

No: 07/2025/SGB-BKS

Ho Chi Minh City, April 11, 2025

Regarding the
Organization and Operation Statute of the BOS

PROPOSAL

To: SHAREHOLDERS OF

SAIGON BANK FOR INDUSTRY AND TRADE

- Based on the Law on Enterprises No.59/2020/QH14 dated June 17, 2020;
- Based on the Law on Credit Institutions No.32/2024/QH15 dated January 18, 2024;
- Based on Circular No.13/2018/TT-NHNN dated May 18, 2018 by the Governor of the State Bank of Vietnam on the internal control system of commercial banks, foreign bank branches, and amendments and supplements to relevant circulars;

- Based on the Charter of Saigon Bank for Industry and Trade (SAIGONBANK);

The current Organization and Operation Statute of the Board of Supervisors (BOS) of Saigon Bank for Industry and Trade were issued by the BOS according to the Resolution of the Shareholders' Extraordinary General Meeting (EGM) in 2019. To date, related legal regulations have changed, such as the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and the Law on Credit Institutions No.32/2024/QH15 dated January 18, 2024. Therefore, it is necessary to issue new Organization and Operation Statute of the BOS in line with the current legal regulations.

On this basis, the BOS has reviewed and updated the relevant legal provisions and has completed the draft of Organization and Operation Statute of the BOS.

The BOS respectfully submits the following to the General Meeting of Shareholders (GMS) in order to:

- + Review and approve the Organization and Operation Statute of the BOS (attached draft).
- + Assign the Head of the BOS to sign and issue the Organization and Operation Statute of the BOS after the GMS approval.

Respectfully submitted./.

Recipient:

- As above;
- State Bank of Vietnam;
- Board of Directors;
- General Director;
- Board of Supervisors (filing).

**ON BEHALF OF THE BOS
HEAD OF THE BOS**


Trần The Truyen

**SAIGON BANK
FOR INDUSTRY AND TRADE**

No. ____/2025/SGB-BKS-QĐ

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Ho Chi Minh, date ____ month ____ year 2025

DRAFT

DECISION

***Promulgating the "Organization and Operation Statute of
the Board of Supervisors of Saigon Bank for Industry and Trade"***

BOARD OF SUPERVISORS

SAIGON BANK FOR INDUSTRY AND TRADE

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated Jan 18, 2024;

Pursuant to Circular No. 13/2018/TT-NHNN dated May 18, 2018, of the Governor of the State Bank of Vietnam regulating the internal control system of commercial banks, foreign bank branches and amending and supplementing circulars;

Pursuant to Decision No. 92/QĐ-NH5 dated May 4, 1993, of the Governor of the State Bank of Vietnam on granting an operating license to Saigon Bank for Industry and Trade;

Pursuant to the Charter of Saigon Bank for Industry and Trade;

Pursuant to the Minutes of the Board of Supervisors meeting No. 07/2024/BKS-BBH dated December 10, 2024;

Pursuant to Resolution No. ____/SGB-DHDCCD-NQ dated ____ month ____ year 2025 of the General Meeting of Shareholders of Saigon Bank for Industry and Trade;

DECIDED

Article 1. This Decision is issued in association with the "**Organization and Operation Statute of the Board of Supervisors of Saigon Bank for Industry and Trade**".

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 03/2020/SGB-BKS-QĐ dated March 10, 2020, of Board of Supervisors of Saigon Bank for Industry and Trade promulgating the "Organization and Operation Statute of the Board of Supervisors of Saigon Bank for Industry and Trade".

Article 3. The Board of Supervisors, Board of Directors, Board of Management, Chief of Office of the Board of Directors, Director of Internal Audit Department, Directors of Departments at the Head Office, Directors of Branches, Director of Card Business Center and Directors of affiliated companies of Saigon Bank for Industry and Trade are responsible for implementing this Decision./.

Recipients:

- As stated in Article 3
- The State Bank of Vietnam
- Board of Supervisors (for filing)

**FOR AND ON BEHALF OF
THE BOARD OF SUPERVIORS
HEAD OF THE BOARD**

TRAN THE TRUYEN



DRAFT

***STATUTE ON ORGANIZATION AND
OPERATION OF THE
BOARD OF SUPERVISORS***

TABLE OF CONTENTS

CHAPTER I	3
GENERAL PROVISIONS	3
<i>Article 1. Purposes, subjects of application</i>	<i>3</i>
<i>Article 2. Definition of terms</i>	<i>3</i>
<i>Article 3. Organization and operation principles</i>	<i>4</i>
CHAPTER II	5
SPECIFIC PROVISIONS	5
SECTION 1	5
REGULATIONS ON MANAGEMENT ORGANIZATION OF THE BOARD OF SUPERVISORS	5
<i>Article 4. Structure and term of the BOS.....</i>	<i>5</i>
<i>Article 5. Cases that are not allowed to hold position</i>	<i>6</i>
<i>Article 6. Cases of not holding the same position</i>	<i>6</i>
<i>Article 7. Standards and conditions applied to members of the BOS</i>	<i>6</i>
<i>Article 8. Cases of automatic loss of status, dismissal, and removal of members of the BOS</i>	<i>6</i>
<i>Article 9. Providing and publicly disclosing information</i>	<i>6</i>
<i>Article 10. Professional ethics standards of the BOS member</i>	<i>6</i>
SECTION 2	7
DUTIES AND AUTHORITIES OF THE BOS	7
<i>Article 11. Duties, authorities of the BOS</i>	<i>7</i>
<i>Article 12. Rights and obligations of the Head of the BOS.....</i>	<i>10</i>
Article 13. Rights and obligations of members of the BOS	11
Article 14. The right to provide information of the BOS	12
Article 15. Remuneration, salary, bonus and other benefits of members of the BOS	12
SECTION 3	13
MEETINGS OF THE BOS	13
Article 16. Meetings of the BOS	13
Article 17. Obtaining opinions in writing or via email	15
Article 18. Approval of the BOS's decisions	17
CHAPTER III.....	17
WORKING RELATIONSHIP BETWEEN THE BOS, BOD, GENERAL DIRECTOR AND SAIGONBANK'S SHAREHOLDERS.....	17
Article 19. Working relationship with the BOD	17
Article 20. Working relationship with the General Director.....	18
Article 21. Relationship with SAIGONBANK's shareholders	19
CHAPTER IV	20
REPORTING PROVISIONS.....	20
Article 22. Report to the Authority	20
Article 23. Report at SAIGONBANK.....	20
CHAPTER V	21

IMPLEMENTATION PROVISIONS.....	21
Article 24. Implementation.....	21
pArticle 25. Effectiveness	21

**ORGANIZATION AND OPERATION STATUTE OF
THE BOARD OF SUPERVISORS OF
SAIGON BANK FOR INDUSTRY AND TRADE**

*(Issued together with Decision No. ____/2025/SGB-BKS-QD dated __ month __ year 2025
of the Board of Supervisors of Saigon Bank for Industry and Trade)*

CHAPTER I

GENERAL PROVISIONS

Article 1. Purposes, subjects of application

1. This Statute stipulates the organization and operation of the Board of Supervisors, the working relationship between the Board of Directors (BOD), the Board of Supervisors (BOS) and the General Director of Saigon Bank for Industry and Trade (SAIGONBANK).

2. All the activities of the BOS and members of the BOS, units and individuals related to the organization and operation of the BOS must comply with SAIGONBANK's Charter and this Statute.

3. The organization and operation of the BOS shall apply the provisions of this Statute, SAIGONBANK's Charter and the provisions of the law.

4. In case this Statute has no provisions or provisions on the organization and operation of the BOS which are different with the law, the law provision shall be applied.

5. In case this Statute has no provisions or provisions on the organization and operation of the BOS which are different with SAIGONBANK's Charter, the provisions in SAIGONBANK's Charter shall be applied.

Article 2. Definition of terms

1. In this Statute, the below terms are understood as follows:

a. "SAIGONBANK" refers to Saigon Bank for Industry and Trade;

b. "Managers of SAIGONBANK" include the Chairman, other members of the BOD, General Director and other management positions as prescribed in SAIGONBANK'S Charter;

c. "SAIGONBANK operator" includes General Director, Deputy General Director, Chief Accountant, Branch managers and equivalent positions as prescribed in SAIGONBANK's Charter;

d. "State bank": the State bank of Vietnam (SBV);

e. "Internal control system" is a set of mechanisms, policies, procedures, internal regulations, organizational structures of SAIGONBANK and is organized and implemented to timely ensure prevention, detection and handling of risks.

2. The terms defined in SAIGONBANK's Charter have the same meaning as in this Statute.

3. In this Statute, any reference to regulations or legal documents shall include amendments, supplements or replaced legal documents.

Article 3. Organization and operation principles

1. SAIGONBANK's BOS is organized and operates according to the principles of compliance with provisions of the law, the SBV, SAIGONBANK's Charter, this Statute and the Resolutions of the General Meeting of Shareholders (GMS).

2. All occurrences and information collected during the monitoring process of the BOS must be considered and evaluated on the basis of integrity, objectivity, confidentiality, responsibility and cautiousness.

3. All reports, conclusions and recommendations of the BOS sent to the GMS, the BOD, the executive members of SAIGONBANK and State Agencies must be discussed collectively within the BOS and consulted with the BOD.

4. The BOS operates under a collective regime combined with a regime of individual responsibility for the scope of work assigned to each member of the BOS. Members of the BOS are responsible for reporting on the performance of assigned tasks.

CHAPTER II

SPECIFIC PROVISIONS

Section 1

REGULATIONS ON MANAGEMENT ORGANIZATION OF THE BOARD OF SUPERVISORS

Article 4. Structure and term of the BOS

1. The BOS has a minimum of 05 (five) members, the number of BOS members is prescribed in SAIGONBANK's Charter.

2. The BOS includes 01 (one) Head of the Board and members of the Board.

3. The BOS has an Internal Audit Department, as a support unit to perform its duties.

4. The office term (herein referred to as 'term') of the BOS shall not exceed 5 years. The term of the BOS member shall follow the term of the BOS. The term of the additional or alternative member shall be the remaining time of the term. The BOS's term that has just ended shall continue to operate until the BOS of the new term takes over the work.

5. In case the BOS has lesser members than the minimum requirement as prescribed in Clause 1 of this Article, within 90 days from the date of insufficient minimum number of members, SAIGONBANK must elect additional members to ensure the minimum number of members.

6. The BOS must have more than half of its members as Vietnamese permanent residents.

Article 5. Cases that are not allowed to hold position

Cases whereby individuals are not allowed to be a member of the BOS are stipulated in the Law on Credit Institutions and relevant legal provisions.

Article 6. Cases of not holding the same position

Cases whereby individuals do not hold the same position of the BOS are stipulated in the Law on Credit Institutions and relevant legal provisions.

Article 7. Standards and conditions applied to members of the BOS

Standards and conditions for being elected as the BOS members shall comply with the provisions of the Law on Credit Institutions and relevant legal provisions.

Article 8. Cases of automatic loss of status, dismissal, and removal of members of the BOS

Cases of automatic loss of status, dismissal, and removal of members of the BOS shall comply with the provisions of the Law on Credit Institutions and relevant legal provisions.

Article 9. Providing and publicly disclosing information

The provision and public disclosure of information to members of the Board of Supervisors shall be carried out in accordance with the provisions of the Law on Credit Institutions and relevant legal provisions.

Article 10. Professional ethics standards of the BOS member

Professional ethic standards of SAIGONBANK's BOS members must include at least the following principles:

1. Integrity: performing the assigned work honestly and frankly;
2. Objectivity: performing the assigned work objectively; evaluating fairly without seeking personal gain or benefits of others;
3. Confidentiality: complying with information security regulations as prescribed by the law and internal regulations of SAIGONBANK;
4. Responsibility: performing the assigned work in a timely and quality manner;
5. Prudence: performing the assigned work with cautiousness.

Section 2

DUTIES AND AUTHORITIES OF THE BOS

Article 11. Duties, authorities of the BOS

1. Supervising the executive management of SAIGONBANK in compliance with the law, internal regulations, Charter and resolutions, decisions of the GMS and the BOD; being responsible to the GMS in performing assigned tasks and authorities according to provisions of the Law on Credit Institutions and the Charter of SAIGONBANK.

2. Issuing internal regulations of the BOS; annually reviewing internal regulations of the BOS, internal regulations of SAIGONBANK on accounting and reporting.

3. Organizing internal audits; having access to, and being provided with complete, accurate, and timely information and documents related to SAIGONBANK's executive management; having access to SAIGONBANK's resources to perform assigned tasks and authorities; hiring independent experts, consultants, and external organizations to perform tasks but still being responsible for the performance of the BOS's tasks.

4. Monitoring the financial status, appraising the first half and annual financial reports of SAIGONBANK; reporting to the GMS on the appraisal results of financial reports; evaluating the rationality, legal compliance, honesty and level of prudence in accounting, statistics and preparing financial reports. The BOS may consult the BOD before submitting reports and recommendations to the GMS.

5. Supervising the approval and execution of the investment projects, purchase and sale of fixed assets, contracts and other transactions of SAIGONBANK under the decision-making authority of the GMS and the BOD; Preparing and submitting annual supervision reports to the GMS and the BOD.

6. Supervising the compliance with the provisions in Chapter VII of the Law on Credit Institutions on restrictions to ensure safety in SAIGONBANK's operations, specifically: Cases whereby credit is not granted; Credit granting restrictions; Credit granting limits; Capital contribution and share purchase limits; Safety assurance ratio; Real estate business; Requirements to ensure safe electronic transactions in banking operations; Rights and obligations of the controlling company; Capital contribution and share purchase between subsidiaries, affiliated companies, and controlling companies; Developing a tentative remediation plan in case of early intervention.

7. Checking accounting books, other documents and the executive management of SAIGONBANK when deemed necessary or in the following cases:

- a) According to the resolution, decision of the GMS;
- b) At the request of the SBV or major shareholders, group of major shareholders in accordance with provisions of the law. The inspection shall be carried out within 7 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the BOS shall report and explain the requested issues for inspection to the requesting organization or individual.

8. Promptly notifying the GMS and the BOD when discovering that SAIGONBANK's managers and executives have violated the law, the Charter, internal regulations of SAIGONBANK, resolutions and decisions of the GMS and the BOD; requesting the violators to immediately stop their action and providing solutions to remedy the consequences (if any).

9. Making a list of founding shareholders within 5 years from the date of becoming a founding shareholder, shareholders owning 1% or more of charter capital and related persons of members of the BOD, of the BOS, of General Director of SAIGONBANK, shareholders owning 1% or more of charter capital; archiving and updating any changes to this list.

10. Proposing to the BOD to hold an extraordinary meeting or to convene an EGM in accordance with provisions of the Law on Credit Institutions and the Charter of SAIGONBANK.

11. Convening an Extraordinary General Meeting of Shareholders (EGM) in case the BOD makes a decision that seriously violates provisions of the Law on Credit Institutions or exceeds the assigned authority or in other cases as prescribed in SAIGONBANK's Charter.

12. Appointing, dismissing, disciplining, suspending and deciding on salary and other benefits for the titles of the Internal Audit Department.

13. Promptly reporting to the SBV on violations of the provisions in Clauses 6, 8 and 11 of this Article and violations of the shareholding percentage and related persons as prescribed in the Law on Credit Institutions.

14. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates that is eligibly nominated by that shareholder or group of shareholders according to decision of the GMS, the remaining candidates shall be nominated by the BOD, the BOS and other shareholders.

15. Other duties and authorities as prescribed by the law and SAIGONBANK's Charter.

Article 12. Rights and obligations of the Head of the BOS

1. Organizing to implement tasks and authorities of the BOS as prescribed in Article 11 of this Statute and being responsible for performing his/her rights and obligations.

2. Convening and chairing the meetings of the BOS.

3. Signing documents within the authority of the BOS.

4. Convening an EGM on behalf of the BOS as prescribed in Clause 11, Article 11 of this Statute or requesting the BOD to hold an extraordinary meeting.

5. Attending the BOD meetings, having the right to speak but not to vote.

6. Requesting to record his/her own opinion in the minutes of the BOD meeting if such opinion is different from the resolution or decision of the BOD and reporting to the GMS.

7. Preparing the BOS working plan and assigning specific tasks to each BOS members.

8. Ensuring that the BOS members receive complete, objective and accurate information and having sufficient time to discuss issues that the BOS must consider.

9. Supervising and directing the execution of assigned tasks, rights and obligations of the BOS members.

10. Being allowed to authorise another member of the BOS to exercise the rights and obligations of the Head of the Board during his/her absence or due to inability to perform duties.

11. Other rights and obligations as prescribed by the law and SAIGONBANK's Charter.

Article 13. Rights and obligations of members of the BOS

1. Complying with the law, SAIGONBANK's Charter, BOS internal regulations and performing duties assigned by the Head of the BOS to truthfully and prudently implement the duties and rights of the BOS for the benefits of SAIGONBANK and shareholders; being responsible for the practices of their own rights and obligations.

2. Electing one member of the BOS as Head of the BOS.

3. Proposing the Head of the BOS to convene an extraordinary meeting of the BOS.

4. Supervising business operations, accounting books, assets, financial statements and recommending remedies.

5. Requesting managers to report and explain the financial situation, business results of the subsidiary, plans, projects, development investment programs and other decisions in the management and operation of SAIGONBANK.

6. Requesting managers, operators and employees of SAIGONBANK to provide data and explanation on business activities to perform assigned tasks.

7. Reporting to the Head of the BOS on SAIGONBANK's unusual financial activities and be responsible for their own assessment and conclusion.

8. Attending meetings of the BOS, discussing and voting on issues within the duties and rights of the BOS, except for those that conflict with the members' interests.

9. Other rights and obligations as prescribed by the law and SAIGONBANK's Charter.

Article 14. The right to provide information of the BOS

1. Meeting invitations, voting ballot of members of the BOD and attached documents must be sent to the Head of the BOS simultaneously and in the same manner as those sent to members of the BOD.

2. Resolutions from the GMS and the BOD must be sent to the Head of the BOS simultaneously and in the same manner as those sent to members of the BOD.

3. Report of the General Director to the BOD or other documents issued by SAIGONBANK shall be sent to the Head of the BOS simultaneously and in the same manner as those sent to members of the BOD.

4. Members of the BOS have the right to access SAIGONBANK's records and documents kept at the Head office, branches and other locations; have the right to go to the workplaces of SAIGONBANK's managers and employees during working hours to perform assigned tasks.

Article 15. Remuneration, salary, bonus and other benefits of members of the BOS

Remuneration, salary, bonus and other benefits of members of the BOS are implemented based on the decision of SAIGONBANK's GMS, SAIGONBANK's Charter, SAIGONBANK's internal regulations and relevant legal regulations.

MEETINGS OF THE BOS

Article 16. Meetings of the BOS

1. Meeting to elect the Head of the BOS

a. The first meeting of the BOS must be held within 30 (thirty) days after the date when members of the BOS are elected. The person with the highest number of votes convenes the meeting, or in case there are 02 (two) or more members with the same number of votes, the elected members shall reach consensus to select 01 (one) of them to convene the first BOS meeting for electing the Head of the BOS. The selected convenor shall plan the agenda, time and venue of the meeting at least 07 (seven) days prior to the scheduled meeting date.

b. Within the maximum period of 15 (fifteen) working days since the Head of the BOS is dismissed, removed or automatically loses his membership status, the remaining members shall hold a meeting to elect one member as Head of the BOS.

1. Regular meetings:

The BOS shall meet at least once every quarter, the meeting shall be conducted after 05 (five) days from the date of notification being sent to the members of the BOS.

1. Extraordinary meetings:

a. The extraordinary meeting of the BOS shall be convened by the Head of the BOS when necessary or within 15 (fifteen) days upon request of:

- (i) The SBV;
- (ii) The Chairman;
- (iii) At least 2/3 of the members of the BOD;
- (iv) At least 2/3 of the members of the BOS;
- (v) The General Director or other persons as prescribed by the Bank's Charter;

a. In case after two consecutive requests, the Head of the BOS fails to convene an extraordinary meeting, the remaining members of the BOS shall elect one of them according to the majority rule to convene and chair the extraordinary meeting.

4. Notification, formation, participants:

a. The Head of the BOS shall convene and chair the meeting, except for the meeting to elect the Head of the BOS and the case specified at Point b, Clause 3 of this Article. In case of absence, the Head of the BOS may authorize in writing another member of the BOS to perform this task.

b. Meeting notification of the BOS shall be made in Vietnamese, clearly stating: time, venue, format, agenda and attached documents (if any). This notification can be by invitation, phone, text message, electronic means or other methods, ensuring it can reach the contact address of members of the BOS registered at SAIGONBANK.

c. In case of absence, member of the BOS shall notify the BOS at least 02 (two) days prior to the meeting, and shall have the right to authorize another person, who has to be one of the other members of the BOS, to replace.

d. The meeting of the BOS can be held in person, online or a combination of both. This format must be clearly stated in the BOS meeting minutes.

e. The meeting of the BOS is held at SAIGONBANK's headquarter or different venues as consented by the BOS members.

f. The meeting of the BOS shall be held once 2/3 (two-thirds) or more of the members of the BOS attend in person or through authorized representatives. In case a meeting of the BOS is convened but the number of members attending is insufficient as prescribed in this Clause, the Head of the BOS shall convene a second meeting within the next 15 (fifteen) days. When the number of members attending is insufficient still after two consecutive

convened meetings as prescribed in this Clause, the Head of the BOS must notify the Chairman of the BOD and request an EGM within the next 30 (thirty) days so that shareholders can consider the qualifications of the members of the BOS.

5. The meeting minutes of the BOS

a. The meetings of the BOS must be written in minutes, which can be through recording, writing and archiving under different electronic forms. The meeting minutes must be made in Vietnamese, stated in detail and clearly, showing the main contents such as time, venue, participants, format, agenda, voting results (if any), signatures of all attended members.

b. Meeting minutes of the BOS and related documents are kept at SAIGONBANK by the BOS.

Article 17. Obtaining opinions in writing or via email

1. The BOS shall approve their decisions by organizing to collect opinions from the members of the BOS in writing or via email, except for the case of electing the Head of the BOS.

2. The Head of the BOS has the right to organize to collect opinions of the BOS members to approve their decisions in writing or via email if it is deemed unnecessary to hold a meeting.

3. The Head of the BOS is responsible for directing the dispatch of voting ballot by writing or email and necessary documents to members of the BOS, who own the voting right, at least 05 (five) working days prior to the deadline of returning the written voting ballot or voting ballot sent by email.

4. Voting ballot must include following main contents:

a. Purpose of collecting opinion;

b. Matters that require collecting opinion;

c. Voting options, including: approval, disapproval and non-voting.

d. Deadline to return the voting ballot;

e. The signature of the Head of the BOS for written voting ballot or voting ballot sent by the registered email address in case of sending by email.

f. The signature of the members of the BOS for written voting ballot or voting ballot sent by the registered email address in case of sending by email.

5. Members of the BOS may submit their voting ballot in one of the following forms:

a. By registered mail: The completed voting ballot must be signed by member of the BOS. The voting ballot sent to the BOS must be kept in a sealed envelope and no one is allowed to open prior to the vote counting;

b. By email: The voting ballots sent to the BOS via the email address of the Head of the BOS and shall be kept confidential until the time of vote counting.

6. The voting ballots by writing or via emails sent to the BOS after the collecting deadline, or opened against written voting ballot and disclosed prior to the time of vote counting against voting ballot via email, are all invalid. Voting ballots that are not sent to the BOS in the case of written voting ballot or not sent to the email address of the Head of the BOS in the case of voting ballot via email are considered abstention.

7. The Head of the BOS organizes and directs the assisting division in counting votes and preparing vote counting minutes, including the following main contents: matters that need to be consulted for approval; opinions of each member of the BOS who participated in the voting; voting results for each matter that requires approval. The Head of the BOS and the participants in the vote counting shall sign together. The voting ballot of the members of

the BOS and the voting minutes shall be kept at the BOS. The voting results shall be announced to the members of the BOS.

8. The approval of the BOS's decisions through written opinions or via email is as valid as being approved at the BOS's meeting.

Article 18. Approval of the BOS's decisions

1. Each member of the BOS has 01 vote, the BOS's decisions shall be passed when the majority of BOS members with voting rights approve. In case the number of votes is equal, the Head of the BOS or the member of the BOS who is authorized to be the Chairperson by the Head of the BOS (if the Head of the BOS is absent) shall give the final decision.

2. The BOS's decisions shall be made in written documents such as Minutes, Resolutions, Decisions, Notices, Conclusions etc.

CHAPTER III

WORKING RELATIONSHIP BETWEEN THE BOS, BOD, GENERAL DIRECTOR AND SAIGONBANK'S SHAREHOLDERS

Article 19. Working relationship with the BOD

1. The BOD must ensure the Head of the BOS shall be invited to every BOD meeting, have the right to participate in discussions on matters of the meetings but not have the right to vote.

2. Besides information from periodical reports, the Head of the BOS has the right to request the BOD to provide information and documents on the governance and executive management of SAIGONBANK's business operation.

3. The BOD ensures every copy of financial information and other information provided for the BOD's members as well as the resolutions, decisions and BOD minutes must be provided for the Head of the BOS simultaneously and in the same manner as those sent to members of the BOD.

4. Program, agenda and expected matters to be approved at BOD meeting must be submitted to the Head of the BOS simultaneously and in the same manner as those sent to members of the BOD.

5. The BOS informs the BOD about the results of internal audit when conducting internal audit on senior management's supervision of the BOD.

6. The BOD implements the BOS's recommendations for the BOD as in the report on the results of internal audit (if any), and reports to the BOS the results of implementing such recommendations.

Article 20. Working relationship with the General Director

1. The General Director conducts reporting in accordance with provisions of the law and SAIGONBANK's internal regulations. Besides, the General Director reports or provides information as requested by the Head of the BOS.

2. In case there is identified risk that may significantly influence SAIGONBANK's reputation and business operation, the General Director shall report to the Head and other members of the BOS to address the issue immediately.

3. The General Director is responsible for facilitating the Head and other members of the BOS in accessing necessary information so that they can timely prepare the required reports to fulfill their duties.

4. The BOS informs the General Director of the results of the internal audit when conducting internal audit on senior management's supervision of the General Director.

5. The General Director receives internal reports on internal audit, organizes the implementation of the BOS's recommendations to the General Director as in the report on the results of internal audit (if any), and reports to the BOD and BOS the results of implementing such recommendations.

6. The General Director's reports submitted to the BOD must be sent to the Head of the BOS simultaneously and in the same manner as those sent to members of the BOD.

21. Relationship with SAIGONBANK's shareholders

1. The BOS reports to the shareholders on implementing duties and previlliges assigned at the GMS as prescribed in SAIGONBANK's Charter.

2. The BOS reports and provides explanations on issues that major shareholders or group of shareholders request to be inspected in accordance with the provisions of the law and SAIGONBANK's Charter.

CHAPTER IV REPORTING PROVISIONS

Article 22. Report to the Authority

1. The BOS issues the Plan for internal audit on a yearly basis upon the Head of Internal Audit's proposal after consulting the BOD and General Director's opinions. The Plan for yearly internal auditing shall be issued before December 15 of the previous year. The BOS submits the Plan for internal audit to the SBV (the Banking Inspection and Supervision Agency) within 10 working days since the issuance (amended, supplemented).

2. The BOS must submit the Report on internal audit to the SBV on a yearly basis as prescribed in Circular No.13/2018/TT-NHNN dated May 18, 2018, of the Governor of the SBV regulating internal control systems of commercial banks and foreign banks' branches within 60 days since the fiscal year ended and in accordance with the provisions of related laws.

3. The BOS shall prepare sudden reports as requested by the SBV and other Authorities.

Article 23. Report at SAIGONBANK

1. Periodically (quarterly, yearly), the General Director reports the business performance to the BOS.

2. Periodically (quarterly, yearly), the BOS prepares reports based on business performance reports; through reports, banking books, documents when needed; implementation of financial, credit, income, expense and profit targets.

3. At the end of the fiscal year, the BOS prepares and consults the BOD's and General Director's opinions on the Appraisal report of Business performance reports, Financial Statements and evaluates the executive management of the BOD prior to submitting to the GMS.

CHAPTER V IMPLEMENTATION PROVISIONS

Article 24. Implementation

The Board of Supervisors, Board of Directors, Board of Management, Chief of BOD Office, Director of Internal Audit Department, Directors of Head Office Departments, Branch Directors, Director of Card Business Center and Director of SAIGONBANK's subsidiary shall be responsible for implementing this Statute.

Article 25. Effectiveness

1. This Statute shall enter into force as of the signing date.
2. The provisions of this Statute shall be amended and supplemented upon the GMS's approval.

**FOR AND ON BEHALF OF THE
BOARD OF SUPERVISORS
HEAD OF THE BOARD**

Tran The Truyen