

**VIETNAM OIL AND GAS GROUP**  
**PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY**



**INTERNAL REGULATIONS OF GOVERNANCE**  
**PETROVIETNAM CA MAU FERTILIZER JOINT STOCK COMPANY**  
*(Issued together with Decision No. 856/QD-PVCFC dated April 27, 2021 by the  
Board of Directors of PetroVietnam Ca Mau Fertilizer Joint Stock Company)*

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## **CHAPTER I GENERAL PROVISIONS**

### **Article 1. Purpose**

This Regulation stipulates the basic principles of corporate governance to protect the legitimate rights and interests of shareholders, transparency of information, transparency of operations, and establishes standards of conduct and professional ethics of the members of the Board of Directors, the Board of General Directors, the Board of Supervisors and managers of the Company.

### **Article 2. Scope of regulation and subjects of application**

1. Scope of regulation: The internal regulations on corporate governance stipulate the contents of the roles, rights and obligations of the General Meeting of Shareholders (GMS), the Board of Directors (BOD), the General Director; Procedures for the meeting of the General Meeting of Shareholders; nominate, stand for election, elect, relieve from duty and dismiss members of the Board of Directors, Board of Supervisors, General Director and other activities in accordance with the provisions of the Company's Charter and other applicable law.
2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Supervisors, General Director and involved persons.

### **Article 3. Definition of terms**

1. Company: means PetroVietnam Ca Mau Fertilizer Joint Stock Company;
2. General Meeting of Shareholders: means the General Meeting of Shareholders of PetroVietnam Ca Mau Fertilizer Joint Stock Company;
3. Board of Directors: means the Board of Directors of PetroVietnam Ca Mau Fertilizer Joint Stock Company;
4. Board of Supervisors: means the Board of Supervisors of PetroVietnam Ca Mau Fertilizer Joint Stock Company;
5. Traditional meeting: means a form of meeting in which participants are present and directly participate in monitoring, discussing and voting/confirming the contents of the meeting at a specific location;
6. Online meeting: means the meeting in the form of technology through devices connected to the internet / public switched telephone network (PSTN), using software, technology solutions audio transmission and/or images to connect many people in different geographical locations to monitor, discuss and vote/confirm the contents of the meeting;
7. Online System: means the application/software system/website that the Company uses to organize the online General Meeting of Shareholders and/or electronic voting.
8. Traditional voting: means a shareholder or an authorized representative of a shareholder participates in voting directly at a meeting of the General Meeting of Shareholders or sends a written opinion form to the Company or in another form

specified in the Company's Charter, regulations on corporate governance and regulations of the law, but not in the form of electronic voting.

9. E-voting: means the shareholders or authorized representative of the shareholders vote at the meeting of the General Meeting of Shareholders or at the time of collecting shareholders' written opinions in the form of voting on the Online System.

## **Article 4. Corporate Governance System**

### **1. Main principles of corporate governance**

According to the definition of PetroVietnam Ca Mau Fertilizer Joint Stock Company, Corporate Governance is a system of organizational structure and processes to direct and control the Company, including a collection of relationships between shareholders, Board of Supervisors, and the Board of Management in order to bring long-term values to shareholders. Corporate Governance is considered as a tool to improve operational efficiency, attract capital at lower costs, and build better brands. A good governance system also plays an important role in helping the Company develop sustainably for the best interests of shareholders, bringing about the long-term development of the economy.

The Company's Corporate Governance Framework is built on the following principles:

- **Fairness:** The Company commits to protect the interests of shareholders and ensure fair treatment for all shareholders. All shareholders are guaranteed the opportunity to defend their interests if their interests are infringed.
- **Responsibility:** The Company recognizes the rights of stakeholders in accordance with the law and encourages active cooperation between the Company and stakeholders in creating assets, jobs to ensure sustainable development.
- **Accountability:** This Regulation defines the accountability of the Board of Directors to all shareholders, and guides the Board of Directors in strategic planning, as well as effectively directing, leading and supervising the Board of Directors.
- **Transparency:** The Company ensures timely and accurate disclosure of all material matters of the Company, including its financial position, results of operations, ownership structure and corporate governance structure.

### **2. Building a good corporate governance system**

By approving, complying with and updating this Regulation, the Company and the Board of Directors aim to build and promote a good corporate governance system throughout the organization, and put the applicable corporate governance principles not only at the level of compliance with current legal regulations but also with the best corporate governance practices nationally and internationally.

The Board of Directors shall take responsibility for supervising the establishment, compliance, periodic review and update of internal policies and regulations on Corporate Governance and the implementation of these regulations, in order to

maintain the Company's commitment to the implementation of good corporate governance practices at all times and throughout the organization.

## **CHAPTER II GENERAL MEETING OF SHAREHOLDERS**

### **Article 5. Roles, rights and obligations of the General Meeting of Shareholders**

The General Meeting of Shareholders (GMS) is the highest decision-making body of a joint-stock company, including all shareholders with voting rights (common shareholders, preferred shareholders and other shareholders) in accordance with the Company's Charter.

The rights and obligations of the General Meeting of Shareholders are specified in Article 14 of the Company's Charter.

### **Article 6. Convening of the General Meeting of Shareholders**

1. The authority to convene the General Meeting of Shareholders
  - a) The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders;
  - b) The Board of Supervisors shall on behalf of the Board of Directors convene the Extraordinary General Meeting of Shareholders in the event that the Board of Directors must convene an extraordinary meeting but fails to convene within the time limit specified in the Company's Charter;
  - c) Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares shall have the right to convene an Extraordinary General Meeting of Shareholders in the event that the Board of Directors and/or the Board of Supervisors must convene an extraordinary meeting but fail to convene within the time limit specified in the Company's Charter.
2. Decision to convene the General Meeting of Shareholders

The decision to convene the General Meeting of Shareholders specified in Clause 6.1 of this Article must comply with regulations on organization and operation and in accordance with the authority of the convenor.

Pursuant to the lawful decision on convening of the General Meeting of Shareholders, the management and administration apparatus of the Company shall be responsible for the preparation and organization of the meeting at the request of the person competent to convene the meeting through the establishment of the Organization Board and necessary supporting departments on the basis of compliance with the provisions of the Company's Charter and this Regulation.

### **Article 7. Notice of convening the General Meeting of Shareholders**

#### **1. Make a list of attending shareholders**

List of shareholders of the Company is managed at the Vietnam Securities Depository Center (VSD).



Based on the decision to convene the General Meeting of Shareholders, Chairman of the Board of Directors/General Director of the Company shall make a notice on closing list of shareholders entitled to attend the meeting in accordance with VSD's regulations and send it to VSD and Ho Chi Minh City Stock Exchange (HOSE). As soon as VSD/HOSE approves the content of the notice on closing list of shareholders and HOSE posted it on the website of HOSE, the notice on closing list of shareholders will be posted on the website of the Company at least 20 days before the last registration date.

## **2. General Meeting of Shareholders announcement and invitation**

The Company posts the notice of the General Meeting of Shareholders on the Company's website at least twenty-one (21) days before the meeting date and may publish it on other mass media if necessary, and shall also send to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading in order to disclose information in accordance with regulations.

Based on the list of shareholders entitled to attend the meeting that are prepared by VSD and sent to the Company, the Company shall send meeting invitations to the shareholders. The meeting invitations shall be sent by a secure method to each shareholder at the address registered in the List of Shareholders entitled to attend the meeting prepared by VSD at least twenty-one (21) days before the meeting date (from the date on which the notice is duly sent or transmitted).

## **3. Agenda and contents of the General Meeting of Shareholders**

The convenor of the General Meeting of Shareholders is responsible for establishing the draft agenda and contents of the meeting of the General Meeting of Shareholders and preparing documents according to the agenda of the meeting.

Eligible shareholders and groups of shareholders in accordance with Clause 2, Article 11 of the Company's Charter shall have the right to make recommendations and proposals on the agenda and contents of the General Meeting of Shareholders as prescribed in Clause 6, Article 17 of the Company's Charter.

The agenda of the General Meeting of Shareholders and other documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website and Online System in case of electronic voting. In case the documents are not sent together with the invitation of the General Meeting of Shareholders, the notice and invitation of meeting must indicate where the documents along with relevant guidelines are posted on the website in order for shareholders to access and research.

## **4. Authorization for a representative to attend the General Meeting of Shareholders**

The authorization for a representative to attend the General Meeting of Shareholders shall be in accordance with Article 15 of the Company's Charter.

## **Article 8. The General Meeting of Shareholders and registration of shareholders to attend the General Meeting of Shareholders**

The General Meeting of Shareholders may be held in the form of traditional meeting or online meeting, or in a combination of both forms depending on the decision of the convener of the General Meeting in accordance with the provisions below.

1. Before the opening date of the meeting.

Shareholders are responsible for informing in advance of attending the meeting through appropriate communication methods according to the instructions in the meeting invitation and meeting notice in order to help the Organizing Committee to prepare well for the organization of the meeting.

Shareholders have the right to attend the meeting personally or by proxy. The appointment of a proxy to attend the meeting shall be carried out according to the instructions in the notice/invitation of meeting.

2. On the date of the General Meeting of Shareholders.

a) For General Meeting of Shareholders holding in the traditional form and shareholders attend the meeting in person.

- Shareholders who attend the meeting at the meeting date will be guided by the Organizing Committee to register to attend the meeting, check shareholder status, distribute meeting documents and votes/voting ballots.
- Shareholders or authorized representatives who arrive after the opening of the meeting may register immediately and then have the right to participate in voting at the meeting. Chairman of the meeting will not be responsible for stopping the meeting for late shareholders to register and the validity of the previously voted contents will not change.

b) For Online Meetings and shareholders can only attend through the Online System.

- Each shareholder will be provided with an access account and password to log into the Online System. Shareholders' accounts will be encrypted to ensure shareholder authentication. The Company shall notify shareholders of the access account and password in the meeting invitation letter.
- Shareholders who register to attend the meeting in the online form will be verified their eligibility to attend the General Meeting of Shareholders and will be considered present at the meeting if they have complied with the correct order and manner required by the Online System to verify shareholder status and register to attend the meeting.
- Shareholders attending the meeting through the Online System must meet the conditions specified at Point b, Clause 1, Article 10 of this Regulation and have the following obligations:
  - + Secure information related to the access account provided by the Company such as: name, other identifiers (if any) of the access account and login password to

ensure that only shareholders have the right to access to attend meetings on the Online System, except for providing authorized representatives to attend meetings of shareholders, except for the case of a proxy attending meeting on behalf of shareholders. Shareholders are responsible for ensuring that their authorized representatives comply with the provisions of this clause as shareholders.

- + To be responsible for all risks and disputes related to attending the meeting using the shareholder's access account on the Online System. Attending the meeting and voting on the Online System by username with correct password and/or other identifiers will be automatically considered as the will of shareholders.
  - + Update information about phone number, contact address, email address accurately, completely and truthfully at the securities depository for receipt of notice on access account and take full responsibility for the registered information.
- c) For General Meeting holding in combination of the forms specified at Points a and Point b of this Clause.
- Shareholders attending directly at the General Meeting will carry out the procedures for shareholder registration as prescribed in Point a, this Clause.
  - Shareholders who attend the meeting through Online System will carry out the procedures for shareholder registration as prescribed in Point a, this Clause.
  - In case a shareholder has registered to attend the meeting through Online System but still attends the meeting in person / by a proxy, the Company will organize the registration of shareholders to attend the meeting as prescribed for shareholders attending the meeting personally.

### 3. Authorization to attend the General Meeting of Shareholders.

Shareholders may authorize other people to attend the General Meeting of Shareholders in accordance with Article 15 of the Company's Charter.

### **Article 9. Conditions for organizing the General Meeting of Shareholders**

The General Meeting of Shareholders is held when the conditions specified in Article 18 of the Company's Charter and relevant provisions of Enterprise Law are met.

### **Article 10. Order and method of voting and voting at the General Meeting of Shareholders**

#### **1. Voting and voting forms**

For each form of organization of the Traditional Meeting or Online Meeting or a combination, shareholders can vote at the General Meeting of Shareholders in following ways for each voting content:

- a) Traditional voting: vote directly at the General Meeting or authorizing another person to vote remotely (by mail, fax, email);

- b) E-voting: shall be performed only in case the convenor of the General Meeting of Shareholders/ collection of shareholders' opinions in writing is applied and notify shareholders of this voting method.
- To conduct electronic voting, shareholders must meet the conditions to access and vote on the Online System: have an internet-connected device and carry out shareholder authentication procedures (computer, tablet, mobile phone, or other electronic devices, etc.)
  - Shareholders shall log into the Online System through the access account that the shareholder provided in the meeting invitation and conduct voting on the Online System. Specific instructions on the implementation of electronic voting will be specified in the regulations on organization of the General Meeting of Shareholders or instructions posted on the Online System.
  - E-voting results only record the final voting and balloting results of shareholders at the end of voting for each voting content of the General Meeting of Shareholders, then Online System will be locked and shareholders cannot vote for content has been locked.
  - The time when the Online System can be accessed to conduct electronic voting will be decided by the convenor of the General Meeting of Shareholders and will be notified to shareholders along with documents of the General Meeting of Shareholders.
  - E-voting can be done before the General Meeting of Shareholders takes place and/or according to the progress of the meeting as decided by the convenor of the General Meeting of Shareholders or Chairman of the meeting.
- c) In case the Company organizes voting in several forms, shareholders may only choose one form to vote. In case shareholders vote by both methods for the same voting content, electronic voting shall prevail and the traditional vote will not be counted in the voting results.

## **2. Voting procedure**

- a) Approve the contents of the procedures for holding the General Meeting of Shareholders

The contents of the meeting procedures include:

- Approve the agenda of the meeting;
- Approve the list of members of the Vote Counting Committee;
- Approve the election/counting regulations;
- Approve of the electoral roll;
- Approve the minutes and resolutions of the meeting.

Voting on procedural issues in the organization of the meeting shall be conducted by voting cards (for shareholders attending traditional meeting) and electronic voting (for

shareholders attending Online meeting), and shall be approved if there are more than 50% of the total voting shares of the shareholders attending the meeting.

b) **Approve decisions under the authority of the General Meeting of Shareholders**

Voting on issues submitted to the General Meeting of Shareholders for decision, except for the election of the Board of Directors and the Board of Supervisors, shall be implemented by voting according to the number of shares owned by shareholders with voting rights, with voting options including vote for, vote against and no vote.

At the traditional meeting, the Company shall apply information technology solutions to serve the counting of votes accurately, quickly and conveniently. Each shareholder attending the meeting will be given one (01) vote in corresponding to the number of shares owned and the vote shall include all issues to be approved by the General Meeting of Shareholders. Shareholders can choose a separate voting method for each issue. Shareholders complete the voting by casting their votes in the ballot box at the time requested by Chairman of the meeting.

For electronic voting, shareholders shall perform the voting on the Online System. Specific instructions for e-voting shall be provided in the Regulation on organization of the General Meeting of Shareholders or instructions posted on the Online System.

### **3. Election of the Board of Directors and Board of Supervisors**

The election of members of the Board of Directors and the Board of Supervisors shall be implemented by cumulative voting. The vote for election of the Board of Directors and the Board of Supervisors shall include information about the number of votes of shareholders corresponding to the number of shares owned by shareholders, the electoral roll approved by the General Meeting of Shareholders, the maximum number of members to be elected and and the guidance on the cumulative voting method. Guidance on voting shall be specified and detailed in the Regulations on Election and Vote Counting.

At the traditional meeting, shareholders complete the election by casting their votes in the ballot box at the time according to the agenda and at the request of Chairman of the meeting.

For e-voting, shareholders can vote on the Online System. Specific instructions for the election will be provided in the Regulation on organization of the General Meeting of Shareholders or instructions posted on the Online System.

### **4. Vote counting process**

The Vote Counting Committee shall count the votes in a separate area at the place where the General Meeting of Shareholders is held. The Vote Counting Board has the right to appoint assistants and apply appropriate methods of counting votes to ensure the accuracy, truthfulness and objectivity of the vote counting results. At the request of shareholders, Chairman of the meeting will invite a number of representative shareholders to participate in supervising the process of collecting and counting votes/ballots.

The summary of the vote counting results shall be conducted as follows:

- i) At the time of counting the votes, the Vote Counting Committee will summarize the results of the traditional voting and/or the results of the electronic voting to make a record of the counting of votes.
- ii) Vote counting results will be calculated by summing traditional voting results and/or electronic voting results.

The determination of the voting/election results of the General Meeting of Shareholders on related matters shall comply with the provisions of the Company's Charter and the law.

#### **5. Announcement of vote counting results**

The Vote Counting Committee, after completing the counting of votes, shall make report to Chairman that the vote counting results have been obtained. Chairman of the meeting then will invite the Vote Counting Committee to announce the vote counting results in front of the entire General Meeting of Shareholders.

The vote counting results, which are publicly announced before the General Meeting of Shareholders, are the basis for the Secretary of the meeting to include in the draft Minutes and draft Resolutions of the meeting.

#### **6. Approving the meeting minutes and meeting resolutions**

Meeting secretary presents a summary of the draft meeting minutes and meeting resolutions. Chairperson of the meeting consults the General Meeting of Shareholders to approve the minutes and resolutions of the meeting as prescribed in Clauses 1 and 2 of this Article.

#### **Article 11. Power and procedure for collecting written opinions of shareholders and approving decisions of the General Meeting of Shareholders**

The power and procedure for collecting written opinions of shareholders and approving the decision of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the Company's Charter.

The voting committee and supervise the counting of votes established by the Board of Directors shall, at least, include: Independent member of the Board of Directors, representative of the Board of Supervisors, member of the secretariat, in which the independent member of the Board of Directors is the head of the vote counting committee. In case there is no independent member of the Board of Directors at the time of counting of votes, Chairman of the Board of Directors shall act as the head of the committee.

When collecting shareholders' written opinions, the Board of Directors must assign a focal point to receive voting opinions of shareholders to send to the Company, and the receiving department shall be responsible for implementing measures to ensure information confidential until the counting of votes.

#### **Article 12. Minutes of the General Meeting of Shareholders**

The General Meeting of Shareholders must be recorded in the minutes in accordance with the provisions of the Enterprise Law, the Company's Charter and this Regulation. Meeting secretary shall use appropriate means and forms to record the entire meeting

progress, opinions expressed, discussed and results approved by the General Meeting of Shareholders. Meeting minutes shall be made in Vietnamese and signed by Chairman and Secretary of the meeting. After closing the meeting, Secretary and Chairman must complete the written format of the meeting minutes and resolutions in accordance with the provisions of the Company's Charter for publication on the Company's website within 24 hours from the end of the meeting.

In case of passing a resolution of the General Meeting of Shareholders in the form of collecting written opinions of shareholders, the making of minutes summarizing the opinions of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the Company's Charter.

The person who presides over the General Meeting of Shareholders is responsible for organizing and retaining the minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders are considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the content of the minutes made in accordance with the procedures specified in Article 13 of this Regulation. The records, minutes, signature book of the attending shareholders and power of attorney must be kept at the head office of the Company.

### **Article 13. Complaints and responses to complaints about Minutes and Resolutions of the General Meeting of Shareholders**

Within ten (10) days from the date on which the minutes and resolutions of the General Meeting of Shareholders are published, shareholders have the right to send their written opinions to Chairman of the General Meeting of Shareholders to object to contents of the minutes that shareholders believe that these contents do not honestly reflect the work carried out at the General Meeting of Shareholders. The objection must clearly state the reason for the objection along with evidence.

Chairman of the General Meeting of Shareholders will convene a meeting to consider objections, with following members: Chairman of the General Meeting of Shareholders, Secretary of the meeting, representative of the Board of Shareholders, representative of the Voting Counting Committee and another shareholder who does not hold a managerial position in the Company.

Minutes of the meeting considering objections must be recorded with a summary of the objections, reasons and evidences. The conclusion of the minutes of this meeting must clearly state whether the objections are reasonable and sound and must record the final conclusion on the authenticity of the resolutions and decisions of the General Meeting of Shareholders.

Based on the conclusion of the meeting considering objections, Chairman of the General Meeting of Shareholders shall send a written response/notice to the complaining shareholder.

## **CHAPTER III BOARD OF DIRECTORS**

### **Article 14. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors**

Board of Directors is the management agency of the Company, has full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

Board of Directors is responsible for ensuring that the Company's operations comply with the law, Company's Charter and Internal Regulations, treat all shareholders equally and respect the interests of stakeholders of the Company.

Rights and obligations of the Board of Directors are specified in Article 26 of the Company's Charter.

Responsibilities of members of the Board of Directors are specified in Article 42 and Article 43 of Company's Charter.

### **Article 15. Procedures and order of nomination, candidacy and election of members of the Board of Directors**

#### **1. Term, composition and number of members of the Board of Directors**

Term, participants and number of members of the Board of Directors are specified in Article 25 of the Company's Charter.

Composition of the Board of Directors always aims to ensure diversity in terms of: gender, age, industry, and qualification to ensure consistency with the Company's development strategy.

#### **2. Requirements for nominating and self-nominating members of the Board of Directors, number of members and compilation of the list of candidates for the Board of Directors**

- a) Requirements for self-nomination or nomination for a member of the Board of Directors

A person who self-nominees or is nominated for a member of Board of Directors must meet the standards for a member of the Board of Directors according to Enterprise Law and requirements for nomination/ self-nomination as following:

- Candidate who is a self-nominated individual shareholder must hold at least 10% of the total voting shares of the Company at closing date of the list of shareholders entitled to attend the General Meeting of Shareholders. Other candidates must be nominated by a shareholder/ joint shareholder holding at least 10% of the total shares of the Company closing closing date of the list of shareholders entitled to attend the General Meeting of Shareholders.



- Self-nominated and nominated persons (hereinafter collectively referred to as candidates) must submit valid and timely candidate dossiers as prescribed in Article 24 of the Company's Charter.
- Candidates must not concurrently be a member of the Board of Directors at more than 05 other companies.

b) Number of candidates for the Board of Directors

The number of candidates for election to the Board of Directors shall be nominated by the eligible shareholders and must be equal to or greater than the number of members of the Board of Directors to be elected.

c) Summary of the list of candidates for the Board of Directors

After the deadline for receiving candidate dossiers, the current Board of Directors shall compile a list of qualified candidates and announce to shareholders in accordance with regulations. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates with the following conditions:

- Candidates must meet all the standards and requirements for members of the Board of Directors.
- Candidate must complete candidate dossier.

List of valid candidates must be approved by the General Meeting of Shareholders at the meeting before the election. Voting to approve list of candidates shall be conducted by showing voting cards on the principle of more than 50% of the total voting rights.

**3. Dossier and deadline for receiving candidate dossier for election of the Board of Directors**

a) Dossier for nomination/self-nomination for the Board of Directors includes:

- The candidate's application to join the Board of Directors with commitment to perform duties of a member of the Board of Directors honestly if elected to the Board of Directors;
- Curriculum vitae declared by the candidate;
- Certificate of the number of shares held by the shareholder (if self-nominating) or shareholder/ joint shareholder (if nominated) or other equivalent documents issued by the securities company where the shareholder (joint shareholder) opens an account or Vietnam Securities Depository Center (up to the closing date of the List of Shareholders for the purpose of the General Meeting of Shareholders);
- Group meeting minutes + List of joint shareholders (in case the candidate is nominated by a group of shareholders);
- Notarized copies of: Identity card/Passport/citizen identity card, permanent residence book, and related professional qualifications;

- Other contents as prescribed in Article 24 of the Company's Charter.

b) Deadline for receiving nomination/self-nomination for the Board of Directors

Candidate dossier shall be hand-delivered or sent by registered mail to the head office of the Company at least twenty-one (21) days before the date of the General Meeting of Shareholders.

Only dossiers that satisfy the conditions for nomination and candidacy and candidates who meet the requirements for a member of the Board of Directors will be included in the list of candidates announced at the General Meeting of Shareholders.

#### **4. Election process**

The election of members of the Board of Directors shall be conducted by cumulative voting:

- Each shareholder or authorized representative of shareholders who is entitled to attend the meeting has a total number of voting rights corresponding to the total number of voting shares (including ownership and authorized) multiplied by the number of members expected to be elected to the Board of Directors;
- Shareholders or authorized persons entitled to attend the meeting can apply all of their votes to one candidate or divide the votes for the selected candidates.

#### **5. Principle of election of members of the Board of Directors**

The number of elected members of the Board of Directors is taken from the person with the highest to the lowest number of votes, starting from the candidate with the highest number of votes until the specified number of members of the Board of Directors is reached and must reach a ratio of more than 50% of the total number of voting shares of all shareholders and their authorized representatives attending the meeting.

In case there are two or more candidates with the same number of votes, but a smaller number of winners must be selected, the selection of the winning candidate shall comply with the provisions of the Election Regulations at the General Meeting of Shareholders.

### **Article 16. Procedures for dismissal and removal of members of the Board of Directors**

#### **1. A member of the Board of Directors may be considered for removal from service in the following cases:**

- a) Such member submits a written request to resign from the position as a member of the Board of Directors and is approved by the Board of Directors;
- b) That member has lost his/her civil act capacity;
- c) Such member is not eligible to be a member of the Board of Directors in accordance with the Enterprise Law, the Charter of the Company or is prohibited by law from being a member of the Board of Directors;

**2. A member of the Board of Directors may be considered for dismissal in the following cases:**

A member of the Board of Directors may be considered for dismissal in the following cases:

- a) Such member does not attend meetings of the Board of Directors continuously within six (06) months without the approval of the Board of Directors.
- b) Such member seriously violates the obligations of a member of the Board of Directors, causing damage to the Company.
- c) Other cases specified in the Company's Charter.

**Article 17. Notice of election, removal and dismissal of members of the Board of Directors**

In case of election, removal or dismissal of a member of the Board of Directors under the decision of the General Meeting of Shareholders or due to the loss of membership of the Board of Directors in accordance with the provisions of Company's Charter occurs, it must be notified to shareholders and the public in accordance with the law on information disclosure and the Company's Charter.

**Article 18. Remuneration and other benefits of members of the Board of Directors**

Remuneration, bonus and other benefits of members of the Board of Directors are specified in Article 27 of the Company's Charter.

Full-time members of the Board of Directors are entitled to salary and special allowances according to the regulations/policies of the Company, part-time members are entitled to remuneration.

**Article 19. Procedures for holding meetings of the Board of Directors**

1. The Board of Directors shall hold regular and extraordinary meetings in accordance with Article 29 of Company's Charter. Regular meeting of the Board of Directors shall be convened and chaired by Chairman of the Board of Directors. Notice of meeting invitation, agenda, discussion contents and documents used at the meeting shall be made in writing in Vietnamese and must be sent to members of the Board of Directors and other invited members at least five (5) days prior to the meeting. Information exchanged at the meeting was in Vietnamese as the main language. In case there is a foreign member of the Board of Directors attending the meeting, the Company will provide such member with maximum support in hiring interpreters to participate effectively in the meeting.
2. The Board of Directors must convene an extraordinary meeting upon any written request made by:
  - a) The General Director or at least five (05) other managers;
  - b) At least two (02) members of the Board of Directors;
  - c) The Board of Supervisors or an independent member of the Board of Directors.
  - d) Other cases prescribed by the Company's Charter.

3. The extraordinary meeting of the Board of Directors shall be convened and chaired by Chairman of the Board of Directors within seven (07) days from the date of receipt of the meeting request specified in Clause 17.2 above. In case Chairman of the Board of Directors is absent, a member of the Board of Directors authorized by Chairman of the Board of Directors or a person elected by other members of the Board of Directors will convene and chair the meeting. Notice of meeting invitation, agenda and content of discussion must be notified to members of the Board of Directors and other participants at least five (05) days before meeting date.
4. The content of the extraordinary meeting shall be prepared by Chairman of the Board of Directors or by the convenor of the extraordinary meeting, focusing on solving important and urgent issues of Company. In his/her capacity, convenor of the meeting may request the General Director of Company to prepare documents and contents for consideration and discussion at the meeting.

#### **Article 20. Requirements for conducting meetings of the Board of Directors**

1. The first meeting of the Board of Directors convened can only be considered valid to conduct and pass resolutions when three-quarters of the members of the Board of Directors attend the meeting personally or by a proxy.
2. If the meeting is convened for the first time but the quorum is not present, the meeting will be reconvened for a second time within seven (07) working days from the intended date of the first meeting. In this case, the meeting will be conducted if more than half of the members of the Board of Directors attend the meeting personally or by a proxy.

#### **Article 21. Participants in the meetings of the Board of Directors**

1. Participants in meetings of the Board of Directors include Chairman of the Board of Directors, members of the Board of Directors, General Director (if the General Director is not a member of the Board of Directors), Board of Supervisors, representatives of departments/sections under the Board of Directors, Secretary The Company.
2. When necessary, the Board of Directors may invite and (or) convene other members to participate in the meeting, these members may discuss at the meeting but are not entitled to vote.
3. When discussing issues related to the rights and obligations of employees in the Company, the Board of Directors may invite representative of the Executive Committee of the grassroots trade union of the Company to attend the meeting.
4. Persons invited to the meeting that are not members of the Board of Directors shall have the right to express their opinions but are not entitled to vote.

#### **Article 22. Procedures for conducting meetings of the Board of Directors**

The meetings of the Board of Directors shall be conducted in accordance with Article 29 of the Company's Charter.

## 1. Meeting preparation

- Unless otherwise specified/required by the Board of Directors, the General Director is responsible for preparing the contents to be presented at the meeting of the Board of Directors.
- Members of the Board of Directors, according to the regular assignment of the Board of Directors and according to the specific assignment of Chairman of the Board of Directors, are responsible for studying meeting documents and materials, working with relevant departments of the Company, and preparing opinions on issues to be discussed at the meeting.
- The Company Secretary and the assistant department of the Board of Directors are responsible for organizing meetings, collecting and delivering documents.
- In case of being unable to attend the meeting, members of the Board of Directors and those invited to the meeting should notify the Board of Directors and clearly state the reason for their absence, and at the same time send written comments to the Board of Directors on the issues to be discussed at the meeting.

## 2. Process of the meeting

- Chairman of the Board of Directors or the person authorized to chair the meeting announce the participants, content and agenda of the meeting.
- The person assigned to report at the meeting presents the contents and recommendations for the Board of Directors to consider and decide.
- Members discuss and consider issues according to documents, reports and presentations at the meeting.
- Chairperson of the meeting concludes and requests to vote on each issue and resolution of the meeting.
- Approval of resolutions and minutes of the meeting.
- The members of the Board of Directors, the Company Secretary sign the minutes of the meeting.

## 3. Submission of written opinions and and power of attorney for attending the meeting

Absentee members of the Board of Directors have the right to vote on the resolutions of the Board of Directors by submitting written opinions. Written opinions must be submitted to Chairman of the Board of Directors or the person authorized to chair the meeting at least one (01) hour before the meeting is held and shall be disclose to all members of the Board of Directors attending the meeting.

In case a member of the Board of Directors is neither able to attend the meeting, nor submit a written opinion but authorizes another person to attend the meeting, such member must submit an instrument of proxy stating clearly the content of authorization for the proxy to attend and vote at the meeting and commit that the member of the Board of Directors shall responsible for the vote made by the proxy.

Members of the Board of Directors can only authorize other people to attend meetings of the Board of Directors and vote on issues up to 2 times a year in case of illness that cannot attend the meeting or a force majeure event occurs.

### **Article 23. Meeting by phone or other forms**

1. The meeting of the Board of Directors may be held by means of telephone or by other equipments (used at the time of adoption of this Regulation or later) or a combination of methods when all or several members attending the meeting are present at different places, provided that each member attending the meeting is able to:
  - Listen to other members discussing in the meeting;
  - Present and exchange directly with all participants about their opinions.
2. Members of the Board of Directors participating the meeting in the aforesaid manner shall be deemed to be present in person at such meeting. A meeting held in accordance with this regulation is considered to take place at the location where the largest group of members of the Board of Directors gathers, or if there is no such group, the place where chairman of the meeting is present shall be considered the meeting place.
3. Resolutions passed in the meeting by phone or other appropriated means will take effect immediately at the end of the meeting but must then be signed for by the members of the Board of Directors attending the meeting in meeting minutes.

### **Article 24. Approval of resolutions of the Board of Directors**

1. Resolutions of the Board of Directors shall be approved on the principle of majority of the total number of valid members of the Board of Directors (excess of 50%). Each member of the Board of Directors present in person or through authorized representative or voting by written opinions will have one vote with equal value, in case of equality of the number of votes for and against, Chairman of the Board of Directors shall be entitled to make final decision, unless otherwise provided for in the Company's Charter or by law. Voting shall be conducted publicly by show of hands and the voting results is clearly recorded by the Company Secretary in the Minutes of the Board of Directors meeting.
2. The opinions expressed directly in the meeting of the Board of Directors of each member will be recorded in the meeting minutes and concluded by chairperson at the end of the meeting.

3. Voting:
  - a) Voting shall be conducted publicly by show of hands and the voting results must be clearly recorded by the Company Secretary in the Minutes of the Board of Directors meeting.
  - b) For important issues that must be consulted by all members of the Board of Directors: absentee members must vote by submitting written opinions to the Company Secretary within two (02) working days after the end of the meeting.
4. No member of the Board of Directors shall be entitled to vote on any contract or transaction or proposal in case the member has an interest (along with the interests of any related persons) which for that member is substantial compared to the interest derived from owning stocks, bonds or other securities of the Company; or this interest is related to the member's responsibilities that conflict or may conflict with the interests of the Company. No member of the Board of Directors shall be a quorum required to be present at a meeting on any resolution if the member does not have voting right.
5. Decisions discussed and resolved at the meetings of the Board of Directors will be issued by the Board of Directors in accordance with the appropriate format of presentation of documents (Resolutions, Decisions, Directives, etc.) and delivered to related members and units for enforcement. Based on the content that has been decided by the Board of Directors, Chairman of the Board of Directors will represent the Board of Directors or authorize another member of the Board of Directors to be in charge of such work as assigned to sign and issue these official documents.
6. Resolutions, Decisions and other guiding documents after being signed and promulgated by Chairman of the Board of Directors must be copied and sent to each member of the Board of Directors and the Board of Supervisors for monitoring and supervision of the implementation; at the same time, transferred to the person in charge of information disclosure for him/ her to disclose the contents that need to be disclosed according to regulations to state management agencies, shareholders and the public.

**Article 25. Approval of resolutions of the Board of Directors by collecting written opinions**

1. In the case of collecting written opinions of members of the Board of Directors, the resolutions of the Board of Directors shall be approved by the majority rule (over 50%) of the total number of members of the Board of Directors. In case the number of votes for and against is equal, Chairman of the Board of Directors shall be entitled to make final decision, unless otherwise provided for in Company's Charter or by law. Chairman of the Board of Directors and Company Secretary summarize the results of the vote counting and record them in the minutes of summarizing opinions and approving the resolutions of the Board of Directors.
2. Resolutions passed in the form of collecting written opinions have the same effect and validity as those approved by the Board of Directors at a meeting convened

and held regularly. Promulgation of resolutions in this form shall comply with the provisions of Clauses 5 and 6, Article 24 of this Regulation.

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

1. Contents of the meetings of the Board of Directors must be truthfully and completely recorded in the minutes of the meeting of the Board of Directors. Minutes of the meeting of the Board of Directors shall be made in Vietnamese and must be signed by Company Secretary, members of the Board of Directors attending the meeting and Chairman of the Board of Directors or the person authorized to chair the meeting. Minutes of the Board of Directors meeting are authentic evidence of the work carried out in the meeting, the decision made by the Board of Directors, or the reserved opinions of the members of the Board of Directors.

In case the meeting minutes is not signed by chairperson of the meeting or the person taking the minutes but signed for by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in the Charter, it will still be valid. In case chairperson and/or the person authorized by chairperson to preside over that meeting does not sign the resolution, the Board of Directors shall hold a meeting and elect a representative to sign and promulgate, on the basis of the majority rule of the total number of members of the Board of Directors attending the meeting.

Chairperson of the meeting, the person recording the minutes and the members signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

2. Meeting documents such as Meeting minutes, Resolutions, Decisions and other related documents shall be kept at the Company in accordance with the Company's confidentiality regime.
3. Company Secretary is responsible for copying or making copies of the minutes of the Board of Directors' meetings and sending them to the members of the Board of Directors, the Board of Supervisors and the General Director for implementation, monitoring and supervision.

### **CHAPTER IV PERSON IN CHARGE OF CORPORATE GOVERNMENT**

#### **Article 27. Requirements for the person in charge of corporate governance**

The person in charge of corporate governance must meet the following standards:

- a) Having knowledge of the law;
- b) Not to simultaneously work for an independent auditing company that performs audits for the financial statements of the Company;
- c) Other standards as prescribed by law, this Charter and decisions of the Board of Directors.



**Article 28. Rights and obligations of the person in charge of corporate governance and Company Secretary**

1. The person in charge of corporate governance has the following rights and obligations:
  - a) Consult the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
  - b) Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at request of the Board of Directors or Board of Supervisors;
  - c) Consult the procedures of meetings;
  - d) Attend meetings;
  - e) Consult the procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Supervisors;
  - g) Monitor and report to the Board of Directors on the Company's information disclosure activities.
  - h) Act as the liaison for stakeholders
  - i) Ensure the confidentiality of information in accordance with the provisions of law and the Company's Charter;
  - j) Other rights and obligations as prescribed by law and the Company's Charter.
2. When necessary, the Board of Directors shall decide to appoint the Company secretary. The Company secretary has the following rights and obligations:
  - a) Assist in convening the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
  - c) Assist the Board of Directors in applying and implementing corporate governance principles;
  - d) Assist the Company in establishing shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with information disclosure obligations, information disclosure and administrative procedures;
  - e) Other rights and obligations as prescribed in the Company's Charter.

**Article 29. Appointment of person in charge of corporate governance**

The Board of Directors appoints at least one (01) person to be the person in charge of corporate governance to ensure that corporate governance activities are conducted effectively. Term of the person in charge of corporate governance is decided by the Board of Directors, with a maximum of 5 years. The person in charge of corporate governance may concurrently be the Secretary of the Company.

**Article 30. Dismissal of the person in charge of corporate governance**

The Board of Directors may at any time dismiss the person in charge of corporate governance when necessary, but not contrary to current labor laws. The Board of Directors may appoint an Assistant to Person in charge of corporate governance from time to time.

**Article 31. Notice of appointment and dismissal of person in charge of corporate governance**

Announcement of the appointment and dismissal of the person in charge of corporate governance shall be in accordance with the provisions of the Company's Charter and the provisions of law.

**CHAPTER V  
BOARD OF SUPERVISORS**

**Article 32. Roles, rights and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisors.**

The Board of Supervisors shall supervise the activities of the Board of Directors and the General Director in the management and administration of the Company; coordinate with the Board of Directors, the General Director to supervise the activities of the independent auditing company in order to ensure that the Company's activities are transparent and lawful for the benefit of shareholders and the Company.

Rights and obligations of the Board of Supervisors are specified in Article 39 of the Company's Charter.

Responsibilities of members of the Board of Supervisors are specified in Article 42, Article 43, the Company's Charter and provisions of law. Annually, the Board of Supervisors shall make report to evaluate the effectiveness of the Board of Directors, the Board of Management, and the independent audit company at the Annual General Meeting of Shareholders.

**Article 33. Term, number, composition, member structure and Salary, remuneration, bonus and other benefits of the Board of Supervisors.**

1. Term, number, composition and member structure of the Board of Supervisors
  - Number of members of the Board of Supervisors and term of office of the Supervisors of the Company are specified in Clause 1, Article 37 of the Company's Charter. Supervisors must not be members of the accounting and finance department of the Company nor members or employees of an

independent auditing company performing the audit of the Company's financial statements.

- Supervisors must meet the standards and conditions in Clause 2, Article 37 of the Company's Charter.
  - The Board of Supervisors must elect one (01) member to be the Head of the board. Head of the Board of Supervisors must have at least bachelor degree or higher specilaized in one of the majors of economics, finance, accounting, auditing, law, business administration or other majors related to the Company's business activities and must work full-time at the Company. The head of the Board of Supervisors has the following rights and responsibilities:
    - a) Convene meetings of the Board of Supervisors;
    - b) Request the Board of Directors, General Director and other managers to provide relevant information to report to the Board of Supervisors;
    - c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.
2. Salary, remuneration, bonus and other benefits of members of the Board of Supervisors

Salary, remuneration, bonus and other benefits of members of the Board of Supervisors are specified in Article 41 of the Company's Charter and internal regulations of the Company.

#### **Article 34. Procedures and process of nomination, self-nomination and election of members of Board of Supervisors**

1. Conditions for nominating and self-nominating for Supervisors, number of members and compilation of the list of candidates for the Board of Supervisors.
- a) Requirements for self-nomination or nomination to the Board of Supervisors

The person who self-nominees or is nominated for a member of the Board of Supervisors must meet the standards of Supervisor according to Article 169 of the Enterprise Law and the following nomination/self-nomination conditions:

- Candidate who is a self-nominated individual shareholder must hold at least 10% of the total voting shares of the Company. Other candidates must be nominated by a shareholder/ joint shareholder holding at least 10% of the total shares of the Company.
  - The self-nominated and nominated person (hereinafter collectively referred to as the candidate) must promptly submit a valid candidate dossier as prescribed.
- b) Number of candidates for the Board of Supervisors

Number of candidates to be elected to the Board of Supervisors shall be determined by the shareholders who are eligible for nomination and self-nomination and must be guaranteed to be equal to or greater than the number of Supervisors to be elected to the Board of Supervisors.

2. Process and dossier, deadline for receiving dossier for nomination/self-nomination of the Board of Supervisors.

The Company shall announce the election of the Board of Supervisors to be conducted at the General Meeting of Shareholders, including number of candidates, criteria and conditions and enclosed with necessary documents for shareholders to consider and nominate candidates according to the provisions of the Company's Charter. Shareholders/groups of shareholders who are eligible to stand for election or nomination shall carry out the nomination and self-nomination in the following manner with following documents:

- a) Dossier for nomination/self-nomination for the Board of Supervisors includes:
  - Candidate's application to join the Board of Supervisors with his/her commitment to faithfully perform the duties of a member of the Board of Supervisors if elected to the Board of Supervisors;
  - Curriculum vitae declared by the candidate;
  - Meeting minutes + List of group of shareholders (in case the candidate is nominated by a group of shareholders);
  - Certified copies of Identity card/Citizen ID/Passport, permanent residence, qualifications showing the candidate's professional qualifications.
  - Other materials as prescribed in Article 36 of the Company's Charter.
- b) Deadline for receiving candidate dossier for election of the Board of Supervisors
  - Candidate dossier may be hand-delivered or sent by registered mail to the head office of the Company at least twenty-one (21) working days before the date of the General Meeting of Shareholders.
  - Only candidate dossiers that fully meet the requirements for nomination and self-nomination and candidates who meet the standard of being a Supervisor will be included in the list of candidates announced at the General Meeting of Shareholders.
- c) Compilation of the list of candidates for the Board of Supervisors

By the deadline for receiving candidate dossiers, the incumbent Board of Directors shall compile a list of qualified candidates to announce to shareholders in accordance with regulations. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient for the required number of candidates, the incumbent Board of Supervisors may nominate additional candidates with the following conditions:

- The nominated candidate must meet all the standards and conditions of the member of Board of Supervisors.
- Candidates must complete application documents

The list of valid candidates must be announced at the General Meeting of Shareholders before the election.

3. Method of election, voting order, counting of votes and winning principles

Method of election, voting order, counting of votes and the principles of being elected to the Board of Supervisors are specified in Clauses 4 and 5, Article 15 of this Regulation.

**Article 35. Procedures for dismissal and removal of members of the Board of Supervisors (BOD)**

1. A member of the Board of Supervisors may be considered for removal in the following cases:
  - That member submits a written request to resign from the position of the Board of Supervisors;
  - Such member is ineligible to be a member of the Board of Supervisors in accordance with the Enterprise Law, the Company's Charter or is prohibited by law from being a member of the Board of Supervisors;
  - That member has lost his/her civil act capacity;
2. A member of the Board of Supervisors may be considered for dismissal if such member:
  - Fails to complete assigned tasks or tasks;
  - Fails to perform his/her rights and obligations for 6 consecutive months, except for force majeure cases;
  - Repeatedly violates or seriously violates the Supervisor's obligations in accordance with this Law and the Company's Charter;
  - Other cases according to the resolution of the General Meeting of Shareholders.

**Article 36. Notification of election, removal and dismissal of members of the Board of Supervisors**

In case of election, removal or dismissal of a member of the Board of Supervisors under the decision of the General Meeting of Shareholders or because a member of the Board of Supervisors loses his/her membership as prescribed in the Company's Charter, it must be notified to shareholders and the public in accordance with the law on information disclosure and the Company's Charter.

**CHAPTER VI  
GENERAL DIRECTOR, DEPUTY GENERAL DIRECTOR  
AND CHIEF ACCOUNTANT**

**Article 37. Authority to appoint the General Director, Deputy General Director and Chief Accountant**

The General Director, Deputy General Director and Chief Accountant as prescribed in the Company's Charter shall be appointed by the Board of Directors.

### **Article 38. Roles, responsibilities, rights and obligations of the General Director**

The General Director is the legal representative, operating daily business activities of the Company in accordance with the provisions of Articles 34 and 353 of the Company's Charter.

### **Article 39. Requirements and conditions of the General Director**

The person appointed as the General Director must fully meet the following standards and conditions:

1. Having full capacity for civil acts and not being prohibited from managing an enterprise in accordance with the Enterprise Law; have good health, good moral character, honesty and integrity; understanding and consciously obeying the law; permanently residing in Vietnam;
2. Having a bachelor degree or higher in business administration or in relation to the main business lines of the Company;
3. Having at least five (05) years of practical experience in business administration or main business lines of the Company;
4. Not concurrently acting as Director or General Director or holding an executive position in another enterprise.
5. Not be the spouse, natural father, adoptive father, natural mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological brother, brother-in-law, sister-in-law of the manager of the parent company and the representative of the state capital in that company.

### **Article 40. Procedures for appointment of the General Director**

The person proposed or recommended for appointment to the position of General Director must complete the application and send it to the Board of Directors for consideration. The Board of Directors shall discuss and make decision on the appointment of the General Director according to the procedure of passing ordinary resolutions and decisions of the Board of Directors.

The decision on appointment of the General Director must clearly state the basis for determining the scope of duties, powers, interests and responsibilities of the General Director, including laws, Company's Charter, governance regulations, rules, and other regulations of the Company. In addition, the Board of Directors can sign a labor contract and responsible contract with the General Director for specific regulations.

### **Article 41. Requirements and conditions of Deputy General Director**

The person appointed as the Deputy General Director must fully satisfy the following requirements and conditions:

1. Having full capacity for civil acts and not being prohibited from managing an enterprise in accordance with the Enterprise Law; have good health, good moral

character, honesty and integrity; understanding and consciously obeying the law; permanently residing in Vietnam;

2. Having a bachelor degree or higher in business administration or other main business lines of the Company;
3. Having at least five (05) years of practical experience in business administration or in the main business lines of the Company;
4. Not concurrently holding managerial and executive positions in another enterprise, except for cases appointed by the Board of Directors to participate in management and administration of enterprises with capital contributed by the Company.

#### **Article 42. Procedures for appointment of Deputy General Director**

1. The person proposed or recommended for appointment to the position of Deputy General Director must complete the application and send it to the Board of Directors for consideration. The Board of Directors shall discuss and make decision on the appointment of the Deputy General Director according to the procedure of passing ordinary resolutions and decisions of the Board of Directors.
2. Decision on appointment of the Deputy General Director must clearly state the basis for determining the scope of tasks, powers, interests and responsibilities of the Deputy General Director, including laws, Company's Charter, governance regulations, rules, and other regulations of the Company. In addition, the Board of Directors can sign a labor contract and responsible contract with the Deputy General Director for specific regulations.

#### **Article 43. Requirements and conditions of Chief Accountant**

The person appointed as Chief Accountant must fully satisfy the following requirements and conditions:

- a) Having full civil act capacity and not being prohibited from being an accountant according to the provisions of law on accounting;
- b) Having good health, professional ethics, honesty, integrity, and a sense of law observance; permanently residing in Vietnam;
- c) Having a bachelor degree or higher in professional accounting;
- d) Having actual working time in corporate accounting of at least five (05) years;
- e) Obtaining certificate of training course for chief accountants.
- f) Not concurrently holding a managerial and executive position in another enterprise, unless otherwise appointed by the Board of Directors to participate in the management and administration of an enterprise with the Company's capital contribution.

#### **Article 44. Procedures for appointment of Chief Accountant**

1. The person proposed or recommended for appointment to the position of Chief Accountant must complete the application and send it to the Board of Directors for consideration. The Board of Directors shall discuss and make decision on the

appointment of the Chief Accountant according to the procedure of passing ordinary resolutions and decisions of the Board of Directors.

2. The decision on appointment of Chief Accountant must clearly state the basis for determining the scope of tasks, powers, benefits and responsibilities of the Chief Accountant, including the law, Company's Charter, governance regulations, and other rules and regulations of the Company. In addition, the Board of Directors may require the Company to sign a labor contract and responsible contract with the Chief Accountant for specific regulations.

#### **Article 45. Dismissal of General Director**

1. The Board of Directors shall dismiss the General Director in the following cases:
  - a) The General Director no longer satisfies the conditions specified in Article 39 of this Regulation;
  - b) The General Director submits his resignation, or there is a dispatch of the organization recommending the appointment of the General Director, or the General Director is not healthy enough to assume the position within six (06) consecutive months;
  - c) The General Director violates his obligations and responsibilities in the management of the Company, causing serious damage to the Company;
  - d) Poor management skills causing business loss to the Company for two (02) consecutive years without objective reasons;
  - e) The General Director is prosecuted, detained or arraigned for criminal liability;
  - f) Other cases where the Board of Directors determines that the General Director cannot continue to hold the position.
2. The dismissal of the General Director must be approved by the Board of Directors in accordance with the provisions of the Company's Charter.
3. The Board of Directors may request the dismissed General Director to compensate for the damage caused to the Company (if any).

#### **Article 46. Dismissal of Deputy General Director**

1. The Board of Directors shall dismiss the Deputy General Director in the following cases:
  - a) The Deputy General Director no longer satisfies the conditions specified in Article 41 of this Regulation;
  - b) The Deputy General Director submit his resignation, or there is a dispatch document of the organization introducing and appointing the Deputy General Director;
  - c) The Deputy General Director is not healthy enough to hold the position for six (06) consecutive months;
  - d) The Deputy General Director violates his obligations and responsibilities in the management of the Company, causing serious damage to the Company;



- e) The Deputy General Director is prosecuted, detained or arraigned for criminal liability;
  - f) Other cases where the Board of Directors determines that the Deputy General Director cannot continue to hold the position.
2. The Board of Directors may request the dismissed Deputy General Director to compensate for the damage caused to the Company (if any).

#### **Article 47. Dismissal of Chief Accountant**

1. The Board of Directors shall dismiss the Chief Accountant in the following cases:
- a) The Chief Accountant no longer satisfies the conditions specified in Article 43 of this Regulation;
  - b) The Chief Accountant submits a resignation letter; or there is a dispatch of the organization introducing and appointing the Chief Accountant;
  - c) The chief accountant is not healthy enough to hold the position for six (06) consecutive months;
  - d) The Chief Accountant violates the obligations and responsibilities in the accounting work of the Company, causing serious damage to the Company;
  - e) The Chief Accountant is prosecuted, detained or arraigned for criminal liability;
  - f) Other cases where the Board of Directors determines that the Chief Accountant cannot continue to hold the position.
2. The Board of Directors may request the dismissed Chief Accountant to compensate for the damage caused to the Company (if any).

#### **Article 48. Notice of appointment and dismissal of the General Director, Deputy General Director and Chief Accountant**

The Company shall announce the appointment and dismissal of the General Director, Deputy General Director and Chief Accountant within the Company and disclose information in accordance with the law and the Company's Charter.

#### **Article 49. Salary and other benefits of the General Director, Deputy General Director and Chief Accountant**

Salary and other benefits of the General Director, Deputy General Director and Chief Accountant will be decided by the Board of Directors based on the Company's Charter and relevant regulations and policies of the Company.

### **CHAPTER VII COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Article 50. Committees of the Board of Directors**

1. The Board of Directors of the Company may establish committees to support the operation of the Board of Directors, which includes the Human Resources Committee, Compensation Committee, Audit Committee and other committees as prescribed in Article 30 of the Company's Charter.

2. In case, the Human Resources Committee, Compensation Committee, Audit Committee and other committees are not established, the Board of Directors may assign independent members of the Board of Directors to assist the Board of Directors in activities related to human resources, compensation, audit or other activities.
3. The Board of Directors shall stipulate detail the establishment of the committee, the responsibilities of each committee, the responsibilities of the members of the committee or the responsibilities of the independent members appointed to be in charge of the field assigned according to Clause 2 of this Article.

#### **Article 51. Principles of operation of committees**

The implementation of decisions of the Board of Directors, or any committee of the Board of Directors, or committee members of the Board of must comply with the applicable law and the provisions of the Company's Charter.

### **CHAPTER VIII OTHER ACTIVITIES**

#### **Article 52. Procedures for convening, notifying meeting invitation, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors and the General Director**

In case the General Director, or at least five (05) other managers or the Board of Supervisors requests to convene an extraordinary meeting of the Board of Directors or a meeting between the Board of Directors, the Board of Supervisors and the General Director, the requester must send a written request to the Board of Directors, clearly stating the reason to convene the meeting, enclosed with relevant information and documents. The procedures for conducting a meeting of the Board of Directors must comply with the provisions of Articles 19 to 23 of this Regulation.

#### **Article 53. Working relationship between the Board of Directors and the Board of Supervisors**

1. The Board of Directors respects the rights of the Board of Supervisors in checking the rationality and legality in the management and administration of the Company, and at the same time facilitate the Board of Supervisors to inspect the management and administration of the Company business activities, recording of accounting books and financial statements of the Company with the functions, duties and powers prescribed in the Company's Charter and resolutions of the General Meeting of Shareholders.
2. The Board of Directors is responsible for receiving and taking measures to correct deficiencies or shortcomings in the management and administration that are concluded by the Board of Supervisors, and at the same time take responsibility for directing the General Director to implement necessary measures to handle violations (if any) and/or overcome shortcomings in the management, in the accounting books and financial statements of the Company.

3. The Board of Supervisors is in charge of appraising the Company's financial statements, profit and loss statement, performance evaluation reports of the Board of Directors, and periodically informing the Board of Directors of the implementation plan as well as the results of the inspection and control over the management and administration activities and the situation of accounting books and making financial statements of the Company.
4. Resolutions and decisions of the Board of Directors shall be notified and sent to the Board of Supervisors.

**Article 54. Working relationship between the Board of Directors and the General Director and the executive apparatus**

1. The Board of Directors is the management agency of the Company, directs and supervises the General Director and the executive apparatus on the operation of the Company, the organization and implementation of duties and powers of the General Director in accordance with the provisions of the Company's Charter, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. The Board of Directors exercises the management and supervision right by resolutions, decisions, directions, through direct supervision and reports of the General Director.
2. Responsibilities of the General Director:
  - a) The General Director is the person who organizes the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. While implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, if detecting any issues that are not beneficial to the Company, the General Director must report to the Board of Directors to adjust such resolutions and decisions. In case the Board of Directors refuse to revise the resolutions or decisions within its authority, the General Director must still implement so, but has the right to reserve opinions and propose to the General Meeting of Shareholders at the nearest meeting or convene a meeting of the General Meeting of Shareholders in case the General Director is competent to convene the General Meeting of Shareholders in accordance with this Regulation and the Company's Charter.
  - b) In the event of a force majeure event that the Company cannot implement and/or causing interruption of the Company's implementation of resolutions and decisions of the Board of Directors, the General Director is responsible for explaining to the Board of Directors and proposing remedial solutions. Incidents are considered force majeure when they occur objectively, unintentionally, unforeseeable and beyond the control of the General Director and the executive apparatus.
  - c) The General Director has the right to decide on measures beyond his authority in case of emergency such as natural disasters, enemy sabotage, fire, force majeure events, etc. but must report to the Board of Directors within 24 hours (can report by phone firstly but then submit written report) and be responsible

before the Board of Directors, the nearest General Meeting of Shareholders and before the law.

- d) The General Director can make recommendations to the Board of Directors on the organizational structure, internal management regulations, measures to improve the efficiency of management and operations of the Company, the number and titles of managers that the Company needs to hire to ensure the reasonable and effective implementation of annual production and business activities in order to achieve the Company's strategic goals.
  - e) Annually, the General Director shall submit the detailed business plan for the next fiscal year on the basis of satisfying the requirements of the appropriate budget as well as the five-year (05) year financial plan to the Board of Directors for approval;
  - f) The General Director prepares financial statements in accordance with the law on accounting and other relevant laws together with recommendations on plans to distribute profits, dividend payment or handling of business losses.
  - g) The General Director shall submit to the Boards of Directors all documents and reports in accordance with relevant rules and regulations at the request of the Board of Directors.
  - h) The General Director shall direct the executive apparatus to prepare draft documents related to the contents of the meetings of the Board of Directors under the direction of Chairman of the Board of Directors.
  - i) Other responsibilities as prescribed by law and the Company's Charter.
3. Relationship between the Board of Directors and the General Director:
- a) The Board of Directors shall not directly interfere in the management of the General Director. Annually, the Board of Directors plans to work with the member units of the Company to inspect and supervise the implementation of production and business plans and the implementation of resolutions and decisions of the Board of Directors to promptly handle relevant recommendations under the authority of the Board of Directors.
  - b) The Board of Directors shall direct the General Director to recruit and maintain qualified, capable and ethical managers for the Company and the General Director must ensure that managers must have the ability to manage and administer daily business activities in order to achieve the goals and plans set out by the Company. When recruiting managers, the General Director must give priority to criteria of professional ethics and professional qualifications.
  - c) Except for the tasks to be submitted to the Board of Directors, the General Director has the right to proactively decide to administer the Company's operations according to decentralization and in accordance with the working process issued by the Board of Directors.
  - d) The General Director must report to the Board of Directors as prescribed in Clause 2, Article 54 of this Regulation.

- e) When holding meetings to prepare proposals for submission to the Board of Directors, the General Director must invite members of the Board of Directors to participate in the meetings. Members of the Board of Directors shall give opinions, but for issues under the authority of the Board of Directors, the General Director must still submit for written approval afterwards.
  - f) Chairman of the Board of Directors, a representative of the Board of Directors or an authorized person shall attend quarterly briefings of the Company's executive apparatus.
  - g) For domestic and foreign surveys, if the negotiation and signing of contracts are related to the responsibilities of the Board of Directors or must be decided by the Board of Directors, the General Director is responsible for reporting to Chairman of the Board of Directors for attending or appointing members to attend and perform management, direction or consulting.
  - h) If the Company is invited to attend meetings by relevant agencies (except for the case mentioned by name), the Company will depend on the nature of each meeting to assign specific attendees:
    - For special important meetings related to organizational renewal, mechanisms, policies, medium and long-term development directions or handling of major problems of the Company, Chairman of the Board of Directors and the General Director shall attend or one of them shall attend then inform each other.
    - For meetings related to policies and guidelines of immediate or executive nature, the General Director or Deputy General Director shall attend and then notify Chairman of the Board of Directors.
4. Relationship between the Board of Directors and the executive apparatus:
- a) The Company's Office is responsible for organizing and managing the records, documents and dispatches of outgoing and incoming transactions of the Board of Directors in accordance with current regulations on clerical and archival work of the Company.
  - b) Dispatches and transaction documents sent to the Board of Directors, after entering the monitoring book, must be delivered to Chairman of the Board of Directors or authorized person for processing. Dispatches and transaction documents of shareholders or other agencies, organizations and individuals sent to the Company with contents related to management must be copied and sent to Chairman of the Board of Directors or the authorized person for processing.
  - c) Transaction documents and documents issued or sent by the Board of Directors are registered with the BOD code and the copies kept in the archives must be managed separately and must be kept by the Company Secretary.
  - d) The Board of Directors uses the Company's seal to issue documents for the implementation of leadership and management within the Company and/or for conducting transactions with organizations/individuals outside the Company.

- e) The Board of Directors uses functional departments and/or other experts in the Company to assist the Board of Directors in considering and advising on related issues.
- f) For matters under the authority of the Board of Directors or must be approved by the Board of Directors, the Board of Directors shall request the General Director to direct functional departments to propose and prepare plans and documents.

**Article 55. Working relationship between the Board of Supervisors and the executive apparatus and other units**

1. With the Board of Directors:

- a) The Board of Directors is subject to the inspection and supervision of the Board of Supervisors for the performance of its duties in accordance with the provisions of the Company's Charter and the Regulation on organization and operation of the Board of Supervisors;
- b) The General Director and other managers of the Company must promptly provide all information and documents on the Company's business activities at the request of the Board of Supervisors, unless otherwise decided by the General Meeting of Shareholders.

2. With the executive apparatus:

- a) The subordinate units, functional departments of the Company must report on the operation to the Board of Supervisors regularly or unexpectedly at the request of the Board of Supervisors;
- b) The subordinate units, departments and divisions of the Company must directly inspect or cooperate with the Board of Supervisors to inspect the management and administration in accordance with the provisions of law and internal regulations of the Company;
- c) The Board of Supervisors will directly inspect or coordinate with the inspection team and independent audit company to inspect the financial operation of the Company, supervise the observance of the accounting regime of the Company;
- d) Officers and employees of the affiliated units and at the departments and agencies must provide documents and information related to the supervision to the Board of Supervisors.
- e) The provision of information, reports, and inspection coordination of the Executive apparatus with the Board of Supervisors based on the program agreed with the General Director.

3. With member units and Supervisors/Board of Supervisors at member units:

The working relationship on inspection and supervision between the Board of Supervisors and member units and the Supervisors/Board of Supervisors at the member units shall comply with the provisions of the Company's Charter and Regulations on financial management of the Company, Regulation on the

representative of the Company, Regulation on organization and operation of the Board of Supervisors and other relevant rules and regulations.

4. With Independent Auditor:

The Board of Supervisors shall coordinate and supervise the activities of the Independent Auditor.

The Board of Supervisors shall review the activities of the independent auditing company in providing audit and non-audit services, to ensure independence in audit work.

Report on the evaluation of the activities of the independent auditors at the Annual General Meeting of Shareholders.

**Article 56. Management and use of the Company's seal**

The Board of Directors shall decide the form, quantity, form, content and seal specimen of the Company.

The General Director shall decide the form, quantity, form, content and seal specimen of the branch, representative office of the Company.

The General Director is responsible for promulgating regulations on management and use of the Company's seal.

**Article 57. Environmental and social responsibilities**

The Board of Directors must ensure that the Company has appropriate governance policies and procedures related to social and environmental activities associated with the Company's strategy and long-term stable success; and ensure the quality management of social and environmental responsibility disclosures.

The Board of Directors must ensure that these requirements for social and environmental responsibility are applied to suppliers.

**Article 58. Anonymous reports**

The Board of Directors establish internal regulations on receiving, answering and handling questions or concerns of employees, or receiving and handling opinions and complaints of customers or other subjects. Such notices may be confidential or anonymous, and may be reported either by email, registered mail or telephone to the phone number of the call center or to the address/email posted on the Company website. The Company must strictly prohibit any member of the Board of Directors or any employees from taking revenge or taking any harmful action against the person who raised the issue or helped to resolve the matter thoroughly.

**CHAPTER IX  
ENVIRONMENTAL CONTROL**

The Company shall maintain an effective control framework that secures stability in operations and assurance to shareholders and stakeholders.

## **Article 59. Risk management**

The Company understands the importance of Risk Management and shall establish an effective Risk Management system. In which, the duties of the Board of Directors include, but are not limited to the followings:

- Approve for risk management policy, the statement on risk appetite, risk acceptance criteria, risk measurement and risk management strategy;
- Analyze, evaluate and improve internal risk management policy;
- Develop continuous training programs and risk management culture to the executive board, units and all employees to increase the consciousness;
- Establish the Audit and Risk Management Committee under the Board of Directors; and
- Ensure that the Company complies with laws, regulations, policies and internal procedures related to risk management.

## **Article 60. Internal control**

1. The Company understands the importance of the internal control system and shall establish an effective internal control system with a consistent integration between strategy, risk and control. The Internal Control System is applied company-wide, implemented and maintained to reasonably ensure the Company's ability to achieve the Company's objectives of ensuring the reliability of the financial statements, ensuring the effectiveness and efficiency of operations, and compliance with relevant laws and regulations.
2. Components of the internal control system include:
  - Environmental control;
  - Risk assessment process;
  - Control activities;
  - Information reporting and disclosure system; and
  - Monitoring mechanism and activities.
3. The Company's internal control system must be built on the basis of the following principles:
  - a) Internal control activities must be established and maintained for all activities of the Company, and to strengthen control over high-risk activities and functions.
  - b) Leaders at all levels of the Company must identify and assess risks in their operations in order to take appropriate risk control and risk management measures.



- c) Internal control activities must be associated with daily activities of the Company; internal control mechanism is regulated and implemented right in the business process any of the following forms:
- Decentralized authorization mechanism is established and implemented in a reasonable manner, task assignment must be clear and transparent; ensuring separation of duties and powers of individuals and departments; avoid conflicts of interest, ensure that an officer does not concurrently hold positions and duties that have conflicting or overlapping purposes and interests; ensure that there are no conditions for manipulating operations, hiding information for personal purposes or concealing violations of the law and other relevant internal regulations, mechanisms, processes and regulations.
  - Establish mechanism of inspection and supervision between individuals and departments during the performance of operations and professional processes.
  - Comply with dual control principle: have at least two people perform the work and check for each job to ensure the safety of assets and work efficiency, unless otherwise prescribed by law.

#### **Article 61. Internal audit**

The Company shall establish an internal audit function to ensure objectivity and consult the Board of Directors on the work regarding the effectiveness and efficiency of the corporate governance system, risk management framework, and internal control system. Internal auditors must be appropriate and in accordance with the regulations on auditing and other regulations, and report professionally to the Board of Directors/Audit Committee and report administrative matters to the Senior Executive Board. In addition, Internal Audit must coordinate with the Board of Supervisors to ensure an effective control environment. The authority, structure, working process and related issues of the internal audit are specified in the Internal Audit Regulations of the Company.

#### **Article 62. Compliance**

The Company shall establish a proactive compliance control department to ensure compliance with external laws and regulations as well as internal regulations and procedures. Compliance Control is aimed at controlling the activities of the Company and employees to ensure that they are in compliance and periodically report to the Board of Directors and Management.

#### **Article 63. Independent Audit**

Company shall hire an independent, widely recognized auditing company that is completely independent of the Company, the Board of Management and major shareholders. Independent auditor is selected in the Annual Meeting of the Shareholders at the proposal of the Board of Supervisors. The Board of Directors/Board of Supervisors shall develop criteria for selecting an independent auditor, as well as process to evaluate the independence and effectiveness of the Independent Auditor, and a process to monitor and evaluate the implementation of the recommendations of the Independent Auditor.

## **CHAPTER X INFORMATION DISCLOSURE AND TRANSPARENCY**

### **Article 64. Obligation to disclose information**

The Company shall disclose periodical and unusual information on the situation of production and business activities, finance and corporate governance to shareholders and the public in a complete, accurate and timely manner. Information and procedure of information disclosure shall be made in accordance with the provisions of the law on securities, the Company's Charter and this Regulation. In addition, the Company shall promptly and fully disclose other information if such information is likely to affect the stock price and the decisions of shareholders and investors.

Information disclosure shall be made in ways that ensure equal and simultaneous access to shareholders and the public investment. Words in information disclosure should be clear, easy to understand and avoid misleading to shareholders and the public.

### **Article 65. Policy and practice of information disclosure**

The Board of Directors shall establish policies and procedures for information disclosure and publish these documents on the Company's website. The policy of the Company is publishing material information, including financial statements, operational status, its ownership structure and governance structure the Company to the shareholders in particular and the general public a way precision, including:

- Financial information: Company shall record and prepare reports on financial results and operations, acquisitions or transfers of valuable assets, remuneration of the Board of Directors and the Executive Board, and other financial information as required by Law and regulations.
- Non-financial information: Company shall disclose important non-financial information such as: Policy on Risk Management and Internal Control, disclosure of qualitative and quantitative information on risks; summary of the activities of the Executive Board, including footnotes and reasonable explanations; capital surplus/deficit situation, governance and operating policies; Composition and structure of the Board of Directors and related functional information; Transactions with related parties; Environmental and Social Responsibility; Other non-financial information and decisions of the Board of Directors.
- Ownership structure: Company shall disclose information about shareholders owning 5% or more of voting capital. Company's relationships in the case of group companies are also defined and disclosed to the public. Material changes in ownership structure, acquisitions (Attempts to buy enough shares to have voting rights in another company), shareholder arrangements, mergers and acquisitions, splits, mergers shares, or other ownership transactions.

Company shall disclose all information on any important issues or events that may occur, which may adversely affect the interests of shareholders in a complete, accurate and timely manner. Information disclosure system should ensure fair access among

key shareholders, investors and other shareholders and prohibit the misuse of information or insider trading.

#### **Article 66. Annual Report and Website**

The Board of Directors shall ensure that the access must be easy and does not distinguish between groups of shareholders for information disclosed through different communication tools. The Company shall also publish annual reports including a section on Corporate Governance, the performance of Corporate Governance, corporate events and other important information on the website in accordance with specified time.

#### **Article 67. Information disclosure in accordance with the Legal Regulations and Vietnam Corporate Governance Code of Best Practices**

Annual Report or Corporate Governance Report shall be published on the website, and the Company shall regularly disclose such information in accordance with legal regulations and towards best practices according to the content of the Vietnamese Code of Corporate Governance. Such and the implementation process, including:

- Information about the Company's organizational and management model
- Information on Corporate Governance
- Income information of the General Director and the Executive Officers
- Other information as prescribed by law and the Company's Charter

#### **Article 68. Information disclosure organization**

1. The Company shall establish and promulgate regulations on information disclosure on the Company's stock market according to the provisions of the Securities Law and other guiding documents.
2. The Company assigns officer in charge of information disclosure. The officer in charge of information disclosure is responsible for:
  - Disclose information of the Company to the Investment Public in accordance with the law and the Company's Charter;
  - Announce contact name and phone number to the shareholders.

#### **Article 69. Confidentiality**

Unless otherwise required by law, no member of the Board of Directors or any employee shall, while employed by the Company and thereafter, disclose any confidential information relating to the business of the Company or any company in which the member/employee holding shares. Members of the Board of Directors may not use such confidential information for personal gain.

**CHAPTER XI**  
**PRINCIPLE OF CORPORATE GOVERNANCE ASSESSMENT, REWARD**  
**AND DISCIPLINE**

**Article 70. Mechanism for evaluating corporate governance, reward and discipline**

1. Performance evaluation:

The Board of Directors shall establish and promulgate a mechanism to evaluate corporate governance activities for members of the Board of Directors and Management Board. The General Director shall establish and promulgate a mechanism to evaluate the Company's corporate governance to apply to other managers.

2. Reward and discipline:

The emulation, commendation and discipline for members of the Board of Directors, Board of Supervisors, Board of Directors and other managers are carried out in accordance with the Company's regulations and relevant documents of the State.

**CHAPTER XII**  
**ENFORCEMENT CLAUSE**

**Article 71. Violations and handling of violations of the Regulation**

1. The Board of Directors, members of the Board of Directors, the General Director and relevant units and individuals in the Company are responsible for strictly complying with the provisions of this Regulation.
2. Units or individuals that violate the provisions of this Regulation, depending on the seriousness and nature of their violations, will be disciplined with appropriate forms according to the applicable regulations of the Company.

**Article 72. Authority to amend and supplement Regulations**

The supplement and amendment of this Regulation must be approved by the General Meeting of Shareholders.

**Article 73. Implementation provisions**

This Regulation consists of 12 chapters and 73 articles, takes effect from the date of signing. The members of the Board of Directors, the General Directors, the Board of Supervisors and other members and units of the Company are responsible for implementing this Regulation./.