


## CORPORATE GOVERNANCE REGULATIONS

### Information of issuance and effectiveness

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April 06 <sup>th</sup> , 2023	April 06 <sup>th</sup> , 2023	<b>Truong Gia Binh</b> <b>ON BEHALF OF</b> <b>THE BOARD</b>	

## CONTENT

<b>CORPORATE GOVERNANCE REGULATIONS OF FPT CORPORATION .....</b>	<b>5</b>
<b>Chapter I .....</b>	<b>5</b>
<b>GENERAL PROVISIONS .....</b>	<b>5</b>
Article 1. Subjects - Scope of Regulations .....	5
Article 2. Organizational structure of the Company .....	5
<b>Chapter II.....</b>	<b>7</b>
<b>SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS .....</b>	<b>7</b>
Article 3. Rights and obligations of shareholders.....	7
Article 4. Responsibilities of major shareholders.....	7
Article 5. Annual and extraordinary General Meeting of Shareholders .....	8
Article 6: Regulations on procedures and voting at Ordinary and Extraordinary General Meeting of Shareholders: .....	8
Article 7. Performance report of the Board of Directors at the Annual General Meeting of Shareholders .....	12
Article 8: Performance report of the Board of Supervisors at the Annual General Meeting of Shareholders .....	12
<b>Chapter III .....</b>	<b>13</b>
<b>MEMBERS OF THE BOARD OF DIRECTORS.....</b>	<b>13</b>
Article 9. Self-nomination and nomination of BOD members.....	13
Article 10. Membership status of the Board of Directors.....	14
Article 11. Code of Ethics of Board of Directors .....	15
Article 12. Rights and obligations of members of the Board of Directors .....	16
<b>Chapter IV .....</b>	<b>17</b>
<b>BOARD OF DIRECTORS.....</b>	<b>17</b>
Article 13. Organizational structure of the Board of Directors .....	17
Article 14. Operating principles of the Board of Directors .....	17
Article 15. Chairman of the Board of Directors .....	18
Article 16. Committees of the Board of Directors.....	19
Article 17. Advisory and assisting units of the BOD .....	19
Article 18. Roles and Responsibilities of the Board of Directors.....	20
Article 19. Roles and Responsibilities of the Chairman.....	22
<b>Chapter V .....</b>	<b>24</b>
<b>WORKING REGIME, SALARY, REMUNERATION AND EXPENSES OF THE BOARD OF DIRECTORS .....</b>	<b>24</b>
Article 20. Working regime .....	24



Article 21. Salary, remuneration and operating expenses of BOD members .....	24
<b>Chapter VI</b> .....	24
MEETINGS OF THE BOARD OF DIRECTORS .....	24
Article 22. Regular meetings .....	24
Article 23. Extraordinary meetings.....	26
Article 24. Conditions for conducting a valid BOD's meeting .....	26
Article 25. The administration of BOD meetings.....	27
Article 26. Minutes and Resolutions of the BOD meetings .....	27
Article 27. Board of Directors decide by voting cards .....	28
<b>Chapter VII</b> .....	29
BOARD OF SUPERVISORS AND SUPERVISORS .....	29
Article 28. Self-nomination and nomination of Supervisors .....	29
Article 29. Supervisors .....	29
Article 30. Method of Supervisor election .....	29
Article 31. Dismissal or removal of Supervisors.....	30
Article 32. Notice of election, dismissal and removal of Supervisors.....	30
<b>Chapter VIII</b> .....	30
COMMITTEES AND SUPPORTING UNITS OF THE BOARD OF DIRECTORS .....	30
Article 33. Development Policy Committee.....	30
Article 34. Personnel Remuneration Committee .....	31
Article 35. Advisory Council.....	33
Article 36. Chairman Office .....	35
Article 37. Person in charge of corporate governance.....	36
MANAGEMENT APPARATUS .....	37
Article 38. The organization of the management apparatus .....	37
Article 39. Working principles of the Board of Management .....	38
Article 40. Functions, roles and responsibilities of the Board of Management.....	38
Article 41. Roles and Responsibilities of the Chief Executive Officer .....	39
Article 42. Roles and Responsibilities of Executive Vice Presidents.....	41
Article 43. Working regime.....	42
<b>Chapter IX</b> .....	42
<b>Chapter X</b> .....	42
COOPERATIVE RELATIONSHIPS BETWEEN THE BOARD OF DIRECTORS AND OTHER DEPARTMENTS OF THE COMPANY .....	42
Article 44. Cooperative relationship between the Board of Directors and the Board of Supervisors	42



Article 45. Cooperative relationship between the Board of Directors and the Board of Management .....	43
Article 46. Relationship between the Board of Directors, shareholders and investors.....	44
<b>Chapter XI</b> .....	44
<b>RELATIONSHIPS BETWEEN THE COMPANY AND ITS SUBSIDIARIES AND ASSOCIATES</b>	44
Article 47. Management of the Company's capital invested in other enterprises .....	44
Article 48. Rights and obligations of the Company in capital investment management in other enterprises.....	45
Article 49. Relationships between the Company and its associates .....	46
Article 50. Relationship between the Company and its subsidiaries holds 100% of charter capital by the Company.....	46
Article 51. Relationship between the Company and the Subsidiaries with dominant shares or capital contribution.....	48
Article 52. Relationship between the Company and its Associates.....	49
Article 53. Relationship between the Company and its subsidiaries in foreign countries.....	49
Article 54. Criteria and conditions of the Representative of the Company's capital contribution in other enterprises.....	50
Article 55. Rights and obligations of the Representative of the Company's capital contribution in other enterprises.....	50
Article 56. Information disclosure.....	51
<b>Chapter XII</b> .....	51
<b>IMPLEMENTING PROVISIONS</b> .....	51
Article 57. Violation settlement.....	51
Article 58. Authority for amendment and supplement of the Regulations.....	52
Article 59. Enforcement effect .....	52



## CORPORATE GOVERNANCE REGULATIONS OF FPT CORPORATION

*(Issued together with Resolution dated April 8<sup>th</sup> 2021)*

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*Pursuant to the Government's Decree No. 155/2020 / ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Circular No. 116/2020 / TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020 / ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter of FPT Corporation;*

*Pursuant to the Resolution of the General Meeting of Shareholders dated April 08<sup>th</sup> 2021;*

The Board of Directors promulgates the Corporate Governance Regulations of FPT Corporation;

The Corporate Governance Regulations of FPT Corporation include the following contents:

### Chapter I

#### GENERAL PROVISIONS

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

These Regulations specify the provisions of laws and the Charter of FPT Corporation (hereinafter referred to as **Company**) relating to: the organizational structure, operation, functions, duties and powers of the General Meeting of Shareholders, Board Of Directors (hereinafter referred to as **BOD**), Board members, committees, subcommittees and councils directly under BOD, Board of Supervisors, Board of Management; the relationship between BOD and the General Meeting of Shareholders, Board of Supervisors, Board of Management of the Company; the relationship between the Company and the enterprises invested by the Company (the Company and the enterprises invested and controlled by the Company are collectively referred to as the **Corporation**).

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

Based on the provisions of laws, the Company Charter and other regulations, the subjects constituting the governance model of the Company are as follows:

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

GMS is the highest authority of the Company, performing the functions, rights and obligations as stipulated in the Corporate Charter and relevant laws.



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

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

**(c) Chief Executive Officer and Board of Management (BOM)**

Chief Executive Officer (CEO) is the legal representative of the Company and, with the assistance of the Board of Management (BOM) led by CEO, responsible for administering daily business operations of the Company and the Corporation on the basis of adhering to decisions and resolutions of the GMS, the BOD and the Chairman.

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

Board of Supervisors supervise the BOD and the CEO in managing and operating the Company; be responsible to the GMS for the performance of assigned tasks.

**(e) The Personnel and Remuneration Committee (PRC)**

As a board committee, the Personnel and Remuneration Committee (PRC) is responsible for the development of policy frameworks and personnel procedures for the Company and its entire subsidiaries. It also assists the BOD in the selection, appointment, dismissal, remuneration and evaluation of the performance of members of BOD, BOM, representatives and other senior management positions of the Company and its subsidiaries in the Corporation.

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

As a board committee, the Development Policy Committee (DPC) is responsible for proposing the development directions and strategies to the BOD, directing and overseeing issues related to the development strategy of the Company and the Corporation.

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

The Advisory Board is a subordinate unit of the BOD, responsible for advising and proposing to the BOD and the Chairman of the BOD those issues related to long-term, stable development strategies and other critical matters of the Company; assisting the Company and the Corporation in establishing, maintaining and developing strategic relationships with government agencies from the Central to local levels, foreign government agencies, domestic and foreign partners; advising and giving assistance to the Company and the Corporation to preserve and develop values and the culture of the Company, enhancing the cohesion of the entire Corporation.

**(h) Chairman Office**

Chairman Office plays the role as the Company Secretary and as a board department that is responsible for assisting the BOD and the Chairman in the performance of their functions and duties.



## Chapter II

### SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

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

3.1 Shareholders have full rights and obligations in accordance with the Law on Enterprises, the relevant laws and the Company Charter, especially:

- (a) The right to freely transfer shares unless otherwise restricted in accordance with the laws, the Company Charter and decisions of the GMS;
- (b) The right to be treated equally. Each share of the same type gives owners equal rights, obligations and interests. In case if the Company has preferential shares, the rights and obligations associated with those shares must be fully disclosed to the shareholders and approved by the GMS;
- (c) The right to be informed of periodic and abnormal information about the Company's activities;
- (d) The right and responsibility to attend the General Meetings of Shareholders and exercise the voting rights in person, through an authorized representative or remotely in accordance with the Company Charter for shareholders with voting rights;
- (e) The right of priority to purchase new shares offered for sale in proportion to share ownership ratio in the company in accordance with the provisions of the Charter and the decisions of the GMS on the issuance of new shares from time to time.

3.2 Shareholders have the right to protect their legal rights. In the event of a decision of the GMS or the BOD violates the laws or basic rights of shareholders in accordance with the laws, the shareholders have the right to request the cancellation of such decision based on related procedures and regulations. In cases where law-breaking decisions cause damage to the Company, the BOD, BOS and the CEO must make compensation to the Company according to their responsibilities. Shareholders have the right to request the company to compensate for loss in conformity with the laws.

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

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

4.2 Major shareholders must not take advantage to harm the rights and interests of the company and other shareholders. They must always put the highest priority for the best interests of the Company in long-term.

4.3 Major shareholders are obliged to disclose information and other obligations in accordance with the laws and the Company Charter.



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

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

5.2 The Company must disclose information on the list of shareholders who are entitled to attend the GMS at least 20 days before the final registration date. The Company must not restrict its shareholders to participate in the GMS; must create conditions for shareholders to authorize its representative to participate in the GMS or to vote by registered mail per requested. The Company should instruct the authorization procedure and make authorization letter to the shareholders as prescribed.

5.3. The Chairman of the BOD is responsible for arranging the agenda, reasonable venue and time to discuss and vote on each issue in the agenda of the GMS. In case of convening the extraordinary GMS, which party proposing the convening shall have to prepare contents and documents for the meeting agenda and submit it to the Chairman for consideration.

5.4 The Company strives to utilize the modern information technology to provide shareholders who participate in the GMS with the most convenience, including guidelines for remote voting, voting through the GMS in the allowed technical conditions and not incurring unreasonable expenses for the Company. In all cases, shareholders have the rights and obligations to directly participate in each session of the GMS.

5.5 Principles, contents, order and procedures to get shareholders' written opinions to approve decisions of the GMS shall be implemented in accordance with the Charter, these Regulations and relevant laws. In the case of collecting written opinions, the Company will ensure to publish all documents timely and fully for shareholders to review before sending votes as in the case of holding a GMS.

## **Article 6: Regulations on procedures and voting at Ordinary and Extraordinary General Meeting of Shareholders:**

**6.1. Notice of the GMS: sending the meeting invitations to each shareholder to be entitled to attend the meeting and complying with the provisions of Article 17 of the Company Charter and Articles 142 and 143 of the Law on Enterprises 2020.**

- a) The notice of the GMS is published on the Company's website at: [www.fpt.com.vn](http://www.fpt.com.vn); and published on the media of the Ho Chi Minh Stock Exchange; and sent to Shareholders by one of the following means:
  - o Hand delivery or sent by post with secure method to the shareholder's address;
  - o Electronic email (email) address, or text message, phone number, or fax number stored at the Vietnam Securities Depository Center, or address that the shareholder registers with the Company.



- In case the shareholder is an employee of the Company, the notice may be placed in a sealed envelope sent to them personally in the workplace; or sent to the email address of such shareholder.
- b) The notice of the General Meeting of Shareholders includes the meeting agenda and the link to download the meeting documents from the Company's website.
- c) Documents used in the meeting, draft resolutions for each issue in the meeting agenda are posted on the company's website at [www.fpt.com.vn](http://www.fpt.com.vn); information related to the issues are discussed and voted directly at the meeting;
- d) Notice of the General Meeting of Shareholders is sent at least twenty one (21) days prior to the date of the General Meeting of Shareholders (from the date that the notice is duly sent or delivered, paid the postal rates or put into the mailbox);
- e) A shareholder or group of shareholders holding 5% of the total number of ordinary shares or more may propose issues to be included in the meeting agenda of the General Meeting of Shareholders. The proposals must be in writing and must be sent to the Company at least seven (7) working days prior to the opening of the General Meeting of Shareholders. The proposals must include full name of the shareholder, the number and type of shares held by such person, and the contents proposed to be included in the meeting agenda. The convener of the General Meeting of Shareholders shall have the right to refuse such proposals in the following cases:
  - The proposals are sent not within the time limit or insufficient or not in line with the contents;
  - At the proposal period, the shareholder or group of shareholders does not have at least 5% of ordinary shares in accordance with the provisions of Clause 4, Article 11 of the Company Charter;
  - The proposed issue is not within the authority of the General Meeting of Shareholders to discuss and approve.

## **6.2. Conditions for conducting the General Meeting of Shareholders**

- a) The General Meeting of Shareholders shall be conducted when the number of shareholders participating in the meeting represents more than 50% of the total number of votes.
- b) In case if the first meeting is not qualified to be conducted, the General Meeting of Shareholders must be convened for a second time within 30 days from the intended date of the first meeting. The second meeting is convened when the number of shareholders attending the meeting represents at least 33% of the total number of votes.
- c) In case if the second meeting is not qualified to be conducted, the General Meeting of Shareholders may be convened for a third meeting within 20 days from the intended date



of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of attendees' votes.

**6.3. Protocol for conducting the meeting and voting at the General Meeting of Shareholders: complying with the provisions of Article 19 of the Corporate Charter and Article 146 of the Law on Enterprises 2020.**

**a) Registration method to attend the GMS**

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

**b) Form of meeting and protocol for conducting the General Meeting of Shareholders: complying with the provisions of Article 19 of the Company Charter and Article 146 of the Law on Enterprises 2020.**

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

Shareholders can choose to vote directly in the ballot box at the General Meeting of Shareholders; or through the electronic voting system at the virtual General Meeting of Shareholders.

**i. Vote counting committee**

- The General Meeting will choose among the delegates those who are responsible for vote counting or supervising. If the General Meeting does not, the Chairman will. The number of Vote counting committee members shall not exceed three.

**ii. Voting method and result notification**

- When exercising voting at the meeting, shareholders and authorized representatives of shareholders shall vote by choosing among the options: Approval, Disapproval or No opinion for each Report to the General Meeting, then signing and clearly stating full name on the Voting card (delivered upon registration);



- Vote counting committee shall proceed to collect the cards and conduct the vote counting.
- Voting through the virtual General Meeting of Shareholders is implemented under the guidance issued by the Board of Directors.
- The vote counting result shall be published immediately before the closing of the meeting
- Minutes of vote counting votes will be posted on the company's website within fifteen (15) days from the date of completion of counting.

**6.4. Approving the decisions of the General Meeting of Shareholders:** complying with Article 148 of the Law on Enterprises 2020.

**6.5. Meeting Minutes of General Meeting of Shareholders:** complying with Article 22 of the Company Charter and Article 150 of the Law on Enterprises 2020.

- a) The minutes shall be made in Vietnamese and English (the contents of the information published in English are for reference only), including the following main contents:
  - Name, head office address, enterprise identification number;
  - Time and venue of the General Meeting of Shareholders;
  - Meeting agenda and content;
  - Full name of the Chairman and Secretary;
  - Summary of the meeting's progress and shareholders' opinions at the General Meeting of Shareholders on each matter in the meeting;
  - Number of shareholders and total number of shareholders' votes attending the meeting, appendix on the list of shareholder registration, shareholder representative attending the meeting with the number of shares and the number of votes respectively;
  - Total number of voting cards for each voting matter, where clearly stating the voting method, the total number of valid, invalid, approved, disapproved and no-opinion votes; the corresponding rate on the total number of voting cards of shareholders attending the meeting;
  - Approved issues and the proportion of voting cards respectively;
  - Signature of Chairman and Secretary.
- b) Meeting Minutes and Resolutions of the General Meeting of Shareholders must be completed and approved by the General Meeting of Shareholders prior to the meeting's end.

**6.6. Cancellation requests upon the decisions of the General Meeting of Shareholders:**



Complying with Article 23 of the Company Charter.

#### **6.7. Information disclosure of the Meeting Minutes and Resolutions of the General Meeting of Shareholders**

Within 24 hours from the end of the meeting, minutes and resolutions of the General Meeting of Shareholders will be disclosed on the Company's website, [www.fpt.com.vn](http://www.fpt.com.vn) and sent to the State Securities Commission, Ho Chi Minh Stock Exchange in accordance with the current laws.

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

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

- (a) Assessment of the Company's performance in the fiscal year;
- (b) Assessment of independent members of the Board of Directors on the performance of the Board of Directors;
- (c) Performance of other committees of the Board of Directors;
- (d) Performance, remuneration and expenses of the Board of Directors and each member of the Board of Directors in accordance with the provisions of Clause 3, Article 163 of the Law on Enterprises 2020 and the Company Charter;
- (e) Review of meetings of the Board of Directors and decisions of the Board of Directors;
- (f) Monitoring results for the Chief Executive Officer;
- (g) Monitoring results for other executives; and
- (h) Long-term strategic plans.

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

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

- (a) Remuneration, operating expenses and other benefits of the Board of Supervisors and each Supervisor are as stipulated in the provisions of Clause 3, Article 172, Law on Enterprises 2020 and the Company Charter;
- (b) Review of meetings of the Board of Supervisors and decisions of the Board of Supervisors;
- (c) Monitoring results of the company's performance and finance;



- (d) Monitoring results for members of the Board of Directors, Chief Executive Office and other executives;
- (e) Assessment report on the coordination between the Board of Supervisors and the Board of Directors, Chief Executive Office and shareholders.

### **Chapter III**

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

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

9.1 The Company has at least five (05) BOD members and a maximum of seven (07) BOD members. Total number of non-executive BOD members must account for at least one-third (1/3) of the total number of BOD members. The Company must have at least two (02) independent members of the BOD. The minimum number of non-executive BOD members is determined by the rounding-down method.

9.2 In case of pre-determination of candidates, the information relating to the candidates for membership on the Board of Directors shall be put on GMS documents and announced at least twenty one (21) days prior to the opening day of the General Meeting of Shareholders on the Company's website in order for shareholders to find out about these candidates before voting. The published information about the candidates include at least following contents:

- a. Full name, date of birth;
- b. Education
- c. Professional qualification;
- d. Work experience;
- e. Name of the companies in which the candidate acting BOD member and holding other management positions;
- f. Assessment report on contribution of the candidate to the Company, in case the candidate is the BOD member;
- g. Benefits related to the Company (if applicable);
- h. Full name of shareholders or shareholder group nominating that candidate (if applicable);
- i. Other information (if applicable).

9.3 Candidates for membership on the Board of Directors must have written commitments on the truthfulness, accuracy and reasonableness of the disclosed personal information and committed to performing their duties with integrity if they are elected to be BOD members.



9.4 Shareholders holding the number of shares in accordance with the Charter up to the time of closing the list of shareholders attending the meeting may add up their voting rights to nominate board candidates. The nomination of candidates that shareholders may nominate after adding up their voting rights must comply with the provisions of laws and the Company Charter. *Specifically, shareholders or any shareholder group holding from 5% to under 10% of total shares with voting rights can nominate one (01) candidate; from 10% to under 30% can nominate maximally two (02) candidates; from 30% to under 40% can nominate maximally three (03) candidates; from 40% to under 50% can nominate maximally four (04) candidates; from 50% to under 60% can nominate maximally five (05) candidates; from 60% to under 70% can nominate maximally six (06) candidates; from 70% to 80% can nominate maximally seven (07) candidates; from 80% to under 90% can nominate maximally eight (08) candidates;*

9.5 In case of the insufficient number of BOD candidates through nomination and self-nomination, the Board of Directors may nominate more candidates or organize the nomination in accordance with the Charter and Internal Regulations of the Company. In this case, the incumbent BOD members have the right to nominate candidates meeting the criteria of the Board of Directors member in accordance with these Regulations, the Charter and relevant laws. The Board of Directors will then proceed to vote on the principle of majority to select eligible candidates for submission to the General Meeting of Shareholders.

9.6 Company specifically specifies and instructs the shareholders to vote for the members of the Board of Directors by the method of cumulative voting in accordance with the laws.

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

10.1 BOD members must not be prohibited to be board members by the laws and the Company Charter. Board members may not be the shareholders of the Company.

10.2 According to the roadmap set by the Board from time to time, the Company will gradually limit to the minimum the Board members concurrently holding managerial positions in the Company's executive apparatus, increasing the number of independent Board members to ensure the independence of the Board.

10.3 The Board Chairman must not be concurrently holding the position of Chief Executive Officer of the Company.

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

10.5 BOD members are no longer in membership status of the BOD in the following cases:

- (a) The member is no longer eligible to be a member of the Board of Directors in accordance with the provisions of the Law on Enterprises or prohibited by laws from being a member of the Board;
- (b) That Member sends a written letter of resignation to the head office of the Company;
- (c) That Member has a mental disorder or shows evidence that he / she is lacking behavioral



capacity;

- (d) That member has not attended the meetings of the Board of Directors continuously for six (06) months without the approval of the Board of Directors and the Board of Directors decides that the position of such person is vacant;
- (e) That member is dismissed pursuant to any decision of the General Meeting of Shareholders;
- (f) That member is in breach of the Code of Ethics in accordance with the Regulations, in violation of the obligations of the board members in accordance with the laws or the Charter and the Regulations, which is deemed serious by the Chairman; or
- (g) Other cases stipulated by laws, the Company Charter, the Regulations and other regulations of the Company from time to time.

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

11.1 Members shall act in a transparent, impartial manner for the best interests of the Company, for the benefit of the shareholders of the Company of which he or she is the representative; must comply with the provisions of laws, the Charter and applicable regulations of the Company.

11.2 Members are obliged to use their authorized power, accessible information for legitimate purposes and the benefits of the Company.

11.3 Members are not allowed to authorize their rights to others except as provided in the Company Charter, the Regulations and in accordance with the laws. Members must operate independently of their own consideration and judgment.

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

11.5 Members shall be responsible for avoiding conflicts of corporate and personal interests or those who are related to them. In the event of any conflict of interest, the Member shall promptly notify the other Members in writing. "Related persons" as understood in the Regulations are individuals and organizations defined in Clause 23, Article 4 of the Law on Enterprises 2020, and Clause 46 of Article 4 of Law on Securities 2019.

11.6 Members shall not take part in making decisions on transactions or transaction groups which they or their related persons get benefits unless they comply with the provisions of laws, Charter or the Regulations and exempted to apply by the Board of Directors.

11.7 Members shall not abuse their positions, powers or information of the Company to arrange for, or benefit to their own or their related persons.



11.8 Members shall be responsible for the preservation and development of the Company's assets. Members may not use the Company's assets for any purpose or without permission.

11.9 Members are responsible for keeping all Company information confidentially (except for information that has been publicly disclosed or otherwise disclosed to the public via official channels). The use and disclosure of information must comply with the provisions of laws, the Charter and relevant regulations of the Company.

11.10 Members are obliged to disclose honestly and fully to the Company about the investments (whether directly or indirectly) of themselves and their related persons or wages, your benefits or remuneration or in any way that they and their other related persons receive from different companies or businesses. In the event of potential conflicts of interest with the Company, the Member shall have limited access to information relating to the business of the Company which is likely to prejudice its immediate and long-term interests of the Company.

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

11.12 It is prohibited to buy, sell or trade shares of the Company or its subsidiaries from information of its position while other shareholders do not have such information.

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

11.14 Not to compete or to perform or to help performing (whether directly or indirectly) the acquisition of the Company or its subsidiaries, get or damage the business opportunities of the Company or subsidiaries of the Company or otherwise conduct acts that are detrimental to the interests of the Company or the shareholders of the Company.

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

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

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

Apart from the rights and obligations prescribed by laws, the Charter and other provisions of the Regulations, the Board members have the following rights and obligations:

12.1 Subject to the compliance with obligations of information confidentiality and highest benefit protection of the Company and its shareholders, Board members may request for, and the Chief Executive Officer and senior managers have responsibilities to provide, information and



documents on the financial situation and business operations of the Company and its subsidiaries.

12.2. The Board of Directors members shall exercise the rights, obligations and responsibilities in accordance with the Law on Enterprises, the Company Charter, the Corporate Governance Regulations, the provisions of the Regulations. They must implement their duties with integrity and care for the best interests of the shareholders and the Company.

12.3 BOD members must fully attend all Board meetings and have clear comments on the discussed issues. A board member is allowed to authorize one another to attend the meeting. In case of authorizing another person for attendance, such authorization must be approved by a majority of the Board members. In case of absence, the Board members must notify in writing to the Chairman Office. The Board Members must abide by decisions of the Board of Directors when these decisions have been passed by the Board of Directors on the principle of majority (over 50% of the BOD members attending or more than 50% of the members voting in the form of written comments). Within 7 working days from the date that the Meeting Minutes of the BOD is approved by the majority of the members or from the date that the Minutes of gathering voting opinions in writing of the members of the BOD, the Chairman will act on behalf of the Board to sign the decisions on issues approved by the BOD.

12.4 Members of the Board may be bought responsibility insurance by the Company. This insurance does not cover insurance for the responsibilities of the BOD in connection with matters that violated the laws and the Company Charter.

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

## **Chapter IV**

### **BOARD OF DIRECTORS**

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

The structure of the BOD includes:

- (a) The BOD, composed of the Chairman and members of the BOD who are elected and hold the membership status of the Company in accordance with the provisions of the Charter and Regulations;
- (b) Committees and councils which are subordinate units of the Board;
- (c) Advisory councils and functional departments to advise and assist the BOD and the Chairman.

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

14.1 The BOD operates on a collective basis and decides by the majority method (over 50% of the BOD members attending the meeting or more than 50% of the members voting in the form of written comments) for issues under the jurisdiction of the Board of Directors in accordance with the Law on Enterprises, the Company Charter and the Regulations. In case of equal number of



disapproval and approval votes, the final decision belongs to the party with the same opinion of the Chairman.

14.2 Before the date of the meeting and within the time limit for notifying a meeting of the Board of Directors, BOD members are entitled to request for adding on or changing the agenda. At Board meetings, Members are free to discuss issues on the approved agenda and to express their views within the framework of the meeting but must abide by Board decisions when approved. Members of the Board are personally responsible to the laws and the General Meeting of Shareholders for their opinions. The Meeting Secretary is responsible for recording truthfully and fully the comments by BOD members in the Meeting Minutes of the Board of Directors.

14.3 Committees and councils are the bodies under the BOD, established under Article 30 of the Charter and authorized by the Board to decentralize and operate in accordance with the provisions of the Regulations and others. Decisions and documents of these committees and councils shall take effect upon adoption by majority of the members attending the meeting, provided that at least 50% of the committee member are board members.

14.4 The actions to enforce the decisions of the Board, or committees under the Board, or persons with membership status of those committees shall be considered valid even in the case of electing and assigning members of the committees or the Board may make mistakes, unless such actions are contrary to the laws, the Company Charter and the Regulations.

14.5 In addition to the matters referred to in Article 18.4, on the basis of Article 27 and 28 of the Charter, the Board decentralizes and authorizes the Chairman to act on behalf of but shall report to the Board at the subsequent meeting on such decisions.

14.6 The committees and councils established for advising and assisting the Board, the Chairman of the Board shall not be able to decide on behalf of the Board of Directors and the Chairman unless fully delegated under the Regulations or other documents of the Board of Directors, or the Chairman, according to their respective authority.

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

15.1 The Board of Directors must select among the Board members to elect one Chairman. The Chairman must not be concurrently holding the position of CEO of the Company.

15.2 In case the Chairman is absent, he/she shall authorize another member in writing to exercise the rights and duties of the Chairman according to the principles stipulated in the Company Charter and the Regulations. In case there is no authorized representative, the remaining members shall unanimously select one of the members to temporarily perform the duties of the Chairman on the principle of majority.

15.3 The Chairman of the Board of Directors is responsible to the Board of Directors and the General Meeting of Shareholders for their decisions within the scope of their authority as stipulated in the Company Charter as well as issues authorized and decentralized by the Board of Directors in accordance with the provisions of the Regulations.



15.4 In case of the Chairman's resignation or dismissal, the Board of Directors must elect a replacement within ten (10) working days from the date of receiving the resignation letter or dismissing.

15.5. The Board of Directors regulates in details the scope, responsibilities and powers of each committee and members. Standards and responsibilities of each member of the committees are specified in compliance with the Company Charter and applicable laws as well as the actual situation at the Company.

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

16.1 Committees and councils are board entities established under Article 30 of the Charter. On the basis of Article 2 of the Regulations, at the time of promulgation of the Regulations, the Board of Directors has the following committees established and operated.

- (a) The Personnel and Remuneration Committee (renaming from the Staff Policy and Human Resource Planning Committee); and
- (b) The Policy Development Committee (renaming from the Strategy Committee)

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

16.3 Unless otherwise provided, decisions, which are approved by committees and councils under the BOD and specified in the Regulations based on the majority of the members attending the meetings, will be equivalent to those approved by the Board of Directors. Committees and councils should report to the Board quarterly on their activities and decisions approved at the next meeting of the Board of Directors.

16.4 The Board of Directors may set up other committees or subcommittees based on the decisions of the General Meeting of Shareholders.

16.5. The Board of Directors must specify in detail the scope, responsibility and power of each committee and its members. Standards and responsibilities of each member of the committees are regulated in compliance with the Company Charter, laws and corresponding to the Company status.

#### **Article 17. Advisory and assisting units of the BOD**

17.1 The BOD Chairman may from time to time set up other advisory and assisting units for the BOD Chairman. By the time of issuing the Regulations, the Board of Directors have had the following advisory and assisting units established prior to April 12, 2012 (the opening date of the Annual General Meeting of Shareholders 2012):

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



17.2 The documents issued by these units are for recommendation only, unless otherwise decided by the Board of Directors or the Chairman.

#### **Article 18. Roles and Responsibilities of the Board of Directors**

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

18.2 The Board of Directors is responsible for supervising the Chief Executive Officer and other managers.

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

- (a) Decide on the production and business development plans, the annual and three-year budgets (including amendments and supplements). These plans and budgets include financial projections (profit and loss plans, cash flow plans, the balance sheet, investment and divestment of the Company and its subsidiaries on a consolidated basis);
- (b) Decide on medium and long-term capital plans of the Company and its subsidiaries;
- (c) Identify specific objectives, plans and strategies of the Company and its subsidiaries based on the development orientations approved by the General Meeting of Shareholders;
- (d) Appoint and dismiss the Chief Executive Officer, Executive Vice Presidents, Chief Accountant and determine the payment of such persons;
- (e) Decide on the organizational structure of the Company and the Corporation;
- (f) Settle the Company's complaints against the managers as well as decide on the selection of representatives of the Company to resolve issues related to the legal procedures for such managers.
- (g) Propose types of shares to be issued and total number of shares by each type;
- (h) Propose the issuance of convertible bonds and warrants allowing the owner to buy shares at a predetermined price;
- (i) Decide the offer price of bonds, shares and convertible securities in case of authorization by the General Meeting of Shareholders;
- (j) Appoint, dismiss or discharge the Company's representatives. The dismissal mentioned above must not be contrary to the contractual rights of persons dismissed (if any);
- (k) Report to the General Meeting of Shareholders the appointment of the Chief Executive Officer;



- (l) Propose annual dividends and determine the advance dividend payment; organize the payment of dividends;
- (m) Propose the reorganization or dissolution of the Company and its subsidiaries.

18.4 Pursuant to Articles 153 and 167 of the Law on Enterprises 2020, Article 27 of the Charter, the following matters must be approved by the Board of Directors:

- (a) Establishment of branches or representative offices of the Company; Review of annual plans of subsidiaries within the Corporation for in term of the establishment of branches and representative offices of these companies;
- (b) Establishment, dissolution and request for bankruptcy of subsidiaries of the Company; Recommendation in the General Meeting of Shareholders on reorganization, dissolution or request for bankruptcy of the Company; Approval for amendment of the Charter, charter capital increase or decrease of subsidiaries;
- (c) Based on Clause 2, Article 153 of Law on Enterprises 2020 and except for specified in Clause 3, Article 167 of the Law on Enterprises 2020 that must be approved by the General Meeting of Shareholders and contracts of smaller value, the Board of Directors may, from time to time, determine to execute, amend or cancel the Company's major contracts (including purchase, sale, merger, acquisition, joint venture and other contracts) valued as 5% of total assets disclosed in the consolidated financial statements of the latest quarter of the Company.
- (d) Assignment and dismissal of persons authorized by the Company as the commercial representatives and Lawyers of the Company;
- (e) Loans with a term of more than 1 year and valued at 5% or more of the Company's total assets in accordance with the consolidated financial statement of the latest quarter and the performance of collaterals, guaranteed and secured assets for such loans of the Company and its subsidiaries; Consideration and approvals of the Chief Executive Officer's proposals on short-term loans causing the total short-term debt of the Company to exceed the limit;
- (f) Investments outside the business plan and budget exceeding 10% of the annual plan and business budget;
- (g) The purchase or sale of shares contributed capital in other companies established in Vietnam or abroad, unless outside the limits, must be approved by the Board or the General Meeting of Shareholders or included in the approved annual plan and business budget.
- (h) The valuation of non-cash assets contributed to the Company [and its subsidiaries in the Corporation] related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and know-hows;
- (i) The Company' purchases or withdrawals of no more than 10% of each type of shares;



- (j) The price for purchasing or withdrawing the shares of the Company;
- (k) Approvals for the agenda and documents for the General Meeting of Shareholders, convening the meeting of the General Meeting of Shareholders or consulting the General Meeting of Shareholders for approval;
- (l) The fiscal year closure and submission of annual audited financial statements to the General Meeting of Shareholders;
- (m) Proposals of dividend payment ratios; Time and procedures for paying dividends or dealing with losses incurred during business process; and
- (n) Supervise the Representatives of the Company's capital contribution in accordance with Article 46.1 (f) of the Company Charter.

18.5 To the extent provided for in Article 27 and 28 of the Company Charter and Article 18 of the Regulations, in addition to the matters referred to in Article 18.4 above, the Board of Directors decentralizes and authorizes the Chairman, committees and councils of the Board of Directors to decide some matters stipulated in the Regulations among the meetings of the Board of Director, but must report to the Board of Directors on its decisions in the next meeting.

#### **Article 19. Roles and Responsibilities of the Chairman**

19.1 The Chairman of the Board is responsible for managing the affairs of Board of Directors between two meetings, reviewing and deciding the corporate governance in accordance with the Company Charter, internal regulations and the laws currently in force, performing the functions, roles and responsibilities prescribed in the Charter and the Regulations, other rights and obligations as permitted under the Regulations and the Company's regulations.

19.2 On the basis of Article 28.4 of the Charter, the Chairman shall have the following duties and powers:

- (a) Convene and chair the General Meeting of Shareholders and meetings of the Board of Directors, whether annual or extraordinary;
- (b) Ensure that the Board sends the annual financial statements, performance reports of the Company, auditing reports and assessment reports of BOD to the shareholders at the General Meeting of Shareholders;
- (c) Prepare the operation programs and plans of the Board; organize the preparation of the content, convene and preside over the meetings of the Board to discuss and decide issues under the authority of the Board of Directors.
- (d) Decide to get feedbacks from the Board members in writing to approve issues under the jurisdiction of the Board of Directors in accordance with Article 18.4 in cases of that it is deemed unnecessary to convene an extraordinary meeting of the Board. Approve the form and content of the Voting card;
- (e) Sign the decisions and other documents of the Board of Directors based on the approval



of the majority of the Board members (expressed directly by approving the Minutes or Resolutions of the meeting or indirectly by getting feedbacks in writing) of issues under the decision-making authority of the Board; on behalf of the Board of Directors to decide the issues decentralized by the Board to other major contracts;

- (f) Assign members of the Board of Directors to perform corporate governance tasks of the Company; Monitor and urge Board members in the process of their tasks; Evaluate the performance of each member, committees and councils of the BOD at least once a year, confirming to the General Meeting of Shareholders the assessment results prior to reappointment or dismissal;
- (g) Inspect, supervise and urge Managers and Representatives of the capital contribution in enterprises and companies in the Corporation to implement the decisions of the General Meeting of Shareholders, the Board of Directors, the Chairman, committees of the Board of Directors and the provisions of the Charter, regulations and the governance of the Company and the Corporation.
- (h) On the basis of the proposal of the CEO and PRC, decide to appoint and dismiss the executives, the deputy heads/heads, the branch directors and the heads of representative offices of the Company;
- (i) Decide on the following issues but must inform the Board members of the decisions at the latest meeting of the Board of Directors.
  - (i) Decide on the establishment, change or dissolution of the supporting units of the Board; decide to appoint, dismiss or change the personnel of these units;
  - (ii) Sign, modify, add or liquidate the labor contract with the Managers on behalf of the BOD; Decide the appointment, dismissal and rotation of the Chairman, BOD members, Chief Executive Officer/General Director, Executive Vice Presidents/Deputy Directors of companies under control of the Company on the basis of the CEO, PRC and Representatives of the Company's capital contribution in the related companies;
  - (iii) Decide on the appointment, authorization, change and dismissal of Representatives of the Company's capital contribution in those enterprises on the basis of the proposals of PRC; Decide the task assignment and direct these individuals to protect the legitimate rights and interests of the Company in the respective enterprises, take measures to preserve and develop the capital of the Company in that enterprises;
  - (iv) Decide on the dividend sharing and profit of the Subsidiaries; Manage issues relating to the Company's subsidiaries and associates as authorized by the BOD in accordance with the provisions of the Regulations; and
  - (v) In relation to the project or bidding package belonging to the investment projects approved by the Board of Directors, manage the bidding plan, the cost estimate and the bidding documents (including the criteria for the document evaluation), bidding results, contractor approval, settlement and other related affairs;



- (j) Other rights and duties as provided for by laws, the Charter, the Regulations and other regulations of the Company.

## **Chapter V**

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

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

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

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

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

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

21.2 Board members have the right to be paid all travel, meals, accommodation and other reasonable expenses that they had to pay when carrying out their responsibilities as members of the Board of Directors at the approved rates, including expenses incurred in attendance at meetings of the Board of Directors, committees of the BOD or the General Meeting of Shareholders. BOD members provide the Company with invoices and receipts related to the expenses directly paid by the BOD members (excluding expenses directly paid by the Company).

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

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

## **Chapter VI**

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

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

22.1 The Board of Directors shall meet once a quarter, no later than the last working day of the first month of the following quarter unless otherwise decided by the Chairman. The specific meeting date is decided by the Chairman on basis of other Board members' consultation.



Participants include BOD members, BOS members, Chief Executive Officer, Secretary and other participants as decided by the Chairman. BOD members must attend the meeting on time and with right participants. In case of absence, the BOD members must authorize persons qualified and capable in accordance with the provisions of laws, abided by the Regulations, to attend the meeting of the Board of Directors or send written comments on the proposed contents of the meeting.

22.2 Regular meetings of the Board of Directors shall be convened and presided over by the Chairman. In case if the meetings are not held at the stipulated time, the Chairman must notify the board members prior to one (01) working day.

22.3 Prior to regular meetings, the Chairman may request the Chief Executive Officer for a quarterly corporate performance report, plans for the next period and other matters seeking for approval by the BOD.

22.4 Invitations and the meeting agenda are expected to be sent to board members, Head of the BOS, Chief Executive Officer (via email, fax, or express delivery) 10 working days prior to the scheduled meeting. BOD Members, Head of Board of Supervisors and Chief Executive Officer may propose to the Chairman to add on contents as considered importantly and urgently to the meeting agenda. This recommendation must be sent to the BOD Chairman within 4 working days from the date of sending invitations so as for the Chairman to consider. The Chairman shall have the right to ask the requesters for relevant supplementary materials. Past filing time limits, if there is no more request to change or supplement the meeting agenda, participants shall be considered as having completely agreed and there shall be no further changes or supplements unless decided by the Board on the majority principle. The final official agenda (no longer changed or amended) and official meeting documents are sent to the participants at least 5 working days before the scheduled meeting date. In case of necessity, the Board of Directors may vote in writing to exempt the above terms for such case.

22.5 The contents of the regular meeting of the Board include:

- (a) The evaluation of the business situation and performance of the previous quarter, approving and discussing the management and execution of the next quarter's plan;
- (b) Considerations and suggestions of the Chief Executive Officer's report on the implementation of the decisions of the BOD in the latest sessions and the important decisions of the Chairman between 2 sessions;
- (c) 6-month report of the committees of the Board;
- (d) Discussion and decisions on matters related to the implementation of the Company's quarterly and annual targets and programs;
- (e) Approvals of new or amended regulations and provisions under the authority of the Board of Directors;
- (f) Discussion and decisions on other matters under the authority of the Board; and



- (g) Other contents in accordance with the official meeting agenda notified by the Chairman pursuant to Article 21.4 above.

22.6 Every year, the Board of Directors requires its independent members to report on the activities of the Board, and this report must be disclosed at the Annual General Meeting of Shareholders.

22.7. In term of annual assessment of rewarding and disciplining towards members of BOD: every year, the BOD must evaluate each member's activities based on their assigned tasks. On that basis, BOD shall recommend form of rewards and disciplines (if any) to General Meeting for approval.

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

23.1 The Chairman of the Board convenes extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairman must convene BOD meetings without delays unless there was any justifiable reason when receiving proposals in writing (with the purposes of the meetings and issues for consideration) from one of the following subjects:

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

23.2 The Chairman must send a letter for convening the meeting of the Board of Directors within 07 (seven) working days from the day receiving proposals in Clause 1 of this Article. Meetings of Board of Directors must be held within fifteen days after the proposals.

23.3 The content of the extraordinary meeting is decided by the BOD Chairman or prepared by the requester. Documentations of the extraordinary meeting must be sent to the members of the Board of Directors at least 5 working days prior to the scheduled date unless otherwise required by the Chairman.

23.4 In case of necessity, the Board of Directors may vote in writing to exempt the above terms.

### **Article 24. Conditions for conducting a valid BOD's meeting**

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

24.2 If the first meeting is unsuccessful due to the inadequate attendance of BOD members, the BOD Chairman shall convene the second time within a maximum of fifteen (15) days from the scheduled date of the first one. The second meeting of BOD only need over half of the BOD members to attend.



24.3 BOD members shall be automatically dismissed from the Board of Directors for six consecutive months of absence except for the force majeure cases confirmed by the Chairman. The members are not entitled to absent at the BOD's meetings more than once a year, otherwise, they will be reviewed and, in serious cases, may be asked to be dismissed at the nearest meeting of the General Meeting of Shareholders.

#### **Article 25. The administration of BOD meetings**

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

25.2 Each member of the Board of Directors shall have one vote of equal value. Decisions of the Board of Directors on the matters referred to Article 18.4 must be approved by more than 50% of the attendees to be valid. If the number of votes is equal, the party with the Chairman's opinion shall be the decision-making party.

25.3 For important matters relating to personnel, capital or interests of the Company and obligations of members of the Board of Directors, Board of Supervisors, Chief Executive Officer, the person presiding over the meeting of the Board of Directors may decide to cast secret ballots.

25.4 In the case of voting to decide an economic contract or a civil contract with the Company that the other party has a representative as a member of the Board of Directors of the Company or an organization or individual directly related to a member of the Board of Directors, such member is not allowed to participate in the voting, nor can included in the number of members needed to conduct the meeting.

#### **Article 26. Minutes and Resolutions of the BOD meetings**

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

26.2 On the basis of the Meeting minutes, the Chairman, on behalf of the BOD, signs to issue the Resolutions on decisions of approved issues in the meetings.

26.3 The Secretary has the responsibility to copy or quote the decisions of the Board of Directors in the meetings to BOD members, Head of Board of Supervisors, Chief Executive Officer and other related members of the Company within at least 3 (three) working days from the signing date of the Minutes.



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

27.1 Between meeting sessions, the Chairman of the Board of Directors decides to take votes of the Board members to approve issues under the authority of the Board of Directors in accordance with Article 18.4 above. Voting cards shall be attached to the Chief Executive Officer's statement (if any) and documents related to the issues to get approved.

27.2. Get feedbacks in the ordinary case: Within a maximum of 07 working days from the date of receipt of the Voting card and attached related documents, members of the Board of Directors have the responsibility to examine and decide their opinions and send voting cards back to the Company. The submission of voting cards and documents can be made in one of the following forms:

- (a) Mail: Sent by express delivery service to the Chairman Office;
- (b) Fax: Sent to the fax number of the Chairman Office with the same value as the original ones;
- (c) Email: In the case of voting by email, the voting person must send his/her votes via his/her official email address to the official email address of the Chairman, Chairman Office or other e-mail address announced by the BOD from time to time.

27.3 In the event of an emergency or at the request of production and business activities, the Chairman shall decide on getting quick feedbacks of the Board members (characteristics of voting shall be recorded on the cards). Within a maximum limit of 24 hours from the time of receiving the voting cards and enclosed documents, the members of the Board of Directors shall be responsible for considering, deciding and sending voting opinions to the Company in one of the following forms:

- (a) Sent directly in paper to the Chairman Office;
- (b) Sent to the fax number of the Chairman Office; or
- (c) Sent to the email address of the Chairman or the Chairman Office.

27.4 The Chairman Office shall be responsible for synthesizing the voting cards and making Minutes of vote counting in the presence of the Board of Supervisors' representative. It is also in charge of sending the Decisions of the Board, Minutes of vote counting and other related documents to board members.

27.5 The decisions of Board of Directors are only approved and take effective upon the approval of over 50% of the BOD members who have the right to vote remotely in writing. In this case, the voting results are as valid as decisions made in a regular BOD meeting.

27.6 In case of the voting cards that has disapproving content or other opinions, the relevant members should immediately contact the Chairman by phone or in writing about the related reasons and difficulties.



**Chapter VII**  
**BOARD OF SUPERVISORS AND SUPERVISORS**

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

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

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

28.3. In case of the insufficient number of candidates for the Board of Supervisors by way of nomination and self-nomination, the current Board of Supervisors may nominate more candidates or organize the nomination according to provisions of the Company Charter and the Regulations. The nominating approach of the current Board of Supervisors must be expressly disclosed and approved by the General Meeting of Shareholders before implementation.

**Article 29. Supervisors**

29.1. Number of Supervisors of the Company is three (03) people. The tenure of the Supervisor shall not exceed five (05) years and may be re-elected for unlimited terms.

29.2. Supervisors must satisfy criteria and conditions stipulated in Article 169 of the Law on Enterprises 2020, the Company Charter and are not in the following cases:

- a) Who works in the accounting and finance department of the Company;
- b) Who is a member or an employee of an independent auditing firm that audits the Company's financial statements for the past three (03) consecutive years.

29.3. Supervisors must be trained in one of the majors among economics, finance, accounting, auditing, law, business administration or any others relevant to the business activities of the Company.

29.4. Head of Board of Supervisors must have bachelor degrees in one of the majors among economics, finance, accounting, auditing, law, business administration or any others relevant to the business activities of the Company.

**Article 30. Method of Supervisor election**

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



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

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

31.1. Supervisors are dismissed in the following cases:

- a. They no longer satisfy the criteria and conditions to be supervisors under the provisions of the Law on Enterprises;
- b. They fail to exercise their rights and obligations for six (6) consecutive months, except for force majeure cases;
- c. They have submitted letters of resignation and gotten approved;
- d. Other cases as prescribed by laws and the Company Charter.

31.2. Supervisors are fired in the following cases:

- a. They fail to complete assigned tasks;
- b. They seriously or repeatedly violate obligations of Supervisors stipulated in the Law on Enterprises and the Company Charter;
- c. The General Meeting of Shareholders issues a decision;
- d. Other cases as prescribed by laws and the Company Charter.

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

The Company makes quick and timely disclosure of information in accordance with laws on the Company's official website on changes in the election, dismissal and removal of Supervisors, while complying other disclosure obligations under SSC related regulations for listed companies.

## **Chapter VIII**

### **COMMITTEES AND SUPPORTING UNITS OF THE BOARD OF DIRECTORS**

#### **Article 33. Development Policy Committee**

33.1 Functions, roles and responsibilities:

- (a) The Development Policy Committee is a committee under the Board of Directors responsible for researching, developing, directing and overseeing strategic issues of operation and implementation within the Corporation on basic of business directions approved by the General Meeting of Shareholders and the Board of Directors.
- (b) The Development Policy Committee has the following main tasks:
  - i. Assisting BOD in developing the annual, mid-term and long-term strategies for the Corporation;



- ii. Searching for new strategic business opportunities for the Corporation;
- iii. Directing the implementation of the annual strategic conferences of the Corporation and its subsidiaries;
- iv. Reviewing reports on the implementation of strategies; Deciding or approving proposals to adjust the implementation before submitting to the Board of Director for final comments;
- v. Establishing, maintaining and developing strategic partnerships with the Corporation.

33.2 Organizational structure:

(a) Members of the Development Policy Committee include:

- i. Chairman of the Board as also Chairman of the Development Policy Committee;
- ii. Specialized members of the Board of Directors;
- iii. Chief Executive Officer; and
- iv. Other members appointed by the Chairman

(b) The Chairman may invite other individuals to attend meetings of the Board without voting rights.

(c) The Committee meets up quarterly or extraordinarily by the Chairman's decisions. The Chairman may invite other persons to attend the meeting to consult their options.

**Article 34. Personnel Remuneration Committee**

34.1 Functions and Organization

(a) The Personnel and Remuneration Committee (PRC) is a committee under the Board of Directors, responsible for directing and developing the policy framework and human resource procedures for the entire Group to seek approval from the Board. It also supports the Board of Directors in selecting, proposing, appointing, dismissing, awarding and evaluating the performance of members of the Board, the Board of Management, the legal representative and other senior management positions.

(b) The PRC shall consist of at least 02 members, of which at least 50% of the Committee members are members of the Board of Director. The Chairman of the Committee must be a member of the Board of Directors. The Chairman and members of PRC shall be appointed and dismissed from time to time by the Board of Directors based on the proposal of the Chairman of the Board. The PRC has the same term with the BOD.

(c) The Committee may have an assisting team determined by the BOD Chairman from time to time and this decision shall be given reasonably. Members of the assisting team do not have the authority to make decisions as members of the Committee.



## 34.2 Roles and Responsibilities

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

- (a) Make annual work plans, periodically review and adjust annual work plans when necessary and submit them to the Board of Directors for approval.
- (b) Form the personnel policies and procedures for the entire Corporation to submit to the Board of Directors for approval and issuance.
- (c) Advise the Board of Directors, the Chairman and the Chief Executive Officer on issues related to human resource management.
- (d) Propose for approval of the appointment or removal of the Company's Human Resources Director to the Chairman.
- (e) Prepare the titles and qualifications of senior management positions within the Corporation.
- (f) Prepare policies and procedures relating to the proposal, appointment, award and performance evaluation of members of the Board of Directors, the Board of Management, representatives and other senior management positions of the Company and its subsidiaries.
- (g) Prepare and propose to competent authorities for approval of preferential treatment policies for senior managers appointed by the Board of Directors.
- (h) Prepare and propose to the Board of Directors or the Chairman the appropriate candidates for the positions appointed by the Board of Directors or the Chairman; have the right to comment on any appointment.
- (i) When in need of electing new members of the Board of Director, Board of Management, senior managers of the Company, members of the Board of Directors/Member's Council, Board of Management and other senior managers of its subsidiaries, the Committee must base on the structure and qualifications of the respective department to determine the roles, responsibilities, qualification requirements of the new recruitment position, participating in process of nominating candidates;
- (j) Periodically review the structure, scale and capacity qualification (including skills, expertise and experience) of the Board of Directors and propose necessary changes to the Board of Directors.
- (k) Periodically review the suitability of the policies and request for the HR Committee to amend and improve (if necessary).
- (l) Periodically review the appropriateness and suitability of the remuneration mechanisms and policies and propose to the Board of Directors modifications or improvements, if



any.

- (m) Periodically assess the needs for human resources, human resource orientations of the Company and the trend of remuneration in the market to make timely adjustments.
- (n) Revise and approve forms of labor contract for members of the Board of Directors, board committees and the Board of Management of the Company and applicable for members of the Board of Directors/Member's Council, the Board of Management and the senior managers of subsidiaries of the Corporation.
- (o) The Committee shall be entitled to hire external lawyers and consultants within the limits of the allowed expenses to advise on matters within the scope of its responsibilities. The Committee is responsible for defining selection, choosing criteria, and developing the terms of reference for external consultants.

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

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

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

#### 35.1 Organizational structure

- (a) The members of the Advisory Council are the founding members of the Company at the initial stage, or holding a large number of Company shares, or having made long-term contributions to the Company, as decided by the Chairman of the Company for appointment and dismissal from time to time.
- (b) The number of the Council members shall not be less than 7 nor more than 15.
- (c) The Council shall have same tenure with the Board of Directors. The Chairman of the Board of Directors is entitled to supplement, replace or dismiss members of the Council at any time during the tenure.



- (d) The Chairman of the Board is also the Chairman of the Advisory Council.

### 35.2 Roles and Responsibilities

- (a) The Advisory Council is responsible for advising and proposing to the Board of Directors and the Chairman the issues related to the Company's annual, medium and long-term strategies, long-term and sustainable development and other key matters of the Company. It also assists the BOD in keeping and developing the corporate values, culture as well as solidarity. The Council is entitled to send recommendations and proposals to the Board of Directors and to the Chairman.
- (b) Assist the Company and the Corporation in establishing, maintaining and developing relations with central and local government agencies, foreign government agencies, domestic and foreign partners,
- (c) Seek for new strategic business opportunities for the Company
- (d) Direct the implementation of the annual strategic meetings of the Company and its subsidiaries;
- (e) Review reports on the implementation of strategies; decide or approve the proposals to adjust the implementation;
- (f) Get updated on political, socio-economic situations, policy trends, market trends, market feedbacks that may affect the Corporation's operations and its strategies in the short and long-term;
- (g) Consider and recommend to the Board of Directors and the Chairman the senior staff of the Company.
- (h) Assume the duties assigned by the Board of Directors and the Chairman from time to time.

### 35.3 Operations of the Council

- (a) The Chairman of the Council may convene meetings with Council members at any time. The Chairman Office will send the invitation letter together with the proposed contents of the meetings to all members no later than 03 working days to the meeting.
- (b) The Advisory Council shall hold regular meetings at least once a quarter within 7 days prior to the regular meeting of the Board of Directors or at other times decided by the Chairman.
- (c) The Chairman of the Council shall convene extraordinary meetings when a group of more than one-third of the members of the Council proposing the meetings together with related documentations. Invitations shall be sent no later than 07 days after the Chairman of the Board receives the request of that group.
- (d) Resolutions of the Council may be adopted in online or written format in the same



manner as those of the Board. The Chairman shall periodically report to the Board on the activities of the Advisory Council.

### **Article 36. Chairman Office**

#### **36.1 Functions and tasks:**

- (a) The Chairman Office shall perform the functions of the Company Secretary and the Company Administrator in accordance with the provisions of laws and the Company Charter. At the same time, it is the supporting unit of the Board of Directors in the implementation of roles and responsibilities of the Board of Directors and the Chairman.
- (b) The Chairman Office has the following specific tasks:
  - (i) Assist the Chairman in performing his roles and responsibilities;
  - (ii) Perform the administration works for the meetings for the Board of Directors in accordance with the direction of the Chairman, which include:
    - Notify the participants with the agenda, time and venue of meetings;
    - Develop a meeting agenda for the Chairman to get approved;
    - Gather and prepare all necessary documents, including the documents/information for the Board to review prior to the meetings;
    - Advise on the procedures for conducting meetings, obtaining written opinions, decision-making procedures, the authority of the Board of Directors as well as other matters related to the BOD;
    - Make and store meeting minutes;
    - Provide meeting minutes to the eligible subjects as needed.
  - (iii) Perform the administrative functions serving the Chairman of the Board;
  - (iv) Assist the Chairman to organize the General Meeting of Shareholders in accordance with the provisions of laws and the Company Charter;
  - (v) Be responsible for introducing new members of the Board of Directors in respect of obligations and rights as prescribed by laws and in accordance with the Company Charter after appointments;
  - (vi) Supervise the implementation of strategic projects proposed by the Board and the Chairman.

#### **36.2 Organizational structure:**

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



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

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

37.1. The Board of Directors shall appoint at least 01 person to perform duties of the Person in charge of corporate governance. The person in charge of corporate governance may concurrently hold the position of the Company Secretary in accordance with the provisions of Clause 15, Article 156 of the Law on Enterprises 2020.

37.2. The person in charge of corporate governance must be a knowledgeable person who does not concurrently work for any independent auditing firms that are implementing the audit of the Company's financial statements.

37.3. The person in charge of corporate governance has the following roles and responsibilities :

- (a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- (b) Prepare for meetings of the Board of Directors, Board of Supervisors and the General Meeting of Shareholders per requested;
- (c) Advise on the meeting procedures;
- (d) Attend meetings;
- (e) Advise on procedures for establishing Resolutions of the Board of Directors in accordance with the laws;
- (f) Provide financial information, copies of meeting minutes of the Board of Directors and other information for board members and Supervisors;
- (g) Monitor and report to the Board on information disclosure of the company;
- (h) Keep confidentiality of information in accordance with the provisions of laws and the Company Charter;
- (i) Other rights and obligations in accordance with the laws and the Company Charter.

37.4. The General Meeting of Shareholders authorizes the Board of Directors to consider and issue specific regulations on the standards of persons in charge of corporate governance, the appointment procedure, the dismissal and removal as well as the information disclosure on appointment and dismissal.”



## MANAGEMENT APPARATUS

### **Article 38. The organization of the management apparatus**

38.1 The management system of the Company shall ensure the apparatus that is responsible to the Board of Directors and under the leadership of the Board of Directors. The management apparatus of the Company, headed by the Board of Management, consists of one (01) Chief Executive Officer, Executive Vice Presidents, a Chief Accountant, executives and other positions appointed by the Board from time to time.

38.2 Board of Management members shall be appointed by the Board of Directors, and, as the case may be, assigned, removed or dismissed by the Chairman in accordance with the provisions of the Company Charter and the Regulations. They oversee the day-to-day business affairs of the Company and the Corporation under the direction of the Board of Directors and under the leadership of the Chief Executive Officer.

38.3 The Board of Management will consist of the following permanent members:

- (a) Chief Executive Officer;
- (b) Executive Vice Presidents;
- (c) Chief accountant; and
- (d) Other executives who are leaders, operating and being directly responsible for professional fields (e.g., Chief Financial Officer, Chief HR Officer, Chief Quality Administration Officer, etc...). Those have the whole and direct responsibilities to the Chief Executive Officer and the Board of Directors for all matters relating to the assigned professional fields. If any function is subdivided and executed by multiple divisions, departments and sections, the head of such divisions, departments and sections shall be subject to the direction and administration of the respective executives and shall report directly to the respective executives on the operation of the divisions, departments, sections they are in charge of.

38.4 The Board appoints a member of the Board of Directors or another person as the Chief Executive Officer; signing contracts which stipulate salary, remuneration, benefits and other related provisions. Information about salaries, remunerations and benefits of the Chief Executive Officer and other executives must be reported to the Annual General Meeting of Shareholders, Financial statement and stated in the Annual Report of the Company.

38.5 The tenure of the Chief Executive Officer, the Executive Vice Presidents and the Chief Accountant shall be three (03) years and may be reappointed. Appointment may be terminated in accordance with the provisions of the labor contract. The Chief Executive Officer, the Executive Vice Presidents and the Chief Accountant must not be the persons prohibited from holding such positions.

38.6 The salary, remuneration, benefits and other terms of the labor contract for senior managers shall be determined by the Board of Directors on the basis of the proposal of the Chairman and



the PRC. Contracts with other executives and senior staff are decided by the Chairman of the Board based on the advice of the PRC and the Chief Executive Officer.

38.7 The Executive Vice Presidents and professional executives may be responsible for a part of the business activities of the Company depending on the arrangement, authorization of the Chief Executive Officer or the direct assignment of the Board of Directors. When appointed by the Chairman, an Executive Vice President may be acting on behalf of the Chief Executive Officer of the Company to work with partners and the State whenever the Chief Executive Officer is absent or unable to exercise his/her powers for any reason. In the event that the Chief Executive Officer loses the capacity to exercise his/her powers, the Chairman may temporarily appoint an Executive Vice President to act as the temporary CEO until the Chief Executive Officer is able to take back position. This temporary appointment should be submitted to the Board of Directors for approval at the latest Board meeting.

#### **Article 39. Working principles of the Board of Management**

39.1 The Board of Management, under the leadership of the Chief Executive Officer, operates independently according to the roles and responsibilities prescribed in the Law on Enterprises, relevant laws, the Company Charter and relevant regulations, being responsible directly to the Board of Directors for all activities.

39.2 The Chief Executive Officer is the legal representative of the Company and is responsible for managing all daily operations of the Company in accordance with the laws, the Company Charter, resolutions and decisions of the Board of Directors, decisions and directions of the Chairman.

39.3 Persons elected to the position of Chief Executive Officer and other Managers are responsible for receiving the handover and taking over immediately the affairs according to the elected positions. Persons who are dismissed or discharged shall be responsible for handing over the work to newly appointed persons or to the remaining members of the Board of Management (if the replacement has not yet been appointed) within the time limit of five (5) working days from the date the dismissal or removal decision takes effect. Concurrently, he/she must bear personal responsibility for all duties performed during his/her term of office.

#### **Article 40. Functions, roles and responsibilities of the Board of Management**

- (a) Implement the resolutions of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board.
- (b) Supervise and evaluate professional executives and other managers.
- (c) Propose strategies and implement strategies and business plans approved by the competent authorities in accordance with the Regulations.
- (d) Consider, propose and implement approved investment projects;
- (e) Develop the business plan of the Company and the Corporation for the next three years to submit to the Board for review and approval every year.



- (f) Develop annual work plans and budgets for the Company and the Corporation.
- (g) Implement the above-mentioned 03-year business plan as well as the annual work plan and budget of the Company and the Corporation after being approved by the Board of Directors.
- (h) Carry out the duties assigned by the Board of Directors, the Chairman and transactions within the scope of ordinary business operations of the Company and the Corporation.
- (i) Propose and implement financial action objectives and action plans which are or have been approved by the competent authority in accordance with the Regulations or within its competence.
- (j) Identify and manage the types of risks encountered by the Company and the Corporation in the course of its business.
- (k) Develop, maintain and periodically review the financial control system, financial procedures and processes of the Company and the Corporation within the authority of the Board of Management and the Chief Executive Officer; Monitor the compliance, in particular, financial control measures applicable to the preparation of financial statements and information disclosures.
- (l) Supervise and direct the daily business operations of the enterprises in the Corporation in accordance with the resolutions, decisions and orientations of the General Meeting of Shareholders, the Board of Directors and the Chairman.
- (m) Perform other functions as required by laws and the corporate governance system.

**Article 41. Roles and Responsibilities of the Chief Executive Officer**

41.1 The Chief Executive Officer is the legal representative of the Company and is responsible for managing all daily operations of the Company and the Corporation in accordance with the laws, the Company Charter, resolutions and decisions of the Board of Directors, decisions and directions of the Chairman.

41.2. The Chief Executive Officer, on behalf of the Board of Management, shall decide on matters related to the daily business operation of the Company and the Corporation, except matters under the authority of the General Meeting of Shareholders, the Board of Directors, the Chairman, committees of the Board of Directors and others.

41.3 In addition to the roles and responsibilities stipulated in the Company Charter and other regulations, the Chief Executive Officer shall have the following rights and duties:

- (a) Be responsible for the management and direction of the Board of Management in daily affairs;
- (b) Act on behalf of the Board of Management in the adoption and promulgation of functional processes of the Company and the Corporation, procedures relating to the business operations and daily tasks of the Company and the Corporation;



- (c) Be responsible for implementing the decisions of the Board of Directors and the Chairman;
- (d) Be responsible for implementing business and investment plans of the Company and the Corporation;
- (e) Assign duties by permanent members of the Board of Management.
- (f) Have the right to reserve their opinion in the General Meeting of Shareholders when being vetoed or disapproved;
- (g) Have the right to recruit and sign the decision on recruitment, appointment and dismissal of the remaining positions in the Company which are not under the authority of the Board of Directors or the Chairman, but must conform to the organizational structure approved by the competent authority according to the Regulations;
- (h) Have the right to propose to the Chairman to approve the appointment, dismissal or rotation of the Chief Executive Officer, Executive Vice Presidents (or equivalent), Chief Accountant of the subsidiaries after consulting PRC and respective managers, as well as the Representatives for the capital contribution at such subsidiaries.
- (i) Recommend to the Chairman of the Board the number and types of Managers to be recruited by the Company for review by BOD in order to carry out good management activities; and advise the Board to decide the salary, remuneration, benefits and other terms of the employee's labor contract;
- (j) Have the right to decide on salary grades and levels, bonuses and allowances of officials and employees in accordance with the employee levels, the Regulations on Salary and Internal Regulations of the Company issued by the Board, within the authority to recruit, appoint and dismiss of the Chief Executive Officer;
- (k) Recommend the organizational structure and internal management regulations of the Company and the Corporation;
- (l) Sign decisions, directives and documents relating to day-to-day business operations of the Company and the Corporation which are under the authority of the Chief Executive Officer prescribed in the Company Charter and the Regulations;
- (m) Carry out periodic and extraordinary reporting (per required by the BOD, the Chairman or the Board of Supervisors) relating to the business performance of the Company and the Corporation in accordance with the Company Charter and the Regulations;
- (n) Coordinate the audit of the annual financial statements of the Company and the Corporation;
- (o) Sign the trading, business and procurement contracts for the Company under the authority of the Chief Executive Officer in accordance with the Company Charter, the Financial Regulation and the Regulations on the delegation of authority and financial



approval of the Company. Specifically:

- (i) Sign short-term loan contracts; Other loan contracts approved by competent authorities according to the Regulations;
- (ii) Decide on the investment in fixed assets and equipment on the basis of the annual procurement plan approved by the competent authority, which is in accordance with the Regulations and other regulations on procurement, in order to ensure the highest benefits for the Company;
- (iii) Decide on the liquidation or sales of fixed assets which have been fully depreciated or whose fixed assets have not yet been fully depreciated that remain less than 10% the original price recorded in the latest financial statement of the Company;
- (iv) Approve operating expenses of the Company in accordance with the budget plan approved by the competent authority in accordance with the Regulations.

(p) Exercise other rights and duties as directed by the Board of Directors and the Chairman

41.4 In case of absence for more than 15 days, the Chief Executive Officer shall authorize one or several members of the Board of Management to perform the executive work on behalf and report to the Chairman on time and reasons for the absence, the replacement or authorized representatives.

41.5 General Meeting authorizes the BOD to stipulate provisions of cases which Chief Executive Officer and the Board of Supervisors propose to convene the Board Meeting and issues seeking for approvals in compliance with the Company Charter, Law on Enterprises and the current provisions of laws.

#### **Article 42. Roles and Responsibilities of Executive Vice Presidents**

Apart from the roles and responsibilities prescribed in the Company Charter and other regulations, the Executive Vice Presidents shall have the following rights and tasks:

- (a) Advise and assist the Chairman and the Chief Executive Officer in directing and managing the operations of the Company and the Corporation;
- (b) Perform the duties assigned by the Board of Directors, the Chairman and the Chief Executive Officer;
- (c) Be responsible for administering and managing the assigned tasks or fields on behalf of the Chief Executive Officer;
- (d) Carry out periodical or extraordinary reporting regimes at the request of the Chief Executive Officer for the assigned tasks and domains;
- (e) Propose opinions and measures to deal with matters related to the assigned tasks and suggestions for solving other tasks related to the operation of the Company and the Corporation;



- (f) When being authorized to act as a temporary Chief Executive Officer, the Executive Vice President shall be solely responsible to the Board of Directors, the General Meeting of Shareholders and the State for their decisions within the authorized time and be responsible for reporting the CEO issues that have been resolved during his/her absence.

**Article 43. Working regime**

43.1 The Board of Management shall work on a collective basis, conducting weekly or extraordinary meetings to determine matters within its mandate and authority.

43.2 The Board of Management shall conduct weekly meetings with executives of subsidiaries in the Corporation.

43.3 The CEO chairs and decides issues raised during the Board of Management meeting.

**Chapter IX**

**Chapter X**

**COOPERATIVE RELATIONSHIPS BETWEEN THE BOARD OF DIRECTORS AND  
OTHER DEPARTMENTS OF THE COMPANY**

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

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

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

44.3 When receiving the inspection reports or general reports after the inspection of the Board of Supervisors, the Board of Directors must consider and direct the Chief Executive Officer to coordinate to develop of the consolidation and reorganization plan. The Board of Directors should take measures to strictly deal with the units and individuals involved in the attitude of avoiding, stagnating or refusing to correct the mistakes after inspection and supervision of the Board of Supervisors.

44.4 Quarterly, the Chairman and the Head of the Board of Supervisors hold a general meeting to discuss issues under the authority of the Board of Directors, the Supervisory Board and the Board of Management.

44.5 For the annual assessment for awarding and disciplining of Supervisors: the BOD holds annual meetings to evaluate the personal performance of each Supervisors. Based on the assessment, BOD shall propose awards and disciplines (if applicable) for the General Meeting of Shareholders to approve.



## **Article 45. Cooperative relationship between the Board of Directors and the Board of Management**

45.1. The Chief Executive Officer is appointed, dismissed, rewarded, disciplined by the Board of Directors; responsible to the Board of Directors and take legal responsibility for managing all aspects of the operations of the Company.

45.2 The Board of Management, under the leadership of the CEO, is responsible for implementing the resolutions and decisions of the Board of Directors and the Chairman. In the case of discovering potentially detrimental issues for the Company and the Corporation, the Chief Executive Officer shall report to the Board of Directors to adjust the resolutions or decisions. If the Board does not make adjustments, the Chief Executive Officer must still comply with but having the right to preserve his/her opinions at the General Meeting of Shareholders.

45.3 Beside the tasks under the authority of the Board of Directors and the Chairman, the Board of Management under the leadership of the Chief Executive Officer has the right to decide on production and business operations of the Company and the Corporation. The BOM may determine measures beyond its authority in the event of emergency cases (natural disasters, wartime, fire disasters and other force majeure events) or in order to take advantage of business opportunities, but the Chief Executive Officer shall be personally responsible for such decisions and shall at the same time report immediately to the Chairman and the Board on such decisions.

45.4 The Chairman may invite members of the Board of Management to attend the meetings of the Board. Chairman of committees of the Board may invite members of the Board of Management to attend the respective committee meetings as necessary.

45.5 The Chief Executive Officer shall hold weekly meetings with the Chairman on the matters of corporate governance of the Company and the Corporation. The Chairman has the right to request meetings with the Board of Management to review, evaluate and comment on the Board of Management's operations.

45.6 In addition, the Chief Executive Officer shall proactively keep updated information on the overall performance of the Company and the Corporation, reporting issues and problems to the Chairman and recommending solutions for the Board of Directors. The Chairman of the Board of Directors should listen to the opinions of the Chief Executive Officer with respect, convening the meetings of the Board of Directors to consider and decide on solutions for difficulties of the Company and the Corporation, empowering the Chief Executive Officer to obtain effective production and business results.

45.7 BOD members are entitled but not required to attend monthly meetings or specialized meetings of the Board of Management, but shall be responsible for protecting strictly the business confidential information of the Company. Members of the Board of Directors must regularly grasp information about subsidiaries and associates of the Company to well perform the management roles. Regularly and timely consider recommendations on issues under the authority of the Board of Directors.



45.8 The Chief Executive Officer shall send the corporate governance report (in the form prescribed by the Chairman) on the business and financial status of the Company and the Corporation to the Board of Directors and the Chairman as follows:

- Monthly report: The Chief Executive Officer sends Board members a monthly report within the first 10 working days of each month (unless justifiable cases accepted by the Chairman) in which demonstrates the monthly business results of the Company and the Corporation based on the accounting figures of the Company and the Corporation in the preceding month.
- Quarterly report: The Chief Executive Officer sends a quarterly report to the Board at least 14 working days prior to the quarterly meeting of the Board of Directors.

45.9 For the annual assessment for awarding and disciplining of Director (Chief Executive Officer) and other executives: The BOD holds annual meetings to evaluate the performance of each member. Based on the assessment, the BOD shall give awards and disciplines (if applicable) for submitting to General Meeting of Shareholders for approval.

#### **Article 46. Relationship between the Board of Directors, shareholders and investors**

46.1 The Chairman, members of the Board of Directors and the Chief Executive Officer of the Company shall establish and maintain close relationship with shareholders and investors of the Company; fully implementing the contents of the Company Charter relating to shareholders and ensuring the annual business performance of the Company for the benefits of shareholders.

46.2 The Chairman, the members of the Board of Directors, the Chief Executive Officer should timely and transparently handle shareholders' proposals; It is necessary to explain clearly and consistently the questions of shareholders and to thoroughly resolve the complaints of shareholders (if any) in order to maintain and maintain good relations between the Board of Directors and the shareholders of the Company.

### **Chapter XI**

#### **RELATIONSHIPS BETWEEN THE COMPANY AND ITS SUBSIDIARIES AND ASSOCIATES**

#### **Article 47. Management of the Company's capital invested in other enterprises**

Capital invested by the Company in other enterprises includes:

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



**Article 48. Rights and obligations of the Company in capital investment management in other enterprises**

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

- (a) Prepare and approve the plans and strategies for the establishment and dissolution of subsidiaries, invest in and divest from other enterprises, or actively arrange appropriate investment capital sources according to the orientations and investment strategies of the Company;
- (b) Decide on investment, capital contribution, control and supervision of investment and divestment; increase or decrease in the investment and contributed capitals in accordance with the relevant laws and the Charter of the enterprise with the capital contribution of the Company.
- (c) If applicable, decide:
  - (i) to appoint, change or dismiss the authorized representative or the representative of the Company's capital contribution; introduce them to nominate to the Board of Directors, the Members' Council, the Board of Management, the Board of Supervisors, in accordance with the Company Charter and relevant laws in Vietnam and abroad;
  - (ii) on rewards, disciplines and responsibility allowances for the representatives of the Company's capital contribution who take roles in the Board of Directors, the Members' Council, the Board of Management, the Board of Supervisors of related companies; and
  - (iii) on salaries, bonuses and other benefits to the representatives of Company's capital contribution for their performance at such related companies, except for those who have been paid by such companies in accordance with the laws if the Board of Directors of the Company has no other decision.
- (d) Assign tasks, supervise the performance of tasks and request the representatives of the Company's capital contribution in other companies to:
  - (i) Complete the targets and tasks entrusted by the Company;
  - (ii) Make periodical or extraordinary reports on the financial situation, business results and other contents of related companies;
  - (iii) Report on important issues, projects and contracts of great value to related companies for guidance before voting or deciding;
  - (iv) Report on the use of shares, capital equity, markets, know-hows to serve the development orientation and objectives of the Company; and
  - (v) Carry out other tasks and undertakings which the Company may request on a point-by-point basis.



- (e) Regulate and direct the operation of subsidiaries and associates in close cooperation in accordance with the Company's orientations and strategies, developing sustainable and rational connections among members of the Company;
- (f) Resolve the recommendations of the representatives of the Company's capital contribution in other enterprises;
- (g) Supervise and control the use of the Company's capital contribution and be responsible for its efficiency; take measures to preserve and develop the investment capital; take profits and risks from the capital contribution in other enterprises. The amount of received capital, including dividends, is decided to serve the business objectives of the Company in relation to the Company's plans and strategies; and
- (h) Inspect and supervise the activities of the representatives, detect any shortcomings or weaknesses of the representative to prevent and rectify it in time;
- (i) Exercise other rights and obligations stipulated by the General Meeting of Shareholders or the laws.

**Article 49. Relationships between the Company and its associates**

Associates perform dependent accounting and are under the organizational structure of the Company, perform decentralization regime of business activities, organization and management of personnel, reports ... according to the regulations on organization and operation of the associates built by the Chief Executive Officer and submitted to the Board of Directors for approval. The Company is responsible for the financial obligations incurred by its associates.

**Article 50. Relationship between the Company and its subsidiaries holds 100% of charter capital by the Company**

50.1 The Company is the owner of its Subsidiaries which are held 100% charter capital by the Company, or the Company and its subsidiaries, or their related person (hereinafter referred to as Subsidiaries).

50.2 In addition to the other rights and obligations stipulated in Article 48 of the Regulations and other provisions of the Charter and the Regulations, the rights and obligations of the Company in respect of the Subsidiaries which are held 100% charter capital by the Company, include:

- (a) Deciding on the contents of the Charter, amend and supplement the Charter, significant regulations and operational procedures of the Subsidiary;
- (b) Deciding on short-term and long-term plans, directions and strategies, annual and quarterly operating budgets and targets of the Subsidiary in line with the Company's strategies;
- (c) Regional and business sector planning of the Subsidiary in line with the Company and other mutual strategies of the Company and subsidiaries;



- (d) Deciding on the transfer of capital, assets, personnel and other resources among its subsidiaries and associates;
- (e) Deciding on the organizational structure of the Subsidiary; the appointments, dismissals, discharges, rewards, disciplines, allowances and benefits for members of Board of Directors, Board of Supervisors and management positions of the Subsidiary. The decisions on the leadership of the Subsidiary must be decided by the Board of Directors of the Subsidiary and approved by the Company on each case;
- (f) Deciding on investment projects valued equal to or greater than 20% of the total value of assets recorded in the most recent financial statements of the Subsidiary or a smaller percentage as stipulated in the Charter of the Subsidiary;
- (g) Deciding on solutions for market development, marketing and technology in line with the Company's overall orientations;
- (h) Approving loans, lending contract and other contracts as prescribed by the Charter of the Subsidiary with the value equal to or greater than 20% of the total value of assets recorded in the latest financial statement of the Subsidiary or a smaller percentage as stipulated in the Charter of the Subsidiary;
- (i) Deciding to sell the asset with the value of equal to or greater than 20% of the total value of the assets recorded in the most recent financial statement of the Subsidiary or a smaller percentage as stipulated in the Charter of the Subsidiary;
- (j) Deciding to increase the charter capital of the Subsidiary; transfer a part or whole of the charter capital of the Subsidiary to another organization or individual;
- (k) Deciding to establish a subsidiary, contribute capital to other companies of the Subsidiary;
- (l) Monitoring and evaluating business activities of the Subsidiary; rectifying all aspects of the Subsidiaries at any time if necessary to ensure that the Subsidiaries operate in accordance with the strategy and orientation of the Company and such Subsidiary approved by the Company;
- (m) Deciding to use the profits after fulfilling the tax obligations and other financial obligations of the Subsidiary; Receive profits and bear the risks in accordance with the capital contribution proportion of the Company in the Subsidiary;
- (n) Deciding to reorganize, dissolve and require bankruptcy of the Subsidiary;
- (o) Recovering the entire value of the Subsidiary's assets after the Subsidiary has been dissolved or went bankrupt, except for the payments as prescribed by laws;
- (p) Using the Company's commercial name, logo, slogan and trademark in business and other activities in accordance with the Company's criteria. However, the use of the Company's name, logo, slogan and trademark must be approved in writing by the Board



of Directors of the Company;

- (q) Inspecting, urging and supervising the Subsidiaries and leaders of the Subsidiaries to comply with the Company's decisions; applying sanction measures to the Subsidiaries and individuals who are not in compliance with the Company's decisions or fail to fulfill the tasks assigned by the Company; and
- (r) Other rights stipulated in the Charter of the Subsidiary which are not inconsistent with the Resolutions.

**Article 51. Relationship between the Company and the Subsidiaries with dominant shares or capital contribution**

51.1 The Company is the owner of its capital contribution in the dominated companies. The dominated companies are understood as:

- (a) Companies with from 51% of charter capital (for companies in which the Charter stipulating the dominant rate of 51% of shares or more) or 65% of charter capital (for companies in which the Charter stipulating the dominant rate of 65% of shares or more) as the shares or capital contribution of the Company or the Company and its subsidiaries; or
- (b) Companies with less than 51% of charter capital (for companies in which the Charter stipulating the dominant rate of 51% of shares or more) or less than 65% of charter capital (for companies in which the Charter stipulating the dominant rate of 65% of shares or more) as the shares or capital contribution of the Company or the Company and its subsidiaries; but being governed by the Company with at least one of the following elements: (i) determine the Charter; (ii) control the Board of Directors and the decision-making procedures of the BOD of the dominated companies; (iii) appoint, remove or dismiss key management positions in accordance with the Charter of dominated companies and in accordance with the laws.

51.2 In addition to the rights and obligations stipulated in Article 48 of the Regulations, the Company shall have the right to govern the dominated companies through the representatives of the capital contribution in accordance with the Charter of such companies. The Charter, the Shareholder Agreement or the Joint Venture Agreement with other shareholders, or agreements with the dominated companies are affected by (but not limited to) the following issues:

- (a) Exercise the rights and obligations of shareholders, capital contributors and joint ventures through their representatives at the dominated Subsidiaries according to the laws and regulations of the Company and the Charter of the dominated companies;
- (b) Appoint, dismiss, reward, discipline, determine the level of allowances and benefits of the Representative of the Company's capital contribution in the dominated companies and management levels which the Company is entitled to appoint;
- (c) Through the Representative of their capital, exercise as much as possible the rights and obligations stipulated in Article 41 of the Regulations which the Company may exercise



in accordance with the provisions of the Charter of the dominated companies, the Agreement between shareholders or the Joint Venture Agreement with the remaining shareholders as by laws;

- (d) Get profits and bear risks in accordance with the Company's capital contribution in the dominated companies;
- (e) Supervise and control the use of the Company's capital contribution in the dominated companies;
- (f) Be responsible for the efficiency of the use, preservation and development of the Company's capital contribution in the dominated companies.

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

52.1 The Company exercises its rights and obligations in relation to its Associates in accordance with the laws, the Company Charter and the Charter of its Associates through the Representatives of the Company's capital contribution. For the purposes of this Article, Associates are understood to be companies in which the Company has shares and equity capital not in a dominated percentage. Associates bound on rights and obligations to the Company based on the proportion of its capital contribution or the agreement in the joint venture or capital contribution contracts signed by the Company.

52.2 The Company has relations with its Associates through agreements on strategic business orientation; researches and development of new projects or products; business linkages or cooperating among the Subsidiaries and Associates.

52.3 The use of the Company's common trademark in activities with Associates shall be effected only when approved by the Board of Directors, without prejudice to the Company's reputation and trademark, diluting the use of trademarks, or using brand names out of the Company's directions.

#### **Article 53. Relationship between the Company and its subsidiaries in foreign countries**

53.1 Subsidiaries in foreign countries of the Company include companies in which the Company holds more than 50% of charter capital or another proportion in accordance with the laws of the local country and the Charter of such company is sufficient for the company to achieve the governing power over this company; be established and operated in accordance with the laws of the local country and the Company Charter.

53.2. The company shall exercise the rights and obligations of the owner, shareholder or capital contributor to the company in accordance with the laws of the local country, the international treaties, the agreements concluded between the Government at the local country and the Vietnam Government, the Company Charter and the Charter of such subsidiaries.



**Article 54. Criteria and conditions of the Representative of the Company's capital contribution in other enterprises**

54.1 Representative of the Company's capital contribution in other enterprises must fully meet the following criteria and conditions:

- (a) Have the necessary, appropriate qualifications and skills relevant to an invested enterprises of the Company;
- (b) Have good health and attitudes;
- (c) Understanding of law, having sense of law observance; and
- (d) Other conditions as prescribed by the Company and the laws from time to time;

54.2 Representatives nominated for management and executive positions at the enterprises with the capital contribution of the Company must meet the criteria and conditions prescribed by laws and the Charter of such enterprises.

**Article 55. Rights and obligations of the Representative of the Company's capital contribution in other enterprises**

In addition to the rights and obligations stipulated in the Resolutions and other relevant legal documents, the Representatives of the Company's capital contribution in other companies and enterprises shall have the following rights and obligations:

- (a) Represent the Company fully in all duties and powers of shareholders, capital contributors, joint venture partners in the enterprise with the Company's capital contribution;
- (b) Participate in the self-nomination or nominate candidates of the Company into the management apparatus of the enterprise in which the Company contributes capital in accordance with the Charter of such company and the Company's direction;
- (c) Implement the regime of periodical reporting to the Company on the implementation of the plan for business co-operation and operation results of Subsidiaries and Associates, the efficiency of the use of the Company's capital contribution and the extraordinary reports on the occurrence of significant events affecting the business activities of the Subsidiaries, Associates or high-value transactions that the Charter of the Subsidiaries, Associates require the approval of shareholders or members of the Board of Directors (in the case if the Company designates such member of the Board of Directors) of the company.
- (d) Where the representatives of the capital contribution fail to comply with the reporting regime as prescribed, taking advantage of the right to be irresponsible and causing damage to the Company, they shall be responsible for compensating and other legal obligations as prescribed by laws;
- (e) Prior to voting at the General Meeting of Shareholders, the meeting of the Board of



Directors or the Members' Council of the companies with the Company's capital contribution, the representatives may seek the Company for reviewing important (but not limited to) issues such as development strategies, long-term and annual business plans; key personnel; amending and supplementing the Charter; the charter capital increase or decrease; dividend payment; selling property; mobilizing capital with great value which should be voted by shareholders or capital contributors. If there are several persons represented the Company to join the Board of Directors, or the Members' Council of the invested companies, the person with the main responsibility appointed by the Company shall preside over the discussion, achieve mutual agreement and ask for comment on the important issues of such companies before voting; and

- (f) Be responsible to the Company's Board of Directors for the efficiency of the use of the Company's capital contribution in the companies in which they were appointed as the representatives and other duties entrusted to themselves by the Board from time to time;

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

56.1 The Company must report to the State Securities Committee and the Securities and Exchange Committee. It must disclose information relating to its organizational structure in accordance with Article 137 of the Law on Enterprises 2020. If there is any change in the organizational structure, the Company must report to the State Securities Committee and the Securities and Exchange Committee as well as publish such information within 24 hours since the General Meeting of Shareholders has issued an approval for the change.

56.2 The Company shall develop and promulgate regulations on information disclosure in accordance with the Law on Securities and its guiding documents. The Company must assign at least one employee to be in charge of information disclosure.”

### **Chapter XII**

#### **IMPLEMENTING PROVISIONS**

#### **Article 57. Violation settlement**

57.1 The Board of Directors, members of the Board of Directors, Chief Executive Officer and other related individuals shall be responsible for compliance and full implementation of the provisions of the Regulations.

57.2 Individuals who violate the Regulations shall be treated in accordance with the provisions of laws and the Company. For violating members of Board of Directors are subject to be reviewed by the Board of Directors or considered at the nearest General Meeting of Shareholders to decide on the types of treatment depending on the seriousness and characteristics of the violation. In the event of a violation caused by intentional damage, the Board member shall be liable to indemnify the Company, shareholders and related organizations and individuals for damages.



## **Article 58. Authority for amendment and supplement of the Regulations**

The General Meeting of Shareholders has full power of amending and supplementing the Regulations on the basis of the proposal of the Board of Directors or with the amendment of the laws on contents related to the provisions of the Regulations.

## **Article 59. Enforcement effect**

59.1 The Regulations comes into effect from the date of approval by the General Meeting of Shareholders and issued by the BOD Chairman on behalf of the Board. The Regulations supersedes **the Corporate Governance Regulations of FPT Corporation** (attached to the Resolution No. **01.03 -2018/NQ-HDQT-FPT** dated **March 09 2018** of the Board of Directors).

59.2 The contents not yet stipulated in the Regulations shall be applied in accordance with the provisions of the Company Charter, legal regulations and other related regulations.

59.3 In the course of implementation, the Company will review and amend the contents of the Regulations to suit the actual needs and meet the business operation requirement of the Company in each period./.

### **Attn:**

- *Members of the BOD;*
- *Board of Management;*
- *Board of Supervisors;*
- *Achieved in the Chairman Office*

**ON BEHALF OF THE BOARD OF DIRECTORS**



**CHAIRMAN**

**Truong Gia Binh**