

# FPT CORPORATION

## MANAGEMENT REGULATIONS OF FPT CORPORATION

### Information of issue and effectiveness

Date of issue	Effective date	Issued by Board of Directors of FPT Corporation	Signature
		<b>Truong Gia Binh ON BEHALF OF THE BOD</b>	

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# MANAGEMENT REGULATIONS OF FPT CORPORATION

(Issued together with the Resolution No. ... dated ...)

## Chapter I

### GENERAL PROVISIONS

#### **Article 1. Subjects - Scope of regulation**

These Regulations specify the provisions of law and the Charter of FPT Corporation (hereinafter referred to as **Corporation**) relating to the organizational structure, operation, functions, tasks and powers of the General Meeting of Shareholders, Board Of Directors (hereinafter referred to as **BOD**), Board members, committees and councils directly under the BOD, Board of Supervisors, Executive Committee as well as the relationship between the BOD and the General Meeting of Shareholders, the Board of Supervisors, Executive committee of the Corporation; the relationship between the Corporation and the enterprises invested by the Corporation (the Corporation and the enterprises invested and controlled by the Corporation are collectively referred to as the **Group**).

#### **Article 2. Organizational structure of the Corporation**

On the basis of the provisions of law, the Corporation's Charter and other regulations, the subjects constituting the governance model of the Corporation are as follows:

##### **(a) General Meeting of Shareholders (GMOS)**

The GMOS is the highest authority of the Corporation, performs the same functions, rights and obligations as stipulated in the Corporation's Charter and relevant laws.

##### **(b) Board of Directors (BOD)**

The BOD is the highest governing body of the Corporation and has the right to act on behalf of the Corporation to make decisions and to exercise the rights and obligations of the Corporation which are not under the authority of the GMOS in accordance with the provisions of the Charter and relevant laws.

##### **(c) General Director and Executive Committee (EC)**

The General Director is the legal representative of the Corporation and, with the assistance of the Executive Committee of which the General Director is the leader, responsible for administering the daily business operations of the Corporation and the Group on the basis of adhering to the decisions and resolutions of the General Meeting of Shareholders, the Board of Directors and the Chairman.

##### **(d) Board of Supervisors (BOS)**

The Board of Supervisors shall exercise supervision over the Board of Directors, the General Director in managing and operating the Corporation; be responsible before the GMOS for the performance of assigned tasks.

##### **(e) Human Resources and Remuneration Committee (HRRC)**

The Human Resources and Remuneration Committee is a subcommittee of the Board of Directors whose function is to direct the development of a policy framework and personnel process for the Corporation and all subsidiaries and assist the Board of Directors in the selection, appointment, dismissal, treatment and evaluation of the performance of members of BOD, the Executive Committee, representatives and other senior management positions of the Corporation and its subsidiaries.

##### **(f) Development Policy Committee (DPC)**

The Development Policy Committee is a committee under the BOD which is responsible for proposing the development direction to the BOD, developing strategies for submitting to the BOD for directing and overseeing issues related to the development strategy of the Corporation and the Group.

**(g) Advisory Council (AC)**

The Advisory Council is a subordinate unit of the Corporation's Board of Directors which is responsible for providing advice and proposals for the BOD and BOD Chairman with respect to the issues related to strategy, long-term and sustainable development, critical issues to the Corporation, assisting the Corporation and the Group in establishing, maintaining and developing strategic relationships with governmental agencies from the Central to local levels, foreign governmental agencies, domestic and foreign partners, advising and assisting the Corporation and the Group in preserving and developing the values of the Corporation, the Corporation's culture as well as the solidarity of the whole Group.

**(h) Chairman Office**

The Chairman Office plays the role as the Corporation Secretary and as a supporting body under the Board of Directors that is responsible for assisting the BOD and BOD Chairman in the performance of the functions and duties of the BOD and BOD Chairman.

## **Chapter II**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 3. Rights and obligations of shareholders**

3.1 Shareholders has all rights and obligations in accordance with the Enterprise Law, the relevant legal documents and the Corporation's Charter, especially:

- (a) The right to freely transfer shares except for cases of restricted transfer as prescribed by the law, the Corporation's Charter and the decision of General Meetings of Shareholders;
- (b) The right to fair treatment. Each share of the same type gives shareholders equal rights, obligations and interests. In case the Corporation has preferential shares, the rights and obligations associated with such preferential shares must be fully disclosed to shareholders and approved by General Meetings of Shareholders;
- (c) The right to be informed of periodic and extraordinary information about the Corporation's activities;
- (d) The right and responsibility to attend General Meetings of Shareholders and exercise the right to vote directly or through an authorized representative or to make a remote vote in accordance with the Corporation's Charter for shareholders with voting rights;
- (e) The right of priority to purchase newly-offered shares in proportion to share ownership ratio in the Corporation in accordance with the provisions of the Charter and the decision of General Meetings of Shareholders on the issuance of new shares from time to time.

3.2 Shareholders shall have the right to protect their legal rights. In the event a decision of the General Meeting of Shareholders or a decision of the Board of Directors violates the law or violates the basic rights of shareholders as prescribed by the law, shareholders have the right to request the cancellation of such decision in accordance with the sequences and procedures as prescribed by the law. In cases law-breaking decisions cause damage to the Corporation, the Board of Directors, Board of Supervisors and the General Director shall make compensation to the Corporation according to their responsibilities. Shareholders have the right to request the Corporation to compensate for loss in accordance with the law.

#### **Article 4. Responsibilities of major shareholders**

4.1 Major shareholders are those who directly or indirectly holds 5% or more of the voting shares of the Corporation.

4.2 Major shareholders shall not take its own advantages to harm the rights and interests of the Corporation and other shareholders and shall always give top priority to the best interests of the Corporation in the long term.

4.3 Major shareholders are obliged to disclose information and other obligations in accordance with the law and the Corporation's Charter.

#### **Article 5. Annual and extraordinary General Meetings of Shareholders**

5.1 The order and procedures for convening and conducting annual and extraordinary General Meetings of Shareholders shall be implemented in accordance with the provisions of Charter and these Regulations and the relevant laws.

5.2 The Corporation shall disclose information on the list of shareholders who are entitled to attend a General Meeting of Shareholders at least 20 days before the final registration date. The Corporation must not restrict the participation of its shareholders in General Meetings of Shareholders; must create conditions for shareholders to authorize their representatives to participate in General Meetings of Shareholders or to vote by registered mail upon shareholders' request. The Corporation shall instruct the authorization procedures and make authorization letters for shareholders as prescribed.

5.3. The Chairman of the Board of Directors shall be responsible for arranging the agenda, arranging reasonable venue and time to discuss and vote on each issue contained in the agenda of a General Meeting of Shareholders. In case an extraordinary General Meeting of Shareholders is convened at the proposal of a party, such party shall be responsible for preparing contents and documents for the meeting agenda to be submitted to the Chairman for consideration and decision.

5.4 The Corporation shall do its best to use modern information technology so that shareholders can participate in General Meetings of Shareholders in the most convenient way, including providing guidance for shareholders on remote voting and , voting through online General Meetings of Shareholders in the permitted technical conditions and without creating unreasonable expenses for the Corporation. In all cases, shareholders shall have the right and obligation to directly participate in General Meetings of Shareholders.

5.5 Principles, contents, orders and procedures for seeking shareholders' opinions in writing to pass decisions of General Meetings of Shareholders shall be subject to the Corporation's Charter, these Regulations and relevant laws. In case of collecting opinions in writing, the Corporation shall ensure that all documents are sent and disclosed and reasonable time is given to shareholders to review documents before sending votes as in case of holding a General Meeting of Shareholders.

#### **Article 6: Regulations on procedures, order and voting at annual and extraordinary General Meetings of Shareholders:**

**6.1 Notice of General Meetings of Shareholders:** sending a letter of invitation to each shareholder entitled to attend the meeting and complying with the provisions of Article 17 of the Corporation's Charter and Articles 138 and 139 of the 2014 Enterprises Law.

- a) Forms of notice of General Meetings of Shareholders:
  - Announcement on the Corporation's website: [www.fpt.com.vn](http://www.fpt.com.vn);
  - Announcement on the means of information disclosure of the Ho Chi Minh Stock Exchange;

- Sending notices to shareholders by personal delivery or by certified mail to shareholders' registered addresses of , or to the address provided by shareholders in service of sending information.
  - In case shareholders have notified the Corporation in writing of their fax number or e-mail address, a notice of a General Meeting of Shareholders may be sent to such fax number or e-mail address.
  - In case a shareholder is an employee of the Corporation, a notice may be given to such shareholder in person and under separate cover or sent to their email address.
- b) A notice of a General Meeting of Shareholders shall include meeting agenda, form of proxy appointment and the link to download the meeting's documents from the Corporation's website.
- c) Documents used in general meetings, draft resolutions for each issue in meeting agenda shall be posted on the Corporation's website, [www.fpt.com.vn](http://www.fpt.com.vn) and information related to the issues to be discussed and voted at such meetings;
- d) A notice of a General Meeting of Shareholders shall be sent at least fifteen (15) days prior to the date of the General Meeting of Shareholders (from the date on which the notice is sent or duly delivered, postal rates are paid or the notice is put into a mailbox);
- e) A shareholder or group of shareholders holding 5% of the total number of ordinary shares for six (6) consecutive months or more may propose issues to be included in the meeting agenda of a General Meeting of Shareholders. The proposals must be in writing and must be sent to the Corporation at least three (3) working days prior to the opening of the General Meeting of Shareholders. The proposals must include full name of the proposing shareholder, the number and type of shares held by such shareholder, and the contents proposed to be included in the meeting agenda. The convener of the General Meeting of Shareholders shall have the right to refuse such proposals in the following cases:
- The proposals are not sent within the time limit or insufficient or have the contents inappropriate to the meeting's scope;
  - At the time of proposing, the shareholder or group of shareholders does not have at least 5% of ordinary shares for at least six (06) consecutive months in accordance with the provisions of Clause 4, Article 11 of the Corporation's Charter;
  - The proposed issue is not within the authority of the General Meeting of Shareholders to discuss and approve.

## **6.2 Conditions for conducting General Meetings of Shareholders**

- a) A General Meeting of Shareholders shall be competent when the number of shareholders attending the meeting represents at least 51% of the total number of votes.
- b) In case there are not enough conditions for the first meeting to proceed, the General Meeting of Shareholders must be convened for the second time within 30 days, from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be competent when the number of shareholders attending the meeting represents at least 33% of the total number of votes.
- c) In case there are not enough conditions for the second meeting to proceed, the General Meeting of Shareholders may be convened for the third time within 20 days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of votes of the shareholders attending the meeting.



**6.3 Proceedings for conducting the meeting and voting at a General Meeting of Shareholders:** complying with the provisions of Article 19 of the Corporation's Charter and Article 142 of the 2014 Enterprises Law.

**a) Registration for attending General Meetings of Shareholders**

- On the date of the General Meeting of Shareholders, the Corporation shall carry out the procedures for shareholder registration and must conduct the registration until all shareholders entitled to attend the meeting are fully registered;
- When conducting the shareholder registration, the Corporation shall issue to each shareholder or authorized representative with voting right a voting card, stating registration number, full name of shareholder, full name of the authorized representative and the number of votes of such shareholder;
- Shareholders coming late have the right to register immediately and then have the right to participate in and vote at the meeting immediately. The Chairman does not have the responsibility to stop the meeting for latecomers to register and the validity of the votes conducted before latecomers attend the meeting shall not be affected.

**b) Forms and proceedings of General Meetings of Shareholders:** complying with the provisions of Article 19 of the Corporation's Charter and Article 142 of the 2014 Enterprises Law

**c) Voting method of the General Meeting of Shareholders**

**i. Counting committee**

- The General Meeting of Shareholders shall choose among the delegates persons responsible for vote counting or supervising the vote counting and if the General Meeting of Shareholders does not choose, the Chairman shall choose persons to the Counting Committee. The number of the Counting Committee members shall not exceed three.

**ii. Voting method and notification of voting results**

- When voting at the meeting, shareholders, representatives of lawful shareholders shall vote by choosing among the options: Approval, Disapproval, No comment for each Report submitted to the General Meeting and then signing and clearly stating full name on the Voting card (delivered upon registration);
- The Counting Committee shall collect the votes and conduct the vote counting.
- For sensitive issues and if required by the shareholders, the Corporation must appoint a third party organization to collect and count the votes.
- The vote counting results shall be published immediately before the closing of the meeting.
- Minutes of vote counting shall be posted on the Corporation's website within fifteen (15) days from the date of completion of counting.

**6.4 Approving the decisions of the General Meeting of Shareholders:**

Complying with Article 144 of the 2014 Enterprises Law.

**6.5 Minutes of General Meeting of Shareholders:** complying with Article 22 of the Corporation's Charter and Article 146 of the 2014 Enterprises Law.

- a) The minutes shall be made in Vietnamese and English (the contents of the information published in English are for reference only), including the following main contents
  - Name, head office address, business code;

- Time and venue of the General Meeting of Shareholders;
  - Agenda and contents of the General Meeting of Shareholders;
  - Full name of the Chairman and Secretary;
  - Summary of the course of the meeting and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix on the list of registered shareholders, shareholders' representatives attending the meeting with the respective number of shares and votes;
  - Total number of votes for each issue put to vote, clearly stating voting options, the total number of valid, invalid, for, against and abstention votes; corresponding ratios of such type of vote to the total number of votes of shareholders attending the meeting;
  - Issues approved and the proportion of "for" votes of such issues;
  - Signatures of Chairman and Secretary.
- b) Minutes and Resolutions of the General Meeting of Shareholders must be completed and approved by the General Meeting of Shareholders before the meeting ends.

#### **6.6 Requesting for cancellation of decisions of General Meetings of Shareholders:**

Complying with Article 23 of the Corporation's Charter.

#### **6.7 Disclosing information on Minutes and Resolutions of General Meetings of Shareholders**

Within 24 hours from the end of a General Meetings of Shareholders, its minutes and resolutions shall be posted on the Corporation's website [www.fpt.com.vn](http://www.fpt.com.vn) and sent to the State Securities Commission, Ho Chi Minh Stock Exchange to disclose information in accordance with application legal regulations.

#### **Article 7. Performance report of the Board of Directors at Annual General Meetings of Shareholders**

Unless otherwise provided for by laws or the Group's Charter, the performance report of the Board of Directors submitted to an Annual General Meeting of Shareholders must at least include the following contents:

- (a) Assessment of the Corporation's performance in the relevant fiscal year;
- (b) Assessment results of independent members of the Board of Directors on the performance of the Board of Directors;
- (c) Performance of other committees of the Board of Directors;
- (d) Performance, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3 Article 158 of the Enterprises Law and the Corporation's Charter;
- (e) Review of meetings of the Board of Directors and decisions of the Board of Directors;
- (f) Monitoring results for the General Director;
- (g) Monitoring results for other Managers; and
- (h) Long-term strategic plans.

## **Article 8: Performance report of the Board of Supervisors at Annual General Meetings of Shareholders**

Unless otherwise provided for by laws or the Group's Charter, the performance report of the Board of Supervisors submitted to an Annual General Meeting of Shareholders must at least include the following contents:

- (a) Remuneration, operating expenses and other benefits of the Board of Supervisors and each Supervisor are as stipulated in the provisions of Clause 3, Article 167 of the Enterprises Law and the Corporation's Charter;
- (b) Review of meetings of the Board of Supervisors and decisions of the Board of Supervisors;
- (c) Monitoring results of the Corporation's performance and financial position;
- (d) Monitoring results for members of the Board of Directors, General Director and other managers;
- (e) Report on assessment of operational coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders.

### **Chapter III**

#### **MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 9. Self-nomination and nomination of BOD members**

9.1 The Corporation shall have at least five (05) BOD members and at most eleven (11) BOD members. The total number of non-executive or independent BOD members must account for at least one-third (1/3) of the total number of BOD members. The minimum number of non-executive/independent BOD members shall be determined by rounding down.

9.2 In case candidates have been pre-determined, the information relating to the candidates for the election of the Board of Directors members shall be included in documents for General Meetings of Shareholders and announced at least ten (10) days prior to the date on which a General Meeting of Shareholders is opened on the Corporation's website in order that shareholders can find out about these candidates before voting. The disclosed information relating to such candidates shall at least include the following contents:

- a. Full name, date of birth;
- b. Education
- c. Professional qualification;
- d. Working process;
- e. Names of the companies in which the candidate is acting as the BOD member and holding other management positions;
- f. Report on assessment of contribution of the candidate to the Corporation, in case the candidate is the BOD member of the Corporation;
- g. Benefits related to the Corporation (if applicable);
- h. Full name of shareholders or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

9.3 Candidates for the Board of Directors shall have written commitments on the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to fulfill their duties honestly if they are elected as a member of the BOD.

9.4 Shareholders holding shares as prescribed in the Charter for at least six (06) consecutive months up to the time of closing the list of shareholders attending the meeting may add up their voting rights to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors by adding up the voting rights must comply with the provisions of law and the Corporation's Charter. Specifically, shareholders or a group of shareholders may nominate one (01) candidate if holding from 5% to under 10% of voting shares of the Corporation, up to two (02) candidates if holding from 10% to under 30%; up to three (03) candidates if holding from 30% to under 40%; up to four (04) candidates if holding from 40% to under 50%; up to five (05) candidates if holding from 50% to under 60%; up to six (06) candidates if holding from 60% to under 70%; up to seven (07) candidates if holding from 70% to 80%; up to eight (08) candidates if holding from 80% to under 90%.

9.5 Where the required number of BOD candidates through nomination and self-nomination is not satisfied, the Board of Directors may nominate more candidates or organize the nomination in accordance with the Charter and Internal Regulations of the Corporation. In this case, the incumbent BOD members have the right to nominate candidates meeting the criteria of the Board of Directors member in accordance with these Regulations, the Charter and relevant laws. The Board of Directors shall then proceed the voting under the majority rules to select eligible candidates for submission to the General Meeting of Shareholders for decision.

9.6 The Corporation shall detail and guide the voting for election of BOD members according to the method of cumulative voting as prescribed by the law.

#### **Article 10. Membership of members of the Board of Directors**

10.1 BOD members are not subjects prohibited to be a BOD member by the law and the Corporation's Charter. BOD members may not necessarily be a shareholder of the Corporation.

10.2 According to the roadmap set forth by the BOD from time to time, the Corporation shall gradually limit, to the highest possible extent, the number of BOD members concurrently holding managerial positions in the Corporation's executive apparatus, increasing the number of BOD independent members to ensure the independence of the BOD.

10.3 The BOD Chairman may not concurrently hold the position of General Director of the Corporation.

10.4 BOD members may not concurrently be BOD members of more than five (05) other companies.

10.5 BOD members are no longer a member of the BOD in the following cases:

- (a) The member is no longer eligible to be a member of the Board of Directors in accordance with the provisions of the Enterprises Law or is prohibited by law from being a member of the BOD;
- (b) A written application for resignation is sent to the head office of the Corporation by such member;
- (c) That member has a mental disorder or there is professional evidence that such member no longer has full civil act capacity;
- (d) That member has not attended the meetings of the Board of Directors continuously for six (06) months without the approval of the Board of Directors and the Board of Directors decides that the position of such person is left vacant;
- (e) That member is dismissed pursuant to a decision of the General Meeting of Shareholders;
- (f) That member is in breach of the Code of Ethics in accordance with these Regulations, in

violation of the obligations of the member as prescribed by the law or the Charter and these Regulations, which, according to the Chairman, is serious; or

- (g) Other cases stipulated by law, Company Charter, these Regulations and other regulations of the Corporation from time to time.

#### **Article 11. Code of Ethics of Board of Directors**

11.1 Members shall act in a transparent, impartial manner for the best interests of the Group, for the benefit of the shareholders of the Corporation of which he or she is the representative; must comply with the provisions of Law, the Charter and regulations of the Group applied to them.

11.2 Members are obliged to use their authorized power, information accessed for legitimate purposes and for the benefit of the Group.

11.3 Members may not authorize their rights to others except as provided in the Group's Charter and in accordance with the law. Members must act independently of their own consideration, judgment.

11.4 Members are responsible for exercising their powers and duties with due care, full accountability and evaluation before making or taking decisions.

11.5 Members shall be responsible for avoiding conflicts of interest between the Corporation's interest and their personal interests or interests of their related persons. In the event of a conflict of interest, a member shall promptly notify other members in writing of the conflict. In these Regulations, "related persons" are individuals and organizations defined in Clause 17 Article 4 of the Enterprises Law, Clause 34 Article 6 of Securities Law.

11.6 Members shall not take part in making decisions on transactions or groups of transactions in which they or their related persons have an interest unless they comply with the provisions of law, Charter or these Regulations and an exemption is given to them by the Board of Directors.

11.7 Members shall not abuse their positions, powers or information about the Corporation that they may know the Corporation to benefit themselves or their related persons.

11.8 Members shall be responsible for the preservation and development of the Corporation's assets. Members may not use the Corporation's assets for any purpose other than stated purposes or without permission.

11.9 Members are responsible for keeping confidential all information of the Corporation (except for information that has been officially disclosed or permitted to be disclosed by the Corporation or otherwise disclosed to the public via official channels). The use and disclosure of information must comply with the provisions of law, the Charter and relevant regulations of the Corporation.

11.10 Members are obliged to disclose honestly and fully to the Corporation the investments (whether direct or indirect) of their own and their related persons or salaries, wages, remunerations or benefits of any description that they and their other related persons receive from different companies or businesses. In the event of potential conflicts of interest with the Corporation, Members shall have limited access to information relating to the business of the Corporation which is likely to prejudice immediate and long term interests of the Corporation.

11.11 Members shall not receive benefits given or brought by third parties because they are members of the Board of Directors of the Corporation, unless the receipt of such benefits is approved in writing by the Board of Directors.

11.12 Members may not buy, sell or trade shares of the Corporation or its affiliated companies from information obtained by virtue of their position while other shareholders do not have such information.

11.13 Members of the Board of Directors and related persons, when conducting share transactions of the Corporation, must report to the State Securities Commission, the Board of Directors and disclose the information on such transactions in accordance with legal regulations.

11.14 Members may not compete with each other or perform or facilitate (whether directly or indirectly) the acquisition of the Corporation or its affiliates, deprive the Corporation of business opportunities or disrupt business opportunities of the Corporation or member companies of the Corporation or commit other acts that are detrimental to the interests of the Corporation or shareholders of the Corporation.

11.15 Members are responsible for fully complying with the laws, the Charter, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors and regulations of the Corporation.

11.16 Members agree that if they violate one of the above rules, they shall resign as BOD member or terminate the activities as BOD member and all Members authorize the Chairman to proceed the formal dismissal procedures in accordance with the provisions of the Charter.

## **Article 12. Rights and obligations of members of the Board of Directors**

Apart from the rights and obligations prescribed by law, the Charter and other provisions of these Regulations, the BOD members shall have the following rights and obligations:

12.1 Subject to the compliance with confidentiality and confidentiality obligations of the Corporation and its shareholders, BOD members may request and the General Director and senior managers, and the General Director and senior managers shall have responsibility, to provide information and documents on the financial position and business operations of the Corporation and its subsidiaries.

12.2 BOD member shall exercise the rights, obligations and responsibilities in accordance with the Enterprises Law, the Corporation's Charter, the Management Regulations of the Corporation, the provisions of these Regulations and fulfill its duties honestly, carefully for the best interests of shareholders and the Corporation.

12.3 BOD members must fully attend all Board meetings and have clear comments on the issues discussed. A BOD member may authorize another BOD member to attend the meeting on his/her behalf. In case of authorizing another person to attend the meeting, such authorization must be approved by a majority of the BOD members. In case of absence, the BOD members must notify in writing to the Chairman Office. The BOD members must abide by decisions of the Board of Directors when these decisions have been passed by the Board of Directors under the majority rules (over 50% of the BOD members attending or more than 50% of the members having the right to vote in the form of submission of written votes). Within 7 working days from the date on which the Board of Directors Meeting Minutes is approved by the majority of the members or from the date when the Minutes of gathering written votes of the members of the Board of Directors, the BOD Chairman shall sign the decisions on issues approved by the Board of Directors on its behalf.

12.4 The Corporation may buy liability insurance for BOD members. The Corporation This insurance shall not include insurance for the liability of the BOD in connection with the violation of the law and the Corporation's Charter.

12.5 Two (02) or more BOD members may propose convening an extraordinary meeting of the BOD.

## **Chapter IV**

### **BOARD OF DIRECTORS**

#### **Article 13. Organizational structure of the Board of Directors**

The Board of Directors is organized according to the structure, including:

- (a) The Board of Directors, which is composed of the Chairman and members of the Board of Directors who are elected and hold the membership of the Corporation in accordance with the provisions of this Charter and Regulations;
- (b) Committees and the council which are subordinate to the Board;
- (c) Advisory councils and departments which have functions of providing advisory and assistance for the BOD and the Chairman.

#### **Article 14. Operation principles of the Board of Directors**

14.1 The BOD shall work on a collective basis and make decisions by the majority (over 50% of the BOD members attending the meeting or more than 50% of the members having voting right in the form of written opinions) on issues which the Board of Directors has the authority to decide in accordance with the Enterprises Law, the Corporation's Charter and these Regulations. In case of an equality of votes, the BOD Chairman shall have a casting vote.

14.2 Before the date of the meeting and within the prescribed time limit for notifying the convention of a meeting of the Board of Directors, BOD members are entitled to request for amending or supplementing the agenda. At BOD meetings, members are free to discuss issues on the approved agenda and to express their views within the framework of the meeting, but must abide by Board decisions approved by the BOD. Members of the Board of Directors are personally responsible before the law and the General Meeting of Shareholders for their opinions. The meeting secretary is responsible for recording the comments of BOD members in the Board of Directors Meeting Minutes.

14.3 Committees and councils are the bodies under the BOD, established under Article 30 of the Charter and authorized by the Board of Directors, decentralized to make decision and work in accordance with the provisions of these Regulations and other regulations of the BOD. Decisions and documents of these committees and councils shall take effect upon adoption by majority of the members entitled to attend and vote at the meeting, provided that at least 50% of members of such committees are members of the Board of Directors.

14.4 The actions to enforce decisions made by the Board of Directors, or Committees under the Board of Directors, or persons have membership of a committee of the Board shall be considered as valid even in case there is a mistake in the election or appointment of members of a committee or the Board, unless such actions are contrary to the law, the Corporation's Charter and these Regulations.

14.5 In addition to the matters referred to in Article 17.4, on the basis of subject to Article 27 and 28 of the Charter, the Board shall delegate by decentralization and authorize the Chairman to make decisions on its behalf and report to the Board on such decisions at the subsequent meeting.

14.6 Committees and councils established with the function of advising and assisting the Board, the Chairman of the Board shall not have the function of making decisions for the Board of Directors and the Chairman except as expressly authorized under these Regulations or other documents issued by the Board of Directors, or the Chairman, according to their respective authority.

#### **Article 15. Chairman of the Board of Directors**

15.1 The Board of Directors must select among its members members for election of a Chairman. The Chairman shall not concurrently hold the position of General Director of the Corporation.

15.2 In case being absent, the Chairman shall authorize another member in writing to exercise the rights and duties of the Chairman according to the principles stipulated in the Corporation's Charter and these Regulations. In case no person is authorized by the Chairman, the remaining members shall unanimously select one of the members present at the meeting to temporarily perform the duties of the Chairman under the majority rules.

15.3 The Chairman of the Board of Directors shall be responsible to the Board of Directors and the General Meeting of Shareholders for their decisions within the scope of their authority as stipulated in the Corporation's Charter and issues with respect to which he/she is authorized, delegated by decentralization by the Board of Directors to make decisions in accordance with the provisions of these Regulations.

15.4 In case of resignation or dismissal of the Chairman, the Board of Directors shall elect a replacement within ten (10) working days from the date of receipt of the resignation letter or date of dismissal.

15.5 The Board of Directors shall specifically provide for the scope, responsibilities and powers of each committee and members. The criteria and responsibilities of each member of committees are subject to the Group's Charter and applicable laws as well as in accordance with real situation of the Corporation.

#### **Article 16. Committees of the Board of Directors**

16.1 Committees and councils are agencies of the Board of Directors established under Article 30 of the Charter. Based on Article 2 of the Regulations, at the time of promulgation of these Regulations, the Board of Directors has the following committees which have been established and operated:

- (a) HR and Salary Committee (on the basis of changing name from the Staff Policy and Planning Committee); and
- (b) Development Policy Committee (on the basis of changing name from the Strategy Council)

16.2 Unless otherwise provided for by laws relating to corporate governance and the structure of the committees of the Board of Directors or in accordance with the provisions of these Regulations and pursuant to Article 30 of the Charter, the number of members of the Board of Directors shall at least account for half of the members of the committee.

16.3 Unless otherwise provided for, decisions shall be approved by such committees and councils under the authorization by the Board of Directors and provided for in these Regulations on the basis of the majority of the members attending the meeting and when approved, shall be deemed as approved by the Board of Directors. Committees and councils shall report to the Board on a quarterly basis on their activities and decisions adopted at the next meeting of the Board of Directors.

16.4 The Board of Directors may set up other committees on the basis of the decision of the General Meeting of Shareholders.

16.5 The Board of Directors must specify in details the scope, responsibilities and powers of each of committee and its members. Criteria and responsibilities of each member of committees are subject to the Corporation's Charter and current law and in accordance with the real situation at the Corporation.

#### **Article 17. Advisory and supporting agencies of the BOD**

17.1 The BOD Chairman may from time to time set up other boards or units as advisory and supporting of the BOD Chairman. By the time of issuing these Regulations, the Board of Directors



has the following advisory and supporting boards and agencies which were established prior to April 12<sup>th</sup>, 2012 (the date of the Annual General Meeting of Shareholders in 2012):

- (a) Advisory Council; and
- (b) Chairman Office.

17.2 The documents issued by these committees and boards are of recommending nature only, unless otherwise decided by the Board of Directors or the Chairman.

#### **Article 18. Tasks and powers of the Board of Directors**

18.1 Business activities and works of the Corporation must be managed or directed by the Board of Directors. The Board of Directors is the agency with full power to perform all rights in the name of the Corporation, except for the powers vested in the General Meeting of Shareholders.

18.2 The Board of Directors is responsible for supervising the General Director and other managers.

18.3 The rights and obligations of the Board of Directors are governed by the laws and the Corporation's Charter and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- (a) To make decisions on production and business development plans and annual and three-year budgets (including amendments and supplements thereto). These plans and budgets include financial projections (profit and loss plans, cash flow plans, balance sheet, investment and divestment plans of the Corporation and its subsidiaries on a consolidated basis;
- (b) To decide on medium and long-term capital plans of the Corporation and its subsidiaries;
- (c) To identify specific objectives, plans and strategies of the Corporation and its subsidiaries based on the development orientation approved by the General Meeting of Shareholders;
- (d) To appoint and dismiss the General Director, Deputy General Directors, Chief Accountant and determine the salary of such persons;
- (e) To decide on the organizational structure of the Corporation and the Group;
- (f) To settle the Corporation's complaints against the managers as well as decide on the selection of representatives of the Corporation to resolve issues related to the legal procedures for such managers.
- (g) To propose types of shares to be issued and total number of shares to be issued by type of shares;
- (h) To propose the issuance of convertible bonds and warrants allowing the owner to buy shares at a predetermined price;
- (i) To decide the offering price of bonds, shares and convertible securities in case authorized by the General Meeting of Shareholders;
- (j) To appoint, dismiss or remove the Corporation's representatives. The dismissal mentioned above must not be contrary to the contractual rights of the dismissed persons (if any);
- (k) To report to the General Meeting of Shareholders the appointment of the General Director;
- (l) To propose annual dividends and determine dividends to be advanced; organize the payment of dividends;
- (m) To propose the reorganization or dissolution of the Corporation and its subsidiaries.

18.4 Pursuant to Articles 149 and 162 of the Law on Enterprises, Article 27.4 of the Charter, the following matters must be approved by the Board of Directors:

- (a) Establishment of branches or representative offices of the Corporation; Review of annual plans of subsidiaries within the Group on the establishment of branches and representative offices of these companies;
- (b) Establishment, dissolution and request for bankruptcy of subsidiaries of the Corporation in the Group; Recommendations on reorganization, dissolution or request for bankruptcy of the Corporation at the General Meeting of Shareholders; Approval of amendments of the Charter, increase or decrease of charter capital of subsidiaries;
- (c) To the extent provided for in Article 149.2 108.2 of the Law on Enterprises and except as provided for in Article 162.3 120.3 of the Law on Enterprises where approval of the General Meeting of Shareholders is required, the Corporation's major contracts must be approved by the General Meeting of Shareholders and the Board of Directors may, at any time, decode the implementation, amendment and cancellation of the Corporation's major contracts (including purchase, sale, merger, acquisition of the Corporation and joint venture and other contracts) the value of which is equal to 5% of total assets disclosed in the Consolidated financial statements for the latest quarter of the Corporation;
- (d) Appointment and removal of persons authorized by the Corporation as commercial representatives and Lawyers of the Corporation;
- (e) Borrowings with a term of more than 1 year and with the value of 5% or more of the Corporation's total assets as stated in the consolidated financial statements for the latest quarter and mortgages, guarantees and security and compensation for such loans of the Corporation and companies in the Group; Consideration and approval of the General Director's proposals on short-term loans which cause the total short-term debt of the Corporation to exceed the permitted limit;
- (f) Investments which are not included in the business plan and budget which exceeds 10% of the annual plan and business budget;
- (g) Purchase or sale of shares, contributed capital in other companies established in Vietnam or abroad, unless outside the limits, must be approved by the Board and the General Meeting of Shareholders or included in approved budgets, annual business plans.
- (h) Valuation of non-cash assets contributed to the Corporation [and its subsidiaries in the Group] related to the issuance of shares or bonds of the Corporation, including gold, land use rights, intellectual property rights, technology and technological know-how;
- (i) Purchase or redemption of no more than 10% of each class of shares by the Corporation;
- (j) Decision of the purchase or redemption price of the shares of the Corporation;
- (k) Approving the agenda, contents of documents for the General Meeting of Shareholders, convening General Meetings of Shareholders or collecting opinions so that the General Meeting of Shareholders may approve decisions;
- (l) Submitting annual audited financial statements to the General Meeting of Shareholders;
- (m) Proposing dividends paid; determining the time and procedures for paying dividends or dealing with losses incurred during the business process; and
- (n) Supervising the Representative of the Corporation's capital contribution in accordance with Article 46.1 (f) of the Corporation's Charter.

18.5 To the extent provided for in Article 27 and 28 of the Corporation's Charter and Article 17 of these Regulations, in addition to the matters referred to in Article 17.4 above, the Board of Directors delegates by decentralization and authorizes the Chairman, committees and councils of the Board of Directors, on behalf of the Board of Directors to decide some matters stipulated in these Regulations at the meetings of the Board of Director, but the Chairman, committees and councils of the Board of Directors must report to the Board of Directors at its next meeting on their decisions.

#### **Article 19. Tasks and powers of the Chairman**

19.1 The Chairman of the Board is responsible for managing the affairs of the Board of Directors between two meetings, reviewing and deciding the management work of the Corporation in accordance with the Corporation's Charter, internal regulations and the current law, performing the functions, tasks and powers prescribed in the Charter and these Regulations, other rights and obligations as permitted under these Regulations and the Corporation's regulations.

19.2 Subject to Article 28.4 of the Charter, the Chairman shall have the following duties and powers:

- (a) To convene and chair the General Meetings of Shareholders and meetings of the Board of Directors, whether annual or extraordinary;
- (b) To ensure that the Board sends annual financial statements, performance reports of the Corporation, auditing reports and inspection reports of the BOD to the shareholders at the General Meeting of Shareholders;
- (c) To prepare the working program and plan of the Board; to organize the preparation of the content, convene and preside over the meetings of the Board to discuss and decide issues under the authority of the Board of Directors.
- (d) To decide the collection of written opinions of BOD members to approve issues under the authority of the Board of Directors in accordance with Article 17.4 above in cases where it is deemed unnecessary to convene an extraordinary meeting of the Board of Directors. To approve the form and contents of the voting card;
- (e) To sign, on behalf of the Board, the decisions and other documents of the Board of Directors after obtaining the approval of the majority of BOD members (directly by approving the Minutes or Resolutions of the meeting or indirectly by getting feedbacks in writing) on issues under the authority of the Board; to decide on other issues authorized by the Board by decentralization with respect to major contracts on behalf of the Board of Directors;
- (f) To assign members of the Board of Directors to perform corporate governance duties ; To monitor the Corporation and urge BOD members in the process of performing corporate governance tasks; To evaluate the performance of each member, committees and boards of BOD at least once a year, confirm to the General Meeting of Shareholders the results of the qualification evaluation of the Board prior to reappointment or dismissal;
- (g) To inspect, supervise and urge Managers and Representatives of the Corporation's capital contribution in enterprises and companies under the Group to implement the resolutions of the General Meeting of Shareholders, the Board of Directors, the Chairman, committees of the Board of Directors and implement the provisions of the Charter, regulations and the management of the Corporation and the Group.
- (h) On the basis of the proposal of the General Director, HRRC, to decide to appoint and dismiss directors of departments, deputy heads/heads of divisions, branch directors and chiefs of representative offices of the Corporation;
- (i) To decide on the following issues and inform the BOD members of the decisions at the latest

meeting of the Board of Directors.

- (i) To decide on the establishment, change or dissolution of the advisory, supporting agencies of the Board; To decide to appoint, remove or change the personnel of these agencies;
  - (ii) To sign, amend, supplement or liquidate labor contracts on behalf of the Managers; To decide the appointment, dismissal, transfer of the Chairman, BOD members, General Director/Director, Deputy General Director/Deputy Director of the companies within the Group over which the Corporation takes control on the basis of the proposals of the General Director, HRRC, Representatives of the Corporation's capital contribution in related companies;
  - (iii) To decide on the appointment, authorization, change and dismissal of Representatives of the Corporation's capital contribution portions at enterprises on the basis of the proposals of HRRC; To decide the task assignment and direct these individuals to protect the legitimate rights and interests of the Corporation in the respective enterprises, to take measures to preserve and develop the capital of the Corporation in such enterprises;
  - (iv) To decide the distribution of dividends and profit of subsidiaries; To decide issues relating to the Corporation's capital contribution under the authorization of the Board of Directors in accordance with the provisions of these Regulations; and
  - (v) In relation to projects or bidding packages belonging to investment projects of the Corporation approved by the Board of Directors, bidding plans, cost estimates and bidding documents (including the criteria for evaluation of the bid), bidding results, contractor approval, settlement and other related work;
- (j) Other rights and duties as provided for by law, this Charter, these Regulations and other regulations of the Corporation.

## **Chapter V**

### **WORKING REGIME, SALARY, REMUNERATION AND EXPENSES OF THE BOARD OF DIRECTORS**

#### **Article 20. Working regime**

The Chairman and members of the Board of Directors work under the following regimes:

- (a) Full-time Board of Directors members: including BOD Chairman and full-time members working in the Group.
- (b) Part-time BOD members: including BOD members who do not work regularly at the Corporation.

#### **Article 21. Salary, remuneration and operating expenses of BOD members**

21.1 The salary, remuneration and operating expenses of the BOD Chairman and members shall be determined by the Board of Directors based on the full-time or concurrent working regime of each member within the limit approved by the Annual General Meeting of Shareholders.

21.2 All travelling, meals, accommodation and other reasonable expenses incurred by BOD members in carrying out their responsibilities as members of the Board of Directors shall be paid by the Corporation at the rates approved by the Board of Directors, including expenses incurred in attendance at meetings of the Board of Directors, or Committees of the BOD or the General Meeting of Shareholders. BOD members shall provide the Corporation with invoices and documents related

to the expenses directly paid by BOD members (excluding expenses directly paid by the Corporation).

21.3 The total remuneration of BOD members must be disclosed in the Group's Annual Report and Financial Statements.

21.4 BOD members who work full-time at the Group, in addition to remuneration of BOD members, shall be paid according to the Corporation's payroll system, which is included in the annual operating expense budget approved by the Board of Directors.

## **Chapter VI**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 22. Regular meetings**

22.1 The Board of Directors shall meet once a quarter, no later than the last working day of the first month of the following quarter unless otherwise decided by the Chairman. The specific meeting date is decided by the BOD Chairman on the basis of consulting BOD members. Participants includes BOD members, BOS members, General Director, Secretary and other participants as decided by the Chairman. BOD members must attend the meeting on time and in the right capacity. In case of absence, the BOD members must authorize a person qualified and capable as prescribed by laws to abide by these Regulations, attend the meeting of the Board of Directors or send written opinions on the contents to be proposed at the BOD meeting.

22.2 Regular meetings of the Board of Directors shall be convened and presided over by the Chairman. In case a BOD meeting is not held at the stipulated time, the Chairman must notify the members of the Board of Directors 01 working day in advance.

22.3 Prior to regular meetings, the Chairman shall ask the General Director to prepare a report on business results in the quarter, the next quarter anticipation and necessary issues to be submitted to the Board of Directors for approval according to the authority of the Board of Directors.

22.4 Letters of invitation, proposed meeting agenda shall be sent to Members, Head of the Board of Supervisors, General Director (via email, fax, or express delivery) 10 working days prior to the scheduled meeting. BOD Members, Chief of the Board of Supervisors, General Director may propose to the BOD Chairman the inclusion of contents as they deem important and urgent in the meeting agenda. This recommendation must be sent to the BOD Chairman within 4 working days from the date that the notice of meeting is sent so that the Chairman may decide to include in the meeting agenda. The Chairman shall have the right to request the person who requests to include contents in the agenda to supply the relevant supplementary materials. Beyond that time limit, if the parties do not request for change or supplement of the meeting agenda, the meeting agenda shall be considered as having completely agreed and there is no further changes or supplements to such meeting agenda, unless decided by the Board under the majority rules. The final official agenda (no longer changed or amended) and official meeting documents shall be sent to participants at least 5 working days before the scheduled meeting date. In case of necessity, the Board of Directors may vote in writing on exemptions of the above time limits for such case.

22.5 The contents of regular meetings of the Board shall include:

- (a) Evaluating the situation and performance of the Group in the previous quarter, adopting and discussing measures to guide the implementation of action plans of the next quarter;
- (b) Listening to reports and make suggestions to the General Director on the implementation of decisions made by the BOD at the meeting of the previous quarter and important decisions of the Chairman during the interval between two meetings;

- (c) 6-month reports of committees of the Board;
- (d) Discussing and deciding on matters related to the implementation of the Group's quarterly and annual targets and working programs;
- (e) Adopting newly developed or amended regulations and provisions which the Board of Directors has the authority to issue;
- (f) Discussing and deciding on other matters within the authority of the Board; and
- (g) Other contents as stated in the formal agenda notified by the Chairman pursuant to Article 21.4 above.

22.6 Every year, the Board of Directors shall require its independent members to make a report on the activities of the Board, and such report must be disclosed at the Annual General Meeting of Shareholders.

22.7. Regarding annual assessment of members of BOD for commending and rewarding and disciplining purposes: every year, the BOD shall meet and assess performance of each member based on their assigned tasks. On that basis, BOD shall recommend forms of commending and rewarding and disciplining (if any) to the General Meeting of Shareholders for approval.

### **Article 23. Extraordinary meetings**

23.1 The Chairman of the Board of Directors shall convene extraordinary meetings when is is deemed necessary for the benefit of the Corporation. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay, without any justifiable reason, when one of the following subjects makes a written request for convening an extraordinary meeting, stating the purpose of the meeting and issues to be discussed:

- (a) General Director or at least five (05) other managers;
- (b) At least two (02) executive members of the Board of Directors;
- (c) Board of Supervisors or independent members.”

23.2 The Chairman shall send a letter for convening the meeting of the Board of Directors within seven (7) working days from the date of receipt of such request mentioned in Clause 1 of this Article. Meetings of the Board of Directors must be held within fifteen days after such request is made.

23.3 The contents of an extraordinary meeting is decided by the BOD Chairman or by the person requesting the convention of an extraordinary meeting. Materials for the extraordinary meeting must be sent to the members of the Board of Directors at least 5 working days prior to the expected date of the meeting unless otherwise required by the Chairman.

23.4 In case of necessity, the Board of Directors may vote in writing on exemptions of the above time limits.

### **Article 24. Conditions for conducting a valid meeting of Board of Directors**

24.1. The meeting of the Board of Directors shall be held when three fourths (3/4) of the total number of members attending the meeting including cases of authorization to attend and vote. Members who do not directly attend the meeting have the right to vote in writing. Voting cards must be enclosed in a sealed envelope and must be delivered to the Chairman at least one hour before the opening of the meeting. Voting cards may only be opened in the presence of all participants.

24.2 If the first meeting is unsuccessful because the quorum is not present, the BOD Chairman shall convene the second meeting within maximum fifteen (15) days from the date of the first

unsuccessful meeting. At the second meeting of the BOD, only over half of the BOD members are required to attend.

24.3 BOD members shall be automatically removed if they do not participate in activities of the Board of Directors for six (6) consecutive months except for force majeure as confirmed by the Chairman. The members are not entitled to be absent at the BOD meeting more than once a year, otherwise, they shall be reviewed and, in serious cases, may be asked to be dismissed at the next meeting of the General Meeting of Shareholders.

#### **Article 25. Management of BOD meetings**

25.1 The BOD Chairman is the person who chairs and runs the BOD meetings (whether regular or extraordinary). Where the Chairman is absent, the BOD member authorized by the Chairman shall be the person who presides over and runs the meeting of the Board of Directors.

25.2 Each member of the Board of Directors shall have one vote of equal value. Decisions of the Board of Directors on the matters referred to in Article 17.4 must be approved by more than 50% of the members of the Board of Directors attending the meeting. In case of equality of votes, the Chairman shall have a casting vote.

25.3 For important matters relating to personnel, capital, interests of the Corporation and obligations of members of the Board of Directors, the Board of Supervisors, General Director, the person presiding over the meeting of the Board of Directors may decide to vote by ballot.

25.4 In the case of voting to decide on an economic contract or a civil contract with the Corporation that the other party has a representative who is a member of the Board of Directors of the Group or an organization or individual directly related to a member of the Board of Directors, such member is not allowed to participate in the voting and not be counted in the quorum.

#### **Article 26. Minutes, Resolutions of the meetings of the Board of Directors**

26.1 The secretary of the Meeting shall record BOD meeting minutes. The contents of the meetings of the Board of Directors and the opinions of each member of the Board of Directors at the meeting must be recorded truthfully and fully by the Secretary in the Minutes and at the same time signed by all members attending the meeting. The Chairman and the Secretary are responsible on the truthfulness and accuracy of the contents of Board of Directors meeting minutes. Board of Directors Meeting Minutes and documents used in the meeting are kept at the head office of the Group.

26.2 On the basis of the Board of Directors Meeting Minutes, the BOD Chairman, on behalf of the Board of Directors, signs for issuance of the Resolutions of the meeting and decisions with the contents including the issues agreed by the BOD members at the meeting.

26.3 The secretary has the responsibility to copy or extract and publish decisions made by the Board of Directors at meetings to members of the Board of Directors, the Head of the Board of Supervisors, the General Director and other related members of the Group at least 3 (three) working days from the date all members of the Board of Directors sign the Minutes.

#### **Article 27. Board of Directors decide by voting card**

27.1 During the interval between two meetings, the Chairman of the Board of Directors shall decide to collect opinions of the BOD members to approve issues under the authority of the Board of Directors in accordance with Article 17.4 above. A vote shall be attached to the General Director's statement (if any) and documents related to the voting contents.

27.2. Collection of opinions in ordinary cases: Within 07 working days from the date of receipt of the vote and attached related documents, members of the Board of Directors have the responsibility

to study and decide the voting contents and send their votes to the Corporation. The submission of votes and documents may be made in the form as follows:

- (a) Mail: Sending mail by courier service to the Chairman Office;
- (b) Fax: Votes sent by fax to the fax number of the Chairman Office have the same value as the votes with original signatures;
- (c) Email: In the case of voting by email, members must send their votes via his/her official email address to the official email address of the Chairman, Chairman Office or other e-mail address notified by the Board of Directors from time to time

27.3 In the event of emergency or as required by production and business activities, the Chairman of the Board of Directors shall decide on the quick collection of opinions of the BOD members (the nature of voting shall be recorded on the vote). Within 24 hours from the time of sending votes for collection of opinions and enclosed documents, the members of the Board of Directors shall be responsible for considering and deciding the voting contents and sending voting opinions to the Corporation in the following forms:

- (a) Sending documents directly to the Chairman Office;
- (b) Faxing at the fax number of the Chairman Office; or
- (c) Sending an email to the email address of the Chairman or the Chairman Office.

27.4 The Chairman Office shall be responsible for synthesizing votes and making Minutes of vote counting in the presence of representatives of the Board of Supervisors, sending to the members of the Board of Directors decisions of the Board, Minutes of vote counting and other related documents.

27.5 The decisions of the Board of Directors shall be approved and take effect only when approved in writing by over 50% of the BOD members who have the right to give their comments by submission of written opinions. The results of voting by submission of written opinions are as valid as decisions made at a normal BOD meeting.

27.6 In case of an “against” vote or a vote containing other contents, the relevant members should immediately contact the Chairman by phone or in writing about the related reason and difficulty.

## **Chapter VII**

### **BOARD OF SUPERVISORS AND SUPERVISORS**

#### **Article 28. Self-nomination and nomination of Supervisors**

28.1. The self-nomination and nomination of Supervisors shall be carried out in the same manner as stipulated in the Charter of the Corporation.

28.2. Shareholders have right to add up votes of each one to nominate candidates to the Board of Supervisors. Shareholders or group of shareholders shall nominate one (01) candidate if holding from 5% to below 10% of total voting shares; up to two (02) candidates if holding from 10% to below 30%; up to three (03) candidates if holding from 30% to below 40%; up to four (04) candidates if holding from 40% to below 50%; up to five (05) candidates if holding from 50% to below 60%;

28.3. In cases where the number of candidates to the Board of Supervisors by way of nomination and self-nomination is insufficient as required, the current Board of Supervisors may nominate additional candidates or organize the nomination according to the mechanism as prescribed in the Corporation's Charter and these Regulations. The mechanism used by the current Board of Supervisors for



nominating candidates to the Board of Supervisors must be expressly disclosed and approved by the General Meeting of Shareholders before the nomination.

### **Article 29. Supervisors**

29.1. The number of Supervisors of the Corporation is three (03). The tenure of a Supervisor shall not exceed five (05) years and may be re-elected with an unlimited number of terms.

29.2. Supervisors must satisfy criteria and conditions stipulated in Article 164.1 of the Law on Enterprises, the Group's Charter and are not in the following cases:

- a) Working in the accounting and finance department of the Corporation;
- b) Being a member or an employee of an independent auditing firm that audits the Group's financial statements for the last three (03) consecutive years.

29.3. A supervisor must be an auditor or an accountant.

29.4. The Head of the Board of Supervisors must be a professional accountant or auditor and must work full time at the Group.

### **Article 30. Method of election of Supervisors**

30.1. The election of Supervisors shall be performed in the principle of cumulative voting. The Corporation shall comply with the provisions of the Charter, the Law on Enterprises and relevant law provisions.

30.2. For the election of the Head of the Board of Supervisors, Supervisors shall elect one (01) of the Supervisors to act as the Head according to the principle of majority.

### **Article 31. Dismissal or removal of Supervisors**

31.1. Supervisors shall be dismissed in the following cases:

- a) No longer satisfying the criteria and conditions for being supervisors as prescribed in the Law on Enterprises;
- b) Failing to exercise their rights and obligations for six (6) consecutive months, except for force majeure events;
- c) A letter of resignation is submitted and approved;
- d) Other cases as prescribed by law, the Corporation's Charter.

31.2. Supervisors shall be removed in the following cases:

- a) Failing to fulfill assigned tasks;
- b) Committing serious violations or repeatedly violating obligations of Supervisors as stipulated in the Law on Enterprises and the Charter of the Corporation;
- c) A dismissal decision is passed by the General Meeting of Shareholders;
- d) Other cases as prescribed by law, the Corporation's Charter.

### **Article 32. Notification of election, dismissal and removal of Supervisors.**

The Group shall make quick and timely disclosure of information on the Group's official website on changes in the election, dismissal and removal of Supervisors, while complying other disclosure obligations under SSC regulations for listed companies.

## Chapter VIII

### COMMITTEES AND SUPPORTING AGENCIES OF THE BOARD OF DIRECTORS

#### Article 33. Development Policy Committee

##### 33.1 Functions, tasks and powers:

- (a) The Development Policy Committee is a committee of the Board of Directors which is responsible for researching, developing, directing and overseeing issues related to operational strategy and the implementation of strategies Group approved by the General Meeting of Shareholders and the Board of Directors within the Group.
- (b) The Development Policy Committee has the following main tasks:
  - i. Assisting the BOD in developing annual, mid-term and long-term strategies for the Group;
  - ii. Searching for new strategic business opportunities for the Group;
  - iii. Directing the implementation of annual strategic conferences of the Group and the member companies;
  - iv. Reviewing reports on the implementation of strategies; deciding or approving proposals to adjust the implementation before submitting to the Board of Directors for determination;
  - v. Establishing, maintaining and developing strategic partnerships with the Group

##### 33.2 Organizational structure:

- (a) Members of the Development Policy Committee shall include:
  - i. Chairman of the Board which also acts as Chairman of the Development Policy Committee;
  - ii. In-charge members of the Board of Directors;
  - iii. General Director; and
  - iv. Other members appointed by the Chairman
- (b) The Chairman may invite other individuals to attend meetings of the Board but such persons shall not be entitled to vote.
- (c) The Board meets on a quarterly or extraordinary basis as decided by the Chairman. The Chairman may invite other persons to attend the meeting to obtain their opinions.

#### Article 34. Human Resources and Remuneration Committee

##### 34.1 Functions, Organization

- (a) The Human Resources and Remuneration Committee (HRRC) is the body under Board of Directors, responsible for directing and developing the policy framework and human resources process for the entire Group to be submitted to the Board for approval and supporting the Board of Directors in selecting, proposing, appointing, dismissing, awarding and evaluating the performance of members of the Board, the Executive Committee, legal representatives and other senior management positions.
- (b) The HRRC shall consist of at least 02 members, of which at least 50% of the Committee members are members of the Board of Directors. The Chairman of the Committee must be a Member of the Board of Directors. The Chairman and members of HRRC shall be appointed

and dismissed from time to time by the Chairman of the Board of Directors based on the proposal of the Chairman of the Board, HRRC with the same term with BOD.

- (c) The Committee may have an assisting apparatus with a composition determined by the BOD Chairman from time to time and this decision shall be made reasonably. Employees of the assisting apparatus do not have the authority to make decisions as members of the Committee.

### 34.2 Tasks and powers

Functions and tasks of the Committee are defined in the Regulations on organization and operation of the Committee, including the following principal contents:

- (a) To make annual work plans, periodically review and amend annual work plans where necessary and submit them to the Board of Directors for approval.
- (b) To formulate the personnel policies and procedures for the entire Group to be submitted to the Board of Directors for approval and issuance.
- (c) To advise the Board of Directors, the Chairman and the General Director on issues related to human resource management.
- (d) To propose the appointment or removal of the Corporation's Human Resources Director to the Chairman for approval.
- (e) To determine the titles and qualifications of senior management positions within the Group.
- (f) To devise policies and procedures relating to the proposal, appointment, treatment and performance evaluation of members of the Board of Directors, the Executive Committee, representatives and other senior management positions of the Corporation and companies in the Group.
- (g) To formulate and submit to competent authorities for approval preferential treatment policies for senior managers appointed by the Board of Directors.
- (h) To prepare and propose to the Board of Directors or the Chairman the plan of preparation of personnel for the positions appointed by the Board of Directors or the Chairman;
- (i) When there is a need to elect a new member of the Board of Director or Executive Committee, senior managers of the Corporation, members of the Board of Directors/Member's Council, Executive committee and other senior managers of the Corporation in the Group, the Committee must base on the structure and qualifications of the respective department to determine the roles, responsibilities, qualification requirements of the new recruitment position, participating in process of nominating candidates;
- (j) To periodically review the structure, scale and qualifications (including skills, expertise and experience) of the Board of Directors and propose necessary changes thereto to the Board of Directors.
- (k) To periodically review the suitability of the policies, and ask the HR Committee to make amendment and renovation (if necessary).
- (l) To periodically review the appropriateness and suitability of the remuneration mechanisms and policies and propose to the Board of Directors any modifications or improvements, if any.
- (m) To periodically assess the need for use of human resources and human resource orientations of the Corporation, the trend of remuneration in the market to make timely adjustments.
- (n) To revise and approve a form of labor contract for use for members of the Board of Directors,

committees and the Executive Committee of the Corporation and apply it to members of the Board of Directors/Member's Council, the Executive committee and the senior managers of companies in the Group.

- (o) The Committee shall be entitled to hire external lawyers and consultants within the limits of the costs to advise on matters within the scope of its responsibilities. The Committee is responsible for defining selection, choosing criteria, and developing the terms of reference for external consultants.

#### 34.3 Activities and activity evaluation of the HRRC:

- (a) The Chairman and members of the Committee shall be assigned roles and responsibilities and hold the regular meetings at least every three months or when problems arise that need to be resolved. The Committee shall operate in accordance with the collective regulations, decide by the principle of voting by a majority of the members of the Committee.
- (b) The Executive Committee shall be responsible for preparing proposals for matters under the authority of the Committee after taking into account the comments of the Chairman before submitting them to the Committee for consideration and decision.
- (c) The Committee shall keep the minutes of the meeting and report its activities to the Chairman and the Board;
- (d) Annually, members of the Committee conduct self-assessment of their activities and submit them to the Chairman and the Board;
- (e) The Committee shall be entitled to obtain information from any employee of the Corporation and within the Group in order to perform its duties.

### **Article 35. Advisory Council**

#### 35.1 Organizational structure

- (a) The members of the Advisory Council are the founding members of the Corporation at the initial stage, or hold a large number of the Corporation's shares, or have made long-term contributions to the Corporation, appointed and dismissed according to decisions of the Chairman of the Corporation from time to time.
- (b) The number of members of the Council shall not be less than 7 and not more than 15.
- (c) The Board shall have same tenure with the Board of Directors. The Chairman of the Board of Directors is entitled to supplement, replace or dismiss members of the Board at any time during the term of office.
- (d) The Chairman of the Board of Directors is also the Chairman of the Advisory Council.

#### 35.2 Powers and duties of the Council

- (a) The Advisory Council is responsible for advising and proposing to the Board of Directors and the Chairman of the Board the issues related to the Corporation's annual, medium and long-term strategies, long-term and sustainable development, key issues for the Corporation, keeping and developing the values of the Corporation, Group culture as well as solidarity of the whole Group. The Board is entitled to send recommendations and proposals to the Board of Directors and to the Chairman.
- (b) Assisting the Corporation and the Group in establishing, maintaining and developing relations with central and local governmental agencies, foreign governmental agencies, domestic and foreign partners;

- (c) Seeking for new strategic business opportunities for the Corporation;
- (d) Directing the implementation of annual strategic meetings of the Corporation and its member companies;
- (e) Reviewing reports on the implementation of strategies; decide or approve the proposals to adjust the implementation;
- (f) Updating political, socio-economic situations, policy trends, market trends, market feedback that may affect the Group's operations and its strategy in the short and long-term;
- (g) Considering and recommending to the Board of Directors and the Chairman of the Board of Directors the senior staff of the Corporation;
- (h) Assuming the duties assigned by the Board of Directors and the Chairman from time to time.

### 35.3 Operations of the Council

- (a) The Chairman of the Council may convene a meeting of the Advisory Council at any time. The Chairman office shall send the invitation letter together with the proposed contents of the meeting to the members no later than 03 working days prior to the meeting.
- (b) The Advisory Council shall hold regular meetings at least once a quarter within 7 days prior to the regular meeting of the Board of Directors or at other times as decided by the Chairman.
- (c) The Chairman of the Council shall convene a meeting of the Council when more than one-third of the members of the Council propose the convention of a meeting together with the contents proposed for the meeting. Letters of invitation shall be sent no later than 07 days after the Chairman of the Council receives the request for convening a meeting of that group of members.
- (d) Resolutions of the Council may be adopted in electronic or written format in the same manner as those of the Board of Directors. The Chairman of the Council shall periodically report to the Board of Directors on the activities of the Advisory Council.

## Article 36. Chairman Office

### 36.1 Function and tasks:

- (a) The Office of the Chairman shall perform the function of the Corporation Secretary and the Corporation Administrator in accordance with the provisions of law and the Charter of the Corporation and, at the same time, the supporting body of the Board of Directors to assist the Board of Directors and the Chairman in the implementation of functions and duties of the Board of Directors and the Chairman.
- (b) The Chairman Office has the following specific tasks:
  - (i) Assist the BOD Chairman in performing the functions of the Chairman of the Board of Directors;
  - (ii) Perform the preparing works for the meetings for the Board of Directors in accordance with the direction of the Chairman. Specific works include:
    - Notify the schedule, time and venue for the participants;
    - Develop a meeting agenda for the Chairman to approve;
    - Gather and prepare all necessary documents, including the documents/information that the Board needs to review prior to the meeting of the Board of Directors;

- Advise on the procedures for conducting meetings, obtaining written opinions, decision-making procedures, authority of the Board of Directors as well as other matters related to the BOD;
  - Make and keep minutes of meetings;
  - Provide minutes of meetings to the eligible subjects as needed
- (iii) Perform the administrative functions serving the Chairman of the Board of Directors;
- (iv) Be responsible for assisting the Chairman in organizing General Meetings of Shareholders in accordance with the provisions of law and the Corporation's Charter;
- (v) Be responsible for introducing new members of the Board of Directors in respect of obligations and rights as prescribed by law and in accordance with the Corporation's Charter when these members are appointed;
- (vi) Supervise the implementation of strategic projects proposed by the Board and the Chairman.

### 36.2 Organizational structure:

- (a) The Chairman Office shall consist of the Office manager and the Deputy Office manager appointed by the Chairman from time to time.
- (b) The Office manager may propose the organizational structure and composition of the Chairman Office for the Chairman to decide.

Staff of the Chairman Office are individuals who have the appropriate professional capacity or experience to assist the Chairman.

## **Article 37. Person in charge of corporate governance**

37.1. The Board of Directors shall appoint at least 01 person to perform duties of the Person in charge of corporate governance. This person may concurrently hold the position of the Corporation Secretary in accordance with the provisions of clause 15 of Article 152 of the Enterprises law 2014.

37.2. The person in charge of corporate governance must be a lawfully knowledgeable person who does not concurrently work for an independent auditor auditing the company's financial statements.

37.3. The person in charge of corporate governance has the following rights and obligations:

- (a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the company and shareholders;(b) To prepare meetings of the Board of Directors, Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;(c) To make advice on the procedures of meetings; (d)To attend meetings;(e) To make advice on procedures for the resolution of the Board of Directors in accordance with the law;(f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to the BOD members and Supervisors;(g) To monitor and report to the Board of Directors of information disclosure of the company;(h) To keep confidentiality of information in accordance with the provisions of law and the Corporation's Charter;(i) Other rights and obligations in accordance with the law and the Corporation's Charter.

37.4. The General Meeting of Shareholders authorizes the Board of Directors to consider and issue specific regulations on the standards of the person in charge of corporate governance, the

appointment order, the cases of dismissal and discharge as well as the information disclosure on appointment and dismissal.”

## **Chapter IX**

### **MANAGERIAL APPARATUS**

#### **Article 38. Apparatus organization of the managerial apparatus**

38.1 The management system of the Corporation shall ensure the management apparatus that is responsible to the Board of Directors and under the leadership of the Board of Directors. The managerial apparatus of the Corporation, led by the Executive committee, consists of one (01) General Director, Deputy General Directors, a Chief Accountant, Professional Directors and other positions appointed by the Board of Directors from time to time.

38.2 Executive committee members shall be appointed by the Board of Directors, and, as the case may be, assigned, removed or dismissed by the Chairman in accordance with the provisions of this Corporation’s Charter and these Regulations, with the task of managing the daily trading affairs of the Corporation and Group under the direction of the Board of Directors and under the leadership of the General Director.

38.3 The Executive Committee of the Corporation shall consist of the following permanent members:

- (a) General Director;
- (b) Deputy General Directors;
- (c) Chief accountant; and
- (d) Professional directors who are leaders, operating and directly responsible for a professional area (e.g., Financial Director, HR Director, Quality Manager, etc...). The professional director is a person in charge of the whole and direct responsibility to the General Director and the Board of Directors for all matters relating to the professional area assigned. Where a professional area is subdivided and executed by multiple divisions, departments, sections, the head of divisions, departments, sections shall be subject to the direction and administration of the professional director and shall report directly to the professional director of the operation of the divisions, departments, sections they are in charge of.

38.4 The Board of Directors appoints a its member or another person as the General Director; signs contracts, of which salary, remuneration, benefits and other related provisions are stipulated. Information about salary, allowance and benefit of the General Director and other managers must be reported at the Annual General Meeting of Shareholders, Annual Financial statement and stated in the Annual Report of the Corporation.

38.5 The tenure of the General Director, Deputy General Directors and the Chief Accountant shall be three (03) years and may be reappointed. The appointment may be terminated subject to the provisions of the labor contract. The General Director, Deputy General Directors and the Chief Accountant are not persons prohibited from holding such positions.

38.6 The salary, remuneration, benefit and other provisions of the labor contract for Senior Managers shall be determined by the Board of Directors on the basis of the proposal of the Chairman and the HR and Remuneration Committee. Contracts with other Professional managers and senior staff are decided by the BOD Chairman’ Chairman after consultation with the Human Resources and Remuneration Committee, and the General Director.

38.7 The Deputy General Director, the Professional director may be responsible for and be responsible for a part of the business of the Corporation depending on the arrangement, authorization

of the General Director or which the Board of Directors assigns duties directly. When appointed by the BOD Chairman, a Deputy General Director may act on behalf of the General Director of the Corporation before the partnership and the State when the General Director is absent or unable to exercise his/her powers for any reason. In the event that the General Director loses the capacity to exercise his/her powers, the BOD Chairman may temporarily appoint a Deputy General Director to act as the temporary director general until the General Director is able to take back his/her position. This temporary appointment should be submitted to the Board of Directors for approval at the latest BODs' meeting.

#### **Article 39. Working principles of the Executive Committee**

39.1 The executive committee, under the leadership of the General Director, operates independently according to the tasks and powers prescribed in the Enterprises law, relevant laws, the Corporation Charter and relevant regulations, is responsible directly to the Board of Directors for all its activities.

39.2 The General Director is the legal representative of the Corporation and is responsible for managing all daily operations of the Corporation in accordance with the law, the Corporation Charter, resolutions and decisions of the Board of Directors, decisions and directions of the BOD Chairman.

39.3 Persons who are elected as the General Director and other Managers are responsible for receiving the handover and taking over immediately the job according to the elected office. Persons who are dismissed or discharged shall be responsible for handing over the work to newly appointed persons or the remaining members of the Executive Committee (in case the replacement members have not yet been appointed) within the time limit of five (5) working days from the date when the dismissal or removal decision takes effect, and must bear personal responsibility for all work performed during his/her term of office.

#### **Article 40. Functions, tasks and powers of the Executive committee**

- (a) To implement the resolutions of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board. To implement the decisions of the General Meeting of Shareholders, the Board of Directors, and the BOD Chairman.
- (b) To supervise and evaluate professional managers and other managerial positions.
- (c) To propose and implement strategies and business plans approved by the competent authorities in accordance with these regulations
- (d) Study, propose and implement approved investment projects; To study, propose and implement approved investment projects;
- (e) To establish the business plan of the Corporation and the Group for the next three years to submit to the Board for review and approval every year.
- (f) To develop annual working plans and budgets for the Corporation and the Group
- (g) To implement the above-mentioned 03 year business plan and the annual working plans and budgets of the Corporation and the Group with the approval of the Board of Directors.
- (h) To carry out the duties assigned by the Board of Directors, the Chairman and transactions within the scope of normal business operations of the Corporation and the Group.
- (i) To propose and implement financial action objectives and plans or those which have been approved by the competent authority in accordance with these regulations or within its competence.
- (j) To identify and manage the types of risks encountered by the Corporation and the Group in



the course of their business.

- (k) To develop, maintain and periodically review the financial control system, financial procedures and regulations of the Corporation and the Group within the authority of the Management Board and the General Director; check the compliance, in particular, financial control measures applicable to the preparation of financial statements and information disclosure.
- (l) To supervise and direct the daily business operations of the enterprises in the Group in accordance with the resolutions, decisions and orientations of the General Meeting of Shareholders, the Board of Directors and the Chairman of the Corporation.
- (m) To perform other functions as required by law and the Corporation's management system

#### **Article 41. Tasks and powers of the General Director**

41.1 The General Director is the legal representative of the Corporation and is responsible for managing all daily operations of the Corporation and the Group in accordance with the laws, the Corporation's Charter, resolutions and decisions of the Board of Directors, decisions and directions of the BOD Chairman.

41.2. The General Director shall make decision on matters related to the daily business operation of the Corporation and the Group on behalf of Executive committee, except for matters falling under the competence of the General Meeting of Shareholders, the Board of Directors, the Chairman, committees of the Board of Directors and other matters not within the competence of the General Director.

41.3 In addition to the tasks and powers stipulated in the Corporation's Charter and other regulations, the General Director shall have the following rights and duties:

- (a) To be responsible for the general management and direction of daily work in the Executive Committee;
- (b) To act on behalf of the Executive Committee in the adoption and promulgation of professional processes of the Corporation and the Group, procedures relating to business operations and daily affairs of the Corporation and the Group;
- (c) To be responsible for organizing the implementation of decisions of the Board of Directors and the Chairman;
- (d) To be responsible for organizing the implementation of business plans and investment plans of the Corporation and the Group;
- (e) To assign duties of standing members of the Executive Committee.
- (f) To have the right to reserve their opinion before the General Meeting of Shareholders when the General Director's opinion is vetoed or disapproved;
- (g) To have the right to recruit, sign the decision on recruitment, appointment and dismissal of the remaining positions in the Corporation which are not under the authority of the Board of Directors or the Chairman, but must conform to the organizational chart approved by the competent authority according to these regulations;
- (h) To have the right to propose to the BOD Chairman to approve the appointment, dismissal or transfer of the General Director, Deputy General Directors (or equivalent positions), the Chief Accountant of companies in the Group after consulting Human Resources and Remuneration Committee, the respective professional director at the Corporation level, the Representative for the contributed capital at the relevant companies.

- (i) To propose the BOD Chairman the number and type of managerial staff to be recruited by the Corporation for review by BOD in order to carry out good management activities and advise the BOD to make decision on the salary, remuneration, benefits and other terms of such managerial staff's labor contract;
- (j) To have the right to make decision on pay scales, wage levels, bonus levels and allowances of officials and employees in accordance with the wage level of titles, the Bonus and salary payment regulations and Internal Regulations of the Corporation issued by the BOD, within the General Director's authority to recruit, appoint and dismiss;
- (k) To propose the plan for organizational structure and internal management regulations of the Corporation and the Group;
- (l) To sign decisions, directives and documents relating to daily business operations of the Corporation and the Group which fall within the authority of the General Director prescribed in the Corporation's Charter and these regulations;
- (m) To carry out periodic and extraordinary reporting (when required by the BOD, the Chairman or the Board of Supervisors) relating to the business activities of the Corporation and the Group in accordance with regulations in the Corporation's Charter and these regulations;
- (n) To coordinate to implement the audit of annual financial statements of the Corporation and the Group;
- (o) To sign the trading, business and procurement contracts for the Corporation within the authority of the General Director in accordance with regulations in the Corporation's Charter, the Financial Regulations and the Regulations on the decentralization of authority and financial approval of the Corporation. In particular:
  - (i) To sign short-term capital loan contracts; other loan contracts which have been already approved by competent authorities according to these regulations;
  - (ii) Decisions on the value of investment in fixed assets and equipment on the basis of the annual procurement plan which has been already approved by the competent authority in accordance with these regulations and in accordance with the regulations on procurement to ensure the highest benefit for the Corporation;
  - (iii) Decisions on the liquidation or disposal of fixed assets which have been fully depreciated or those which have not yet been fully depreciated, with their cost of price of less than 10% of the fixed asset value recorded in the latest financial statement of the Corporation;
  - (iv) To approve operating expenses of the Corporation in accordance with the plan approved by the competent authority in accordance with these regulations.
- (p) To exercise other rights and duties as directed by the Board of Directors and the Chairman.

41.4 In case of absence for more than 15 days, the General Director shall authorize one or several members of the Executive Committee to perform the executive work on behalf of the General Director and report to the Chairman of the time, the reason for the absence and the substitute or authorized person.

41.5 The General Meeting of Shareholders authorizes the BOD to stipulate regulations on cases which General Director and the Board of Supervisors propose to convene the BODs' Meeting and issues that need to be consulted with BOD on the basis of compliance with the Corporation's Charter, Enterprises Law and the current regulations of the law.

## **Article 42. Tasks and powers of Deputy General Directors**

Apart from the tasks and powers prescribed in the Corporation's Charter and other regulations, Deputy General Directors shall have the following rights and tasks:

- (a) To advise and assist the Chairman and the General Director in directing and managing operations of the Corporation and the Group;
- (b) To perform duties assigned by the Board of Directors, the Chairman and the General Director;
- (c) To be responsible for administering, managing on behalf of the General Director within the framework of assigned work or field;
- (d) To carry out periodical or extraordinary reporting regimes at the request of the General Director for the assigned tasks and fields;
- (e) To propose opinions and measures to deal with matters related to the assigned tasks and make suggestions for solving other tasks related to the organization and operation of the Corporation and the Group;
- (f) When authorized to act on behalf of the General Director as the General Director, Deputy General Directors shall be fully responsible to the Board of Directors, the General Meeting of Shareholders and the State for their decisions within the time of authority and be responsible for reporting to the General Director of issues which have been resolved during the absence of the General Director.

## **Article 43. Working regime**

43.1 The Executive committee shall work on a collective basis to conduct periodical, weekly or extraordinary meetings to make decision on issues within its tasks and authority.

43.2 The Executive committee shall conduct weekly meetings with directors of member companies in the Group.

43.3 The General Director chairs and decides issues raised during the Executive committee's meeting.

## **Chapter X**

### **WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND OTHER DEPARTMENTS OF THE COMPANY**

## **Article 44. Working relationship between the Board of Directors and the Board of Supervisors**

44.1 The Chairman must send the notice and enclosed documents to the Board of Supervisors to attend the BODs' meeting sessions. At these meeting sessions, the Board of Directors must listen to, respect comments, proposals and recommendations of the Board of Supervisors.

44.2 The Board of Directors must create conditions for the Board of Supervisors to bring into play the effect of regular or irregular inspection and supervision, directly on site and/or remotely according to the functions, tasks and authority of the Board of Supervisory.

44.3 When receiving the minutes of inspection or report synthesizing inspection of the Board of Supervisors, the Board of Directors must study and direct the General Director to coordinate the development of the consolidation plan. The Board of Directors should take measures to strictly deal with the units and individuals involved with the attitude of avoiding, stagnating or refusing to correct the mistakes, overcome the violations after inspection and supervision of the Board of Supervisors.

44.4 On a quarterly basis, the BOD Chairman and the Head of the Board of Supervisors hold meetings to discuss issues of the Corporation within the authority of the Board of Directors, the Board of Supervisors and the Board of Management.

44.5 For the annual assessment on reward and discipline for supervisors: annually, the BOD holds meetings and assesses activities of each member as the assigned tasks. On such basis, the BOD shall give forms of reward and discipline (if applicable) to submit to the General Meeting of Shareholders for approval.

#### **Article 45. Working relationship between the Board of Directors and the Executive Committee**

45.1 The General Director is appointed, dismissed, rewarded, disciplined and signed by the Board of Directors; responsible to the Board of Directors and the law for managing all daily operations of the Corporation.

45.2 The Executive Committee, under the leadership of the General Director, is responsible for organizing the implementation of resolutions and decisions of the Board of Directors and the Chairman. In the case when implementing resolutions and decisions of the Board of Directors, it is found that any issue is not favorable to the Corporation and the Group, the General Director shall report to the Board of Directors to adjust such resolutions and decisions. If the Board of Directors does not adjust resolutions and decisions, the General Director must still perform but reserves the right to save opinions and make recommendations at the General Meeting of Shareholders.

45.3 In addition to affairs within the authority of the Board of Directors and the Chairman, the Executive Committee under the leadership of the General Director has the right to actively make decision on production and business operations of the Corporation and the Group; make decision on measures beyond its jurisdiction in case of emergency (natural calamities and enemy-inflicted destruction, fire, other force majeure events and take advantage of the business opportunities of the Corporation), but the General Director shall be personally responsible for such decisions and reporting immediately to the BOD Chairman of such decision.

45.4 The Chairman may invite members of the Executive Committee to attend the BODs' meetings. The Chairmen of committees of the Board of Directors may invite members of the Executive Committee to attend the respective committee meetings as required.

45.5 The General Director shall hold weekly meetings with the Chairman with the Chairman on governance matters of the Corporation and the Group. The Chairman has the right to request a meeting with the Executive Committee to review, evaluate and comment on the Executive Committee's operation.

45.6 In addition, the General Director proactively meets, reports and updates information on the Corporation's and Group's operations, reports difficulties and problems to the BOD Chairman and proposes solutions to the Board of Directors. The BOD Chairman is responsible for respecting and listening to the General Director's opinions to study and convene the Board of Directors to consider and make decision on solutions to difficulties and problems of the Corporation and the Group, facilitate best conditions for the General Director to obtain effective production and business result.

45.7 The BOD members are entitled but not required to attend monthly meetings or specialized meetings of the Executive Committee, but shall be responsible for complying strictly with the business secrets of the Corporation. The BOD members must regularly grasp information about member units and affiliated units to well perform the management function of the Board of Directors, regularly listen to and handle proposals of units on issues within the authority of the Board of Directors in timely way.

45.8 The General Director shall send the management report (in the form as prescribed by the Chairman) on the production and business situation and the financial status of the Corporation and the Group to the Board of Directors and the Chairman as follows:

- Monthly report: The General Director sends the BOD members a monthly report within the first 10 working days of each month (unless there is a reasonable reason accepted by the BOD Chairman) in which reporting the results of operations of the Corporation and the Group is based on the accounting records of the Corporation and the Group in the preceding month.
- Quarterly report: The General Director sends quarterly reports to the Board of Directors at least 14 working days prior to the quarterly meeting of the Board of Directors.

45.9 For the annual assessment on reward and discipline for the Director (the General Director) and other corporate operators: annually, the BOD holds meetings and assesses activities of each member as assigned tasks. On such basis, the BOD shall give forms of reward and discipline (if applicable) to submit to the General Meeting of Shareholders for approval.

#### **Article 46. Relationships between the Board of Directors with shareholders and investors**

46.1 The Chairman and the BOD members and the General Director of the Corporation shall establish and maintain regular relationships with shareholders and investors of the Corporation; fully implement contents of the Corporation's Charter relating to shareholders and ensure the annual performance of the Corporation for the benefit of shareholders.

46.2 The BOD Chairman, the BOD members and the General Director should handle shareholders' proposals in a timely and transparent way; it is necessary to explain clearly and consistently the questions of shareholders and to thoroughly resolve the complaints of shareholders (if any) in order to maintain and maintain good relations between the Board of Directors and shareholders of Corporation.

### **Chapter XI**

#### **RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBORDINATE UNITS, SUBSIDIARIES AND ASSOCIATES**

#### **Article 47. Capital management invested by the Corporation in other enterprises**

Capital invested by the Corporation in other enterprises includes

- (a) Capital in cash, value of land use rights or land rent, value of tangible or intangible assets owned by the Corporation invested or contributed capital by the Corporation to other enterprises;
- (b) Capital borrowed by the Corporation for investment; and
- (c) Types of capital mobilized from other sources as permitted by the law

#### **Article 48. Rights and obligations of the Corporation in investment capital management at other enterprises**

In order to protect the legal rights and interests of the Corporation in the respective enterprises, the Corporation has the following rights and obligations in the investment capital management in other enterprises, including but not limited to the following contents:

- (a) To prepare and approve plans, planning and strategies for the establishment and dissolution of member companies, invest in and withdraw capital from other enterprises, actively arrange appropriate investment capital sources in compliance with orientation and

- investment strategy of the Corporation;
- (b) To make decision on investment, capital contribution, control and supervision of investment, capital withdrawal; increase or decrease the investment capital, contributed capital in accordance with the relevant laws and the Charter of enterprises with capital contribution of the Corporation;
  - (c) In case of application, it is to decide:
    - (i) to appoint, change or remove the authorized representative or representative of the Corporation's equity capital; to introduce them to nominate to the Board of Directors, the Members' Council, the Executive Committee, the Board of Supervisors in accordance with the Corporation's Charter and relevant laws in Vietnam and abroad;
    - (ii) to reward, discipline and pay responsibility allowance to the representatives of the Corporation's equity capital who participate in the Board of Directors, the Members' Council, the Executive committee, the Board of Supervisors of the Companies concerned; and
    - (iii) to make decision on salaries, bonuses and other benefits for the representatives of the equity capital for their work at that relevant company, except for those who have been paid from a company which has the equity capital of the Corporation in accordance with the legal regulations if the Board of Directors of the Corporation has no other decision.
  - (d) To assign tasks, supervise the implementation of tasks and request the representative of the Corporation's equity capital at other companies:
    - (i) To complete targets and tasks assigned by the Corporation;
    - (ii) To make periodical or extraordinary reports on the financial situation, business results and other contents of related companies;
    - (iii) To report important issues, projects and contracts with great value of related companies for guidance before voting or decision;
    - (iv) To report the use of shares, capital equity, markets, know-how to serve the development orientation and objectives of the Corporation; and
    - (v) To carry out other tasks and undertakings as required by the Corporation from time to time.
  - (e) To regulate and direct subsidiaries and affiliated companies in close co-operation, combination of production and business with each other in accordance with the Corporation's orientation and strategy, develop a sustainable, scientific and rational links among members of the Corporation;
  - (f) To resolve proposals by the representative of the Corporation's capital equity in other enterprises;
  - (g) To supervise and control the use of the Corporation's equity capital and take responsibility for its efficiency; to take measures to preserve and develop the investment capital; take profits and risks from the capital equity in other enterprises. The amount of received capital, including dividends, is used by the Corporation to serve the business objectives of the Corporation in relation to the Corporation's plans and strategies; and
  - (h) To inspect and supervise the activities of the representative, detect any shortcomings or weaknesses of the representative to prevent and rectify it in timely way;
  - (i) To exercise other rights and obligations stipulated by the General Meeting of Shareholders or the legal regulations.

#### **Article 49. Relationship between the Corporation and its affiliated units**

Affiliated units perform dependent accounting and are in the structure of the Corporation, perform decentralization regime of business activities, organization and management of personnel, reports ... as stipulated in the organization and operation regulations of subordinate units set up by the General Director and submit to the Board of Directors for approval. The Corporation is responsible for the financial obligations incurred to undertakings of these subordinate units.

#### **Article 50. Relationship between the Corporation and its subsidiaries with 100% of charter capital held by the Corporation;**

50.1 The Corporation is the owner of its Subsidiaries with 100% of charter capital held by the Corporation or the Corporation and its subsidiaries or their Related person (hereinafter referred to as Subsidiaries).

50.2 In addition to other rights and obligations stipulated in Article 41 of these regulations and other provisions in the Charter and Regulations, the Corporation's rights and obligations to Subsidiaries with 100% charter capital held by the Corporation, including:

- (a) To make decision on contents of the Charter, amend and supplement the Charter of subsidiaries and important regulations and operational procedures;
- (b) To make decision on short-term and long-term plans, directions, business strategies, annual and quarterly operating budgets and targets of subsidiaries in compliance with the Corporation's strategies;
- (c) The regional and business planning of subsidiaries in line with the Corporation and other mutual strategies of the Corporation and subsidiaries;
- (d) To make decision on the transfer of capital, assets, personnel and other resources between its Subsidiaries and subordinate units of the Corporation;
- (e) To make decision on the organizational structure of Subsidiaries; to appoint, dismiss, discharge, reward, discipline, make decision on allowance and benefits for the BOD members, the Board of Supervisors and management positions of Subsidiaries. The Board of Directors of Subsidiaries decides that the leadership level of Subsidiaries must be determined by the Corporation on the basis of each case;
- (f) To make decision on investment projects with the value of 20% or more of the total value of assets recorded in the most recent financial statements of Subsidiaries or otherwise stipulated in the Subsidiaries' Charter;
- (g) To make decision on solutions to market development, marketing and technology in line with the Corporation's overall orientation;
- (h) To adopt loans, lending and other contracts as prescribed by the Subsidiaries' Charter with the value of 20% or more of the total value of assets recorded in the latest financial statement of the Corporation or a smaller percentage as stipulated in the Subsidiaries' Charter;
- (i) To make decision on selling assets with value of 20% or more of the total value of the assets recorded in the most recent financial statement of Subsidiaries or a smaller percentage as stipulated in the Subsidiaries' Charter;
- (j) To make decision on increasing the charter capital of the Corporation; to transfer a part or a whole of the charter capital of Subsidiaries to other organizations or individuals;
- (k) To make decision on establishing subsidiaries, make capital contribution to other companies of Subsidiaries;

- (l) To organize the monitoring and evaluation of business activities of Subsidiaries; to rectify activities in all aspects of Subsidiaries at any time when the Corporation deems necessary to ensure that Subsidiaries operate in accordance with the strategy and operation orientation of the Corporation and such Corporation as approved by the Corporation;
- (m) To make decision on using profits after fulfilling tax obligations and other financial obligations of Subsidiaries; to receive income from and bear risks in accordance with the equity capital of the Corporation in Subsidiaries;
- (n) To make decision on reorganizing, dissolving and requiring bankruptcy of Subsidiaries;
- (o) To recover the entire value of the Subsidiaries' assets after Subsidiaries has been dissolved or went bankrupt after deducting payments as prescribed by the law;
- (p) To use the Corporation's trade name, logo, slogan and trademark in business and other activities in accordance with the Corporation's criteria. However, the Corporation's use of trade name, logo, slogan and trademark for subsidiaries must be approved in writing by the Board of Directors of the Corporation;
- (q) To inspect, urge and supervise which Subsidiaries and the leaders of Subsidiaries perform and comply with the Corporation's decisions, apply sanction measures to Subsidiaries and individuals who fail to comply with the Corporation's decisions or fail to fulfill tasks assigned by the Corporation; and
- (r) Other rights stipulated in the Subsidiaries' Charter not contrary to this Charter.

**Article 51. Relationship between the Corporation and Subsidiaries with controlling shares or equity capital**

51.1 The Corporation is the owner of the equity capital at governed companies. The governed companies is understood as:

- (a) Companies with from 51% of charter capital (for companies whose Charter stipulates that the controlling share is 51% or more) or 65% of the charter capital (for companies whose Charter stipulates that the controlling share is 65% or more) is the share or equity capital of the Corporation or the Corporation and its subsidiaries; or
- (b) Companies with less than 51% of charter capital (for companies whose Charter stipulates that the controlling share is 51% or more) or less than 65% of charter capital (for companies whose Charter stipulates that the controlling share is 65% or more) are the share or equity capital of the Corporation or the Corporation and its subsidiaries but it is governed by at least one of the following elements: (i) self-determine the operation charter; (ii) control the Board of Directors and make decisions of the BOD of such controlled company; (iii) appoint, remove or dismiss key management positions in accordance with the Charter of that controlled company and in accordance with the legal regulations.

51.2 In addition to rights and obligations stipulated in Article 41 hereof, the Corporation shall have the right to govern the governed companies through the Representative of equity capital in the governed companies in accordance with the Charter of governed companies, this Charter or the Shareholder Contract or the Joint Venture Contract with other shareholders or agreements with the controlled Subsidiaries by the following issues (but not limited to):

- (a) To exercise rights and obligations of shareholders, capital contributors and joint ventures through their Representatives at Subsidiaries governed by the Law and regulations for the Corporation and in accordance with the Charter of the governed companies;
- (b) To appoint, dismiss, reward, discipline, determine the level of allowances and benefits of the



Representative of the Corporation's equity capital at governed companies and management levels which the Corporation is entitled to appoint;

- (c) To exercise as much as possible its rights and obligations stipulated in Article 41 of these regulations which the Corporation may exercise in accordance with the provisions of the Charter of the governed companies or Agreements between shareholders or Joint Venture Contracts with the remaining shareholders through the Representative of their capital;
- (d) To get profits and bear risks in accordance with the Corporation's equity capital in the governed companies;
- (e) To supervise and inspect the use of equity capital in the governed companies;
- (f) To be responsible for the efficiency of use, preservation and development of the capital equity to the governed companies.

#### **Article 52. Relationship between the Corporation and its Associates**

52.1 The Corporation exercises its rights and obligations to its Associates in accordance with the legal regulations, this Charter and the Associates' Charter through the Representative of the equity capital of the Corporation. For the purpose of this Article, Associates are understood as companies in which the Corporation has shares and equity capital not within the controlling level and binding on rights and obligations to the Corporation upon the equity capital ratio or as agreed in the grouping or capital contribution contract signed by the Corporation.

52.2 The Corporation has relations with its Associates through agreements on orientation and business strategy; research and development of new projects or products; to make business pooling or direct the business coordination and cooperation between Subsidiaries and Affiliates.

52.3 The use of the Corporation's common trademark in the business and its activities with Affiliates shall be performed only when approved by the Board of Directors on the principle of not affecting the Corporation's reputation, trademark and diluting the use of trademarks, or using brand names other than the general orientation of the Corporation.

#### **Article 53. Relationship between the Corporation and its member Companies abroad**

53.1 Member companies abroad of the Corporation include companies in which the Corporation holds more than 50% of charter capital or another ratio as stipulated by the law of the host country and the Charter of such company so that the Corporation has the controlling right over this company; are established and operated in accordance with the law of the host country and the Corporation's Charter.

53.2. Such member companies abroad shall exercise rights and obligations of the owner, shareholder or capital contributor to the Corporation in accordance with the legal regulations of the host country, international treaties and agreements concluded between the Government in the host country and the Vietnam Government, the Corporation's Charter and the Charter of such member companies.

#### **Article 54. Criteria and conditions of the Representative of the equity capital of the Corporation in other enterprises**

54.1 The Representative of the Corporation's equity capital in other enterprises must fully meet the following criteria and conditions:

- (a) To have capacity, professional qualifications and skills which are required and appropriate to enterprises invested by the Corporation;
- (b) To have good health and morality;

- (c) To have understanding of law and sense of law observance; and
- (d) Other conditions as prescribed by the Corporation and the law from time to time;

54.2 The Representatives of candidates who self-nominate managerial and executive positions at enterprises with equity capital of the Corporation must meet the criteria and conditions prescribed by the aaw and the Charter of such enterprises.

#### **Article 55. Rights and obligations of representatives of the Corporation's equity capital in other enterprises**

In addition to other rights and obligations stipulated in this Charter and other relevant legal documents, the Representatives of the Corporation's equity capital in other companies and enterprises shall have the following rights and obligations:

- (a) To represent the Corporation to fully perform all duties, powers of shareholders, capital contributors, joint venture partners in enterprises with the Corporation's shares and equity capital;
- (b) To participate in the nomination or self-nomination of the Corporation's personnel into the management and administration apparatus of enterprises in which the Corporation makes capital contribution as stipulated by the Charter of such company and the Corporation's direction;
- (c) To implement the periodical reporting regime to the Corporation on the implementation of the plan on business coordination, the business operation results of Subsidiaries and Affiliates, and the use efficiency of equity capital of the Corporation and the extraordinary reports on the occurrence of events which materially affect the production and business activities of Subsidiaries, Affiliates or transactions with high value that the Charter of Subsidiaries, Associates requires the approval of shareholders or the BOD members (in the case the Corporation is authorized to designate the BOD members) of such company.
- (d) Where the representative who manages the equity capital fails to comply with the reporting regime as prescribed, takes advantage of the right to represent the equity capital, takes no responsibility to cause damage to the Corporation, he/she shall be responsible for compensating the materials and other legal obligations as prescribed by the law;
- (e) To ask for the Corporation's opinions prior to voting at the General Meeting of Shareholders, at the meeting of the Board of Directors or the Members' Council of companies with the Corporation's equity capital on important issues (but not limited to these issues) such as development strategies, long-term and annual business plans; key personnel; amendment and supplementation to the Charter; increase or decrease of the charter capital; sharing of dividends; sales of property and mobilization of capital with great value which should be voted by shareholders or capital contributors. In case many representatives of the Corporation join the Board of Directors, or the Members' Council receiving the equity capital, the person with the main responsibility appointed by the Corporation shall preside over the discussion, achieve mutual agreement and ask for comment on important issues of enterprises with the Corporation's equity capital before voting; and
- (f) To be responsible to the Corporation's Board of Directors for the use efficiency of the Corporation's equity capital at the enterprise in which he/she is appointed as the representative and other duties assigned by the Board of Directors from time to time.

#### **Article 56. Information disclosure**

56.1 The Corporation shall report to the State Securities Committee and the Stock Exchange and disclose information relating to its organizational structure as stipulated in Article 134 of the

Enterprises Law 2014. In case of any change in organizational structure, the Corporation shall report to the State Securities Committee and the Stock Exchange, and announce such information within 24 hours from the time when the General Meeting of Shareholders makes a decision on approving such change.

56.2 The Corporation shall establish and promulgate regulations on information disclosure in accordance with regulations of the Securities Law and guiding documents. The Company shall assign at least one employee to make information disclosure.”

## **Chapter XII**

### **IMPLEMENTATION CLAUSES**

#### **Article 57. Handing of violation**

57.1 The Board of Directors, the BOD members, the General Director and related individuals shall be responsible for fully complying with and implementing provisions of these regulations.

57.2 Any individuals who violate these regulations shall be handled in accordance with the provisions of the law and the Corporation. For any violating member of the Board of Directors, he/she shall be subject to be rebuked in front of the Board of Directors or showed at the nearest session of the General Meeting of Shareholders to consider and make decision on the form of handling upon the degree and nature of violation. In case of a violation caused by any willful mistake, the BOD members take responsibility to indemnify the Corporation, shareholders and related organizations and individuals.

#### **Article 58. Authority to amend and supplement the Regulations**

The General Meeting of Shareholders is the body authorized to amend and supplement these regulations on the basis of the proposal of the Board of Directors or with the adjustment of the law on contents related to the provisions in these regulations.

#### **Article 59. Implementation effect**

59.1 These regulations come into effect from the date of approval by the General Meeting of Shareholders and the BOD Chairman who signs the decision to issue these Regulations on behalf of the Board of Director. These regulations supersede the Management Regulation of FPT Corporation (promulgated with Resolution No. 02.11 -2013/NQ-HDQT-FPT dated November 15<sup>th</sup>, 2013 of the Corporation’s Board of Directors).

59.2 Contents not yet stipulated in these regulations shall be applied in accordance with the provisions of the Corporation’s Charter and relevant current regulations of the Law and other related regulations.

59.3 During the implementation, the Corporation shall review, amend and supplement contents of the Regulations so as to be appropriate to the fact and meet operation and business requirements of the Corporation in each period.

**CC:**

- *BOD members;*
- *Executive Committee;*
- *Board of Supervisors;*
- *Filed in Chairman’s Office*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**TRUONG GIA BINH**

