Shareholders according to the regulations and the related work between the Company and Shareholders;
2. To prepare the meetings of the Board of Management, Board of Supervisors and General Meeting of Shareholders as requested by the Chairman of the Board of Management or Board of Supervisors;
3. To advise on procedures of meetings;
4. To attend the meetings;
5. To advise on procedures for making Resolutions of the Board of Management in accordance with the law;
6. To provide the members of the Board of Management and Board of Supervisors with financial information, copies of meeting minutes, resolutions, decisions of General Meeting of Shareholders, Board of Management and other information;
7. To supervise and report information disclosure activities of the Company to the Board of Management;
8. To act as a liaison with stakeholders;
9. To keep information confidential in accordance with the law and the Charter;
10. To fulfill other obligations as prescribed by the current law.

## THE BOARD OF SUPERVISORS

### **Section 1. Roles, rights and obligations of the Board of Supervisors, the responsibility of the Board of Supervisors's members**

#### **Article 50. Rights and obligations of members of the Board of Supervisors**

1. Members of the Board of Supervisors have rights under the provisions of the Law on Enterprises, relevant laws and the Charter, including access to information and documents related to the operation of the company. Members of the Board of Management, Chief Executive Officers and other enterprises of the company shall provide timely and adequate information at the request of members of the Board of Supervisors.
2. Members of the Board of Supervisors are responsible for complying with the provisions of law, the Company Charter and professional ethics in implementing assigned rights and obligations. The Company can guide regulations on activities and perform duties of a Member of the Board of Supervisors in accordance with the law and the Charter.

#### **Article 51. Rights and obligations of the Board of Supervisors**

Rights and obligations of the Board of Supervisors prescribed in the Law on Enterprises and the following rights and obligations:

- (a) To propose to General Meeting of Shareholders for the approval of list of auditing firm approved to audit the Company's financial statement;
- (b) To be accountable to Shareholders for supervisory activities;
- (c) To supervise the financial situation of the Company, the compliance with the law of members of the Board of Management, Chief Executive Officer and other Managers during the working process;
- (d) To ensure the close coordination with the Board of Management, Chief Executive Officer and Shareholders;
- (e) When detecting a violation of law or of the Charter by a member of the Board of Management, Chief Executive Officer and other Executives, the Board of Supervisors must notify the Board of Management in writing and request violators to stop their violations and take remedial measures;
- (f) To formulate the Operation Regulations of the Board of Supervisors and submit to General Meeting of Shareholders for approval;
- (g) To have the right to access files and documents of the Company retained in the head office, branches and other locations; visit working places of Managers and employees of the Company;
- (h) To request the Board of Management, its members, Chief Executive Officer and other Managers to provide in full, accurately and on time all information and documents related to the management, administration and business operation of the Company;
- (i) To discuss with the independent auditor about nature and audit scope before starting the audit;
- (j) To seek advice from independent professional advisors or legal advisors and ensure the participation of external experts with appropriate professional experience in the Company's work if deemed necessary;
- (k) To check the annual, interim and quarterly financial statements before submission to the Board of Management;
- (l) To discuss problems and shortcomings found from midterm or final audit results as well as issues that the independent auditor wants to discuss;
- (m) To review the independent auditor's letter to the management and the feedback of the management of the Company;
- (n) To review the Company's reports on internal control systems before being approved by the Board of Management;
- (o) To review results of internal investigations and feedback from the Executives.;

- (p) To review contracts, transactions with Related parties under the approval authority of the Board of Management or General Meeting of Shareholders and make recommendations on contracts and transactions that require approval of the Board of Management or General Meeting of Shareholders;
- (q) To have other rights and obligations in accordance with the laws and the Charter.

**Article 52. Responsibilities of members of the Board of Supervisors**

- 1 Comply with the laws, the Charter, resolutions of the General Meeting of Shareholders and professional ethics in implementing the assigned rights and obligations.
- 2 Exercise the assigned rights and obligations in an honest, careful and best manner to ensure the maximum legal interests of the Company.
- 3 Loyal to the interests of the Company and its shareholders; not abuse position, position and use information, know-how, business opportunities, other assets of the Company for self-interest or for the benefit of other organizations or individuals.
- 4 Other obligations as provided for by the Law on Enterprises and the Charter.
- 5 In case of any violation specified in Clauses 1, 2, 3 and 4 of this Article causing damage to the Company or another person, a member of the Board of Supervisors shall be personally or jointly responsible for compensating such damage. Income and other benefits acquired by the Board of Supervisors members due to violation must be returned to the Company.
- 6 In case of detecting any violation of the Board of Supervisors member in the exercise of his / her assigned rights and obligations, he/she shall notify in writing the Board of Supervisors; request the person committing the act to stop the violation and remedy the consequences.
- 7 Responsibility to be honest and avoid conflicts of interest is stipulated in Article 46 of the Company Charter.
- 8 Responsibility for damage and compensation is stipulated in Article 47 of the Company Charter.

**Article 53. Right of the Board of Supervisors to be provided with information**

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Management, including:
  - (a) Notice of invitation to meeting, opinion poll of members of the Board of Management and accompanying documents;
  - (b) Resolutions, decisions and minutes of the General Meeting of Shareholders, the Board of Management;
  - (c) Report of the Chief Executive Officer submitted to the Board of Management or other documents issued by the Company.
2. Members of the Board of Supervisors have the right to access the Company's files and documents kept at the head office, branches and other locations; have the right to visit the Company Workplace of Managers and Company employees during business hours.
3. The Board of Management, Members of the Board of Management, Chief Executive Officer, Person in charge of corporate governance, Other managers must provide sufficient, accurate and timely information and documents on management work. to manage, operate and do business of the Company at the request of a Member of the Board of Supervisors or the Board of Supervisors.
4. Members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer and other Executives have the right to look up the register of shareholders of the Company, list of shareholders, books and other records of the Company for purposes related to his position on the condition that this information is kept confidential.

## **Section 2: Tenure, quantity, composition, structure of members of the Board of Supervisors**

### **Article 54. Term, quantity, composition, structure of the Board of Supervisors**

1. The Company shall consist of 03 to 05 supervisors, with a term not exceeding 05 years and may be re-elected for an unlimited number of terms.
2. The Head of Board of Supervisors shall be elected by the Board of Supervisors among its members; elected, dismissed, removed from office according to the majority rule. The Head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the Company.
3. In case of expiration of term of office of the Board of Supervisors' members but the new members of the Board of Supervisors has not been elected, the Board of Supervisors whose term of office has expired shall continue its rights and obligations until the new one is elected and takes over the duties

### **Article 55. Standards and conditions of the members of the Board of Supervisors**

The members of The Board of Supervisors must meet the following criteria and conditions:

- (a) Not to fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- (b) Trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or any major relevant to the Company's business activities;
- (c) Not being wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of any member of the Board of Management, Chief Executive Officer of other Managers;
- (d) Not being wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of Executives of the Company and parent company; representative of corporate capital, state capital in the parent company and in the Company;
- (e) Not being the Manager of the Company; not necessarily a Shareholder or an employee of the Company;
- (f) Not to work in the Company's accounting and finance department;
- (g) Not to concurrently work for an independent auditing firm in charge of auditing the Company's financial statements in the previous 3 consecutive years;
- (h) Other criteria and conditions in accordance with relevant laws.

### **Article 56. Self-nomination, nomination of members to the Board of Supervisors**

1. The self-nomination, nomination of members to The Board of Supervisors shall be implemented to the provisions of Article 39 of the Company's Charter.
2. If the number of candidates subject to self-nomination, nomination of members to the Board of Supervisors does not constitute the necessary quorum, the incumbent the Board of Supervisors may nominate more candidates or hold a nomination in accordance with the Charter, this Regulations and operation regulations of the Board of Supervisors. The aforementioned additional introduction must be clearly announced before General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

### **Article 57. Announce the candidate' s information participating in the election of the members of the Board of Supervisors**

This announce the candidate' s information shall comply with Article 30 of this Regulations.

### **Article 58. Method of election of Supervisory Board's Members**

1. The voting to elect members of the Board of Supervisors is conducted by the method of cumulative voting.
2. Method of voting, the principle of election of a member of the Board of Supervisors is specified in this Regulations and the Company's Charter.

**Article 59. Cases of dismissal, removal from of members of the Board of Supervisors**

1. General Meeting of Shareholders shall dismiss members of the Board of Supervisors in the following cases:
  - (a) No longer qualified enough as a member of the Board of Supervisors as prescribed in the Law on Enterprises;
  - (b) To resign with a written notice sent to the head office of the Company and accepted;
  - (c) To have a mental disorder and there is professional evidence to prove that the member has no longer act capacity;
  - (d) To die or lose citizenship, be prosecuted for criminal liability or sentenced to prison;
  - (e) A legal shareholder whose authorized representative is a member of the Board of Supervisors goes bankrupt, is dissolved or terminates operation or is no longer a shareholder of the Company;
  - (f) The legal shareholder changes the authorized representative who is a member of the Board of Supervisors;
  - (g) Other cases in accordance with current law.
2. The General Meeting of Shareholders shall dismiss members of the Board of Supervisors in the following cases:
  - (a) Failure to complete the assigned duties or work;
  - (b) Except in case of force majeure, the member is absent from the meetings of the Board of Supervisors continuously for 6 consecutive months, and during this time, the Board of Supervisors does not allow such member to be absent. and has ruled that the person's position is vacant;
  - (c) Violated many times, seriously violated the obligations of members of the Board of Supervisors in accordance with the Law on Enterprises and the Company Charter;
  - (d) Provide false personal information to the Company
  - (e) Other cases according to the Resolution of the General Meeting of Shareholders.

**Article 60. Notice of election, dismissal, and removal of members of the Board of Supervisors**

After having a decision to elect, remove or dismiss a member of the Board of Supervisors, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the website of the Company in accordance with the order and regulations of the current law.

**Article 61. Way of introduction of candidates to the Board of Supervisors**

1. The Board of Management of this Regulations shall convene a meeting of the Board of Management on the election of the Board of Supervisors members to disseminate the election contents: the number and criteria. candidates to participate in the election, the method of nomination and candidacy shall comply with the provisions of Articles 54, 55 and 56 of this Regulations. The election will be conducted at the General Meeting of Shareholders.
2. Members of the Board of Supervisors of the Company compile the list of candidates through nomination, candidacy and appraise information about each candidate to ensure that the candidates meet the criteria and conditions to be a member of the Board of Supervisors. control according to the provisions of Article 55 of this Regulations.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the Board of Supervisors will prepare a list of candidates according to the following criteria:
  - (a) Number of candidates: is the missing number after the list of eligible candidates is compiled through nomination, candidacy in Clause 2 of this Article;
  - (b) The candidate nominated by the Board of Supervisors must be voted for by a majority of the incumbent Supervisory Board members;
  - (c) Candidates recommended by the Board of Supervisors must satisfy the conditions and standards specified in Article 55 of this Regulations.

**Article 62. Meetings of Board of Supervisors**

1. After consulting with the Board of Management, the Board of Supervisors may issue regulations on meetings and its way of operation on the basis of the approved Board of Supervisors' Operation Regulations passed by General Meeting of Shareholders and in accordance with the laws.
2. The Board of Supervisors shall hold a meeting at least twice a year, with the participation of at least two-thirds (2/3) members of the Board of Supervisors. The meeting minutes of Board of Supervisors must be detailed and clear. The minutes taker and members of The Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes must be kept for identification of responsibilities of each member
3. The Board of Supervisors shall have the right to request members of the Board of Management, Chief Executive Officer and approved auditing firm's representative to attend and answer matters that need to be clarified.

**Article 63. Salary and other benefits of members of the Board of Supervisors**

Salary, remuneration, bonuses and other benefits of members of The Board of Supervisors shall be implemented in accordance with the following provisions:

1. The salary, remuneration, bonuses and other benefits shall be paid to members of the Board of Supervisors according to their work and as decided by General Meeting of Shareholders. General Meeting of Shareholders shall decide the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.
2. The members of the Board of Supervisors shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by General Meeting of Shareholders, except where otherwise decided by General Meeting of Shareholders;
3. The Board of Supervisors' salary and operating costs shall be included in business expenses in accordance with the law on corporate income tax and other relevant legislation, and must be presented in a separate item in the annual financial statements of the Company.

**CHAPTER 5  
CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE**

**Article 64. Management apparatus**

A management system shall be established by the Company under which the management apparatus is responsible and under the leadership of the Board of Management. The Company shall have a Chief Executive Officer, some Deputy Chief Executive Officers and a Chief Accountant appointed by the Board of Management. The Chief Executive Officer and Deputy Chief Executive Officers may be concurrently

members of the Board of Management, and appointed or dismissed by the Board of Management by any resolution passed legally

#### **Article 65. Executives of the Company**

1. Executives of the Company are persons appointed by the Board of Management including: Chief Executive Officer and Deputy Chief Executive Officers, Chief Accountant, Person in charge of corporate governance; Chief Executive Officers (Deputy Chief Executive Officers) of Subsidiaries, Branches, Representative Offices and other Executives appointed by the Board of Management from time to time.
2. At the request of the Chief Executive Officer 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 management regulations of the Company as specified by the Board of Management. The Executives must demonstrate their diligence required for the Company's activities and organization to achieve the set objectives.
3. The Chief Executive Officer's salary, remuneration, benefits and other terms in the labor contract shall be decided by the Board of Management.
4. The Executives' salary, remuneration, benefits and other terms in the labor contract specified in Clause 1 this Article shall be decided by the Board of Management after consulting with the Chief Executive Officer.
5. Other Executives' salary, remuneration and benefits as prescribed in Clause 2 this Article shall be decided by the Chief Executive Officer in accordance with the approved salary fund of the Company.
6. The remuneration entitled by the Executives shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the annual financial statements and reported at the Annual General Meeting of Shareholders.

#### **Article 66. Responsibilities of the Company Managers**

Members of the Board of Management, Chief Executive Officer and other Managers have the following responsibilities:

- 1 To perform the assigned rights and obligations in accordance with the Enterprise Law, other relevant laws, the Company Charter, and the Resolution of the General Meeting of Shareholders;
- 2 To perform the assigned rights and obligations in an honest, careful and best manner in order to ensure the maximum legal interests of the Company;
- 3 Loyal to the interests of the Company and its shareholders; not abuse position, position and use information, know-how, business opportunities, other assets of the company for self-interest or for the benefit of other organizations or individuals;
- 4 To promptly, fully and accurately notify the Company of the contents specified in Clause 2, Article 164 of the Law on Enterprises;
- 5 Other responsibilities in accordance with the Law on Enterprises and the Company's Charter.

#### **Section 1. Roles, responsibility, rights and obligations of Chief Executive Officer**

##### **Article 67. Roles, responsibility, rights and obligations of Chief Executive Officer**

1. The Chief Executive Officer shall manage the day-to-day business operations; subject to the Board of Management' supervision and take responsibility before the Board of Management and before the law for the exercise of delegated rights and obligations
2. The Chief Executive Office shall have the following rights and obligations:
  - (a) To decide all matters related to the Company's daily business activities without any decision of the Board of Management, including the conclusion of financial and commercial

- contracts on behalf of the Company according to the power of attorney by the Company's legal representative, organize and execute the Company's daily business activities in accordance with the best management practices;
- (b) To consider, propose, recommend and submit to General Meeting of Shareholders for approval of investment projects, contracts, transactions under the deciding competence of the Board of Management in accordance with the Charter;
  - (c) To deploy the implementation of resolutions of the Board of Management and General Meeting of Shareholders, business plan and investment plan of the Company approved by the Board of Management and General Meeting of Shareholders;
  - (d) To propose to the Board of Management about plans on organizational structure and Corporate governance regulations;
  - (e) To make recommendations on methods of paying dividend and dealing with business losses;
  - (f) To propose to the Board of Management on the recruitment of other Executives and advise the Board of Management on the decision of salary, remuneration, benefits and other terms of such Executives' labor contracts according to the Charter;
  - (g) To appoint, dismiss and remove any managerial titles in the Company, except for those under the scope of authority of the Board of Management;
  - (h) To make decisions on salary and other benefits for employees of the Company, including any Managers appointed by the Chief Executive Officer;
  - (i) To take charge of labor recruitment;
  - (j) To submit the detailed business plan for the next fiscal year meeting the requirements of appropriate budget as well as the annual financial plan to the Board of Management on October 31<sup>st</sup> every year for approval;
  - (k) To propose measures related to improvement in operations and management of the Company;
  - (l) To prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as cost estimate) used for the Company's long-term, annual and monthly management activities in accordance with the business plan. Any annual cost estimates (including the Balance Sheet, Income Statement and Expected Cash Flow Statement) for each fiscal year must be submitted to the Board of Management for approval with information as specified in the Company's regulations;
  - (m) To carry out all other activities according to the Charter, regulations of the Company, Resolutions of the Board of Management, as well as the labor contract signed with the Chief Executive Officer and provisions of law.

## **Section 2. Appointment, dismissal, sign a contract, terminate a contract to Chief Executive Officer**

### **Article 68. Terms, standards and conditions of Chief Executive Officer**

1. The Chief Executive Officer's term of office shall not exceed 05 years; with unlimited number of re-appointments. The Chief Executive Office must fully meet standards and conditions specified by the law.
2. Standards and conditions of Chief Executive officer
  - (a) Having full of Civil legal capacity and not be not subject to the provisions of Clause 2 Article 17 of Law of Enterprise;
  - (b) Having the professional qualifications and experience in the business management of the Company;
  - (c) Standards and other conditions in accordance with the current law and the Company Charter.

**Article 69. Candidacy, nominate, dismissed, removed Chief Executive Officer**

1. 01 member of the Board of Management or 01 other person shall be appointed by the Board of Management to be the Chief Executive Officer and enter into a labor contract specifying salary, remuneration, benefits and other terms related to the recruitment. Any information about the Chief Executive Officer 's salary, benefits and benefits shall be reported at the Annual General Meeting of Shareholders and stated in the Company's annual report.
2. Board of Management can dismiss Chief Executive Officer when a majority of the members of Board of Management who have the right to approve and appoint a new Chief Executive Officer to replace. The Chief Executive Officer may be removed or dismissed by the Board of Management through a validly approved and approved Resolution under Article 38 of the Charter (In this case, the Chief Executive Office concurrently holding the position of a member of the Board of Management shall not have any voting right) and appoints a new one for replacement. The Chief Executive Officer subject to dismissal shall have the right to oppose this dismissal at the nearest General Meeting of Shareholders.

**Article 70. Appointment, labor contract's conclusion with the Chief Executive Officer**

1. The appointment of the Chief Executive Officer complies with this Regulations and the Company Charter.
2. The Board of Management can consider to add other terms and conditions in the labor contract to the Chief Executive Officer.

**Article 71. Dismissal, terminating labor contract with the Chief Executive Officer**

The Chief Executive may be dismissed or terminated the labor contract in the following cases:

1. The Board of Management may dismiss the Chief Executive Officer when a majority of the members of the Board of Management who have the right to attend the meeting agree and appoint a new Chief Executive Officer to replace;
2. No longer meeting the standards and conditions prescribed by the laws, the Company's Charter and Article 68 of this Regulation;
3. There is a resignation and its acceptance by Board of Management.

**Article 72. Notification of appointment or dismissal of Chief Executive Officer**

After there is a decision to appoint, dismiss the Chief Executive Officer, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the website. electronic information of the Company in accordance with the order and regulations of the current law.

**Article 73. Salary and other benefits of Chief Executive Officer**

1. The Company has the right to pay salaries and bonuses to the Chief Executive Officer according to business results and efficiency.
2. Salary and bonus are paid to Chief Executive Officer which are decided by the Board of Management.
3. The salary of Chief Executive Officer is calculated into the business expenses of the Corporation in accordance with the provisions of the law on corporate income tax, which is shown as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

**PROVISIONS ON OPERATIONS COORDINATION BETWEEN THE BOARD OF MÁNAGEMENT,  
THE BOARD OF SUPERVISORS AND CHIEF EXECUTIVE OFFICER**

**Article 74. Procedure, convening order, notification of meeting, record of minutes, notification of meeting's result of the board of management, the Board of Supervisors and chief executive officer**

Procedure, convening order, notification of meeting, record of minutes, notification of the meeting's result of the board of management, the Board of Supervisors and Chief Executive Officer shall be comply with procedures and order for convening the meeting of the Board of Management specified in this Regulations, the Charter and other regulations of the Company shall be issued from time to time.

**Article 75. Notification resolutions and decisions of the Board of Management for Chief Executive Officer**

Resolutions, decisions of the Board of Management regarding the contents related to the responsibilities, rights and obligations of Chief Executive Officer after being issued will be sent to Chief Executive Officer at the same time and in the same manner as for Members of the Board of Management.

**Article 76. Cases where the Chief Executive Officer and the Board of Supervisors propose to convene a meeting of the Board of Management**

Cases to propose to convene a meeting of the Board of Management

1. The Board of Supervisors may propose to convene a meeting of the Board of Management in the following cases:
  - (a) When the right to access information and documents of a member of the Board of Supervisors related to the Company's operations is not fully implemented in accordance with applicable law and the Charter;
  - (b) When detecting a violation of law or that of the Charter by a member of the Board of Management, the Chief Executive Officer and other business executives after giving written notice to the Board of Management, but the violating person has not stopped the violation or has not taken measures to remedy the consequences.
2. The Chief Executive Officer may propose to convene a meeting of the Board of Management in the following cases:
  - (a) When considering that the rights of the Chief Executive Officer as stipulated in Article 38 of the Charter are not enforced;
  - (b) When detecting a violation of law or that of the Charter by other business executives after giving written notice to the Board of Management, but the violating person has not terminated the violation or taken measures to remedy the consequences.

**Article 77. Report of the Chief Executive Officer made to the Board of Management on performance of assigned tasks and power.**

1. Report on the implementation of the Resolution and decisions of the Board of Management and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Management and the General Meeting of Shareholders;
2. Quarter and annual report on evaluation of the financial situation, that of production and business activities of the Company;
3. Report on other issues at the request of the Board of Management.

**Article 78. Reviewing the implementation of the Resolution and other issues of authorization of the Board of Management to the Chief Executive Officer**

Based on the Chief Executive Officer's report on implementation of the assigned tasks and powers as prescribed in Article 77 of this Regulations, the Board of Management will review the results of performance of the Resolution and other authorization of the Board of Management to the Chief Executive Officer.

**Article 79. Issues that the Chief Executive Officer must report, provide information and method of notifying the Board of Management, Supervisory Board**

1. The Chief Executive Officer must report, provide information and method of notifying the Board of Management on the following issues:
  - (a) When proposing measures to improve operations and management of the Company,
  - (b) The plan for each fiscal year must be submitted by the Chief Executive Officer to the Board of Management for approval;
  - (c) The Chief Executive Officer is obliged to notify the Board of Management of the transactions between the Company, its subsidiaries, or those controlled by the Company with more than 50% of the charter capital with its members of Board of Management Supervisory Board, other executives and/or with related persons of such entities in accordance with the law;
  - (d) Other related contents.
2. Issues that the Chief Executive Officer must report, provide information and ways to notify the Board of Supervisors
  - (a) The Chief Executive Officer is responsible for assisting and coordinating with the Board of Supervisors to ensure that the Board of Supervisors performs its duties and obligations in accordance with law and the Charter;
  - (b) Reports of Chief Executive Officer submitted to the Board of Management or other documents issued by the Company shall be sent to members of the Board of Supervisors at the same time and in the same manner as to Members of the Board of Management;
  - (c) The Board of Management, Members of the Board of Management, Chief Executive Officer, other Executives must provide sufficient, accurate and timely information and documents on the management, administration and business situation of the Company at the request of a Member of the Board of Supervisors or the Board of Supervisors.

**CHAPTER 7**

**REGULATIONS ON ANNUAL EVALUATION OF COMMENDATION AND DISCIPLINE ACTIVITIES FOR MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES**

**Article 80. Regulations on activities evaluation of members of the Board of Management, members of supervisory board, Chief Executive Officer and other managers**

1. Annually, based on the Company's result of business production and functions and tasks assigned, the Board of Management shall organize the evaluation of activities of its members and Chief Executive Officer.
2. Annually, based on the Company's result of business production and functions and tasks assigned, the Board of Supervisors shall organize the evaluation of activities of its members
3. Results of activities evaluation of members of the Board of Management The Board of Supervisors, Chief Executive Officer and Executive Board must be harmonized between the interests of the executives and the long-term interests of the Company and shareholders.

4. The evaluation of other executive activities in accordance with the internal regulations or may be based on their self-assessment.

**Article 81. Commendation**

1. Commendation shall be based on the results of the evaluation activities in this Regulations and the Company's Charter.
2. Object: individuals according to the commendation regime prescribed by the Board of Management.
3. The forms of commendation: by money, by stock ( Issuing program shares for employees in the company) or other forms of the board of management in conformity with the production results of each year. The commendation and reward forms shall be ratified by the managing board, in case of overtaking the competence of the shareholders' meeting.
4. The commendation for members of the board of management and members of the Board of Supervisors shall be decided by General Meeting of Shareholders.
5. For persons who are operators of other enterprises: bonus funds deducted from the welfare fund of the company and other lawful sources. Unless provided by the Charter and internal regulations, the reward level shall be based on the actual annual business results, the Chief Executive Officer shall propose the Board of Management to approve, case beyond the competence to submit to General Meeting of Shareholders through.

**Article 82. Discipline**

1. The highest disciplinary form is dismissal.
2. Members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer and the other enterprise operator shall not fulfill their tasks compared with the truthfulness and diligence, and shall be liable for personal damage.
3. Members of the Board of Management, members of the Board of Supervisors, Chief Executive Officer and the other Enterprise operator shall be disciplined, administratively sanctioned or examined for penal liability under the law and the Company's Charter as prescribed by law and the Company' s charter. In case of damage to the interests of the company, shareholders or other people shall pay compensation in accordance with law.

**CHAPTER 8**

**AMENDMENTS TO INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

**Article 83. Supplementation and amendment to internal regulations on corporate governance**

1. The supplementation and amendment of this Regulations must be considered and decided by General Meeting of Shareholders.
2. In cases there are provisions of law related to the company's operation are not mentioned in this Regulations or in case of new provisions of law, the provisions of that law shall be applied and governed the operations of the Company.

**CHAPTER 9**

**ENFORCEMENT**

**Article 84. Effective date**

1. This Internal Regulations on Corporate Governance includes 09 Chapters, 84 Articles, and effective on ..... 2021.

2. This Regulations is the sole and official manner of the Company.
3. The copies or excerpts of this Internal Regulations on Corporate Governance must be signed by the Chairman of the Board of Management.

Recipients:

- *Members of the Board of Management;*
- *Board of Supervisors;*
- *Archive: VT*

**PP. THE BOARD OF MANAGEMENT**  
**PRESIDENT**  
*(full name, signature and stamp)*