

No: /TTr-DHDCD

Ho Chi Minh City, April....., 2021

DRAFT

PROPOSAL
Approving the Internal Regulation on management of
PetroVietnam Oil Corporation-JSC

To: Annual General Meeting of Shareholders of PetroVietnam Oil Corporation-JSC

Recently, the National Assembly and state agencies have issued documents related to the activities of enterprises as follows:

- Law on Enterprises No.59/2020/QH14 issued on June 17, 2020;
- Law on Securities No.54/2019/QH14 issued on November 26, 2019;
- Decree No.155/2020/ND-CP issued on December 31, 2020 detail regulating the implement some provisions of the Law on Securities;
- Circular No.116/2020 /TT-BTC issued by the Ministry of Finance on December 31, 2020 guiding some provisions on corporate governance that applicable for the public companies, including charter form of public companies; forms of internal regulations on management, operation regulations of the Board of Management and Regulations on operation of the Board of Supervisors.

In order the Internal Regulation on management of PetroVietnam Oil Corporation-JSC are appropriate with these above documents, The Board of Management of the Corporation respectfully presents to the Annual General Meeting of Shareholders (AGM) for consideration and approval the Internal Regulation on management of PetroVietnam Oil Corporation-JSC.

(Details of draft document as attached)

Sincerely Yours,

Recipients:

- As above;
- Board of Supervisors;
- For archive, BOM.

**ON BEHALF OF THE BOM
CHAIRMAN**

Cao Hoai Duong

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

**INTERNAL REGULATION ON CORPORATE
GOVERNANCE OF PETROVIETNAM OIL CORPORATION - JSC**

Ho Chi Minh City, April..... ,2021

Page _____ of _____ 1

INTERNAL REGULATION ON CORPORATE GOVERNANCE
PetroVietnam Oil Corporation - Joint Stock Company (PVOIL)
(Issued under Resolution No.../NQ-ĐHĐCĐ dated April... 2021 of the General Meeting of Shareholders of PetroVietnam Oil Corporation – JSC)

Chapter I
GENERAL PROVISIONS

Article 1. Scope of application

This Regulation, which governs the governance of the PetroVietnam Oil Corporation-JSC, covers the following contents:

1. Roles, rights and obligations of the General Meeting of Shareholders, the Board of Management, President & CEO;
2. Process and procedure of the General Meeting of Shareholders;
3. Nomination, self-nomination, election, dismissal and removal of members of the Board of Management;
4. Process and procedure for organizing meetings of the Board of Management;
5. Nomination, self-nomination, election, dismissal and removal of member of the Board of Supervisors;
6. Process and procedure for selection, appointment and removal of the Corporation's Executive Officers;
7. Coordination among the Board of Management, Board of Supervisors and President & CEO;
8. Performance evaluation, commendation and discipline of members of Board of Management, members of Board of Supervisors, President & CEO and other Executive Officers;
9. Process and procedure for selection, appointment and removal of the Administrator In-Charge of Management and appointment of the Corporation's information disclosure officer;
10. Prevention of conflicts of interest and transactions with parties having related interests in the Corporation;
11. Other related activities of PetroVietnam Oil Corporation-JSC.

Article 2. Subjects of application

Subjects of application of this Regulation include:

1. Board of Management, Board of Supervisors;
2. Executive Officers of the Corporation;
3. Other organizations and individuals related to the governance of the Corporation.

Article 3. Definition of Terminologies

The below terminologies and abbreviations are construed as follows:

1. Corporation: refers to the PetroVietnam Oil Corporation-JSC (PVOIL).
2. Administrator In-Charge of Management: is the person with responsibilities and authorities stipulated in Clause 4 Article 31 of the Corporation's Charter.
3. Executive Officers: include President & CEO, Vice President, Chief Accountant and other Executive Officers as stipulated in the Corporation's Charter.
4. Manager: refers to the person prescribed in Point h, Clause 1, Article 1 of the Corporation's Charter.
5. Related persons: are individuals or organizations prescribed in Clause 46, Article 4 of the Law on Securities.
6. Non-executive members of Board of Management: are members of the Board of Management that are not Executive Officers of the Corporation as stipulated in provisions of this Regulation.
7. Corporation's Charter: refers to the Charter of PetroVietnam Oil Corporation - JSC.
8. Law on Enterprises: is the Law on Enterprises No.59/2020/QH14 dated June 17, 2020.
9. Law on Securities: is the Law on Securities No.54/2019/QH14 dated November 26, 2019.
10. Online General Meeting: is the General Meeting of Shareholders held with the application of modern information technology solutions to transmit the sounds and/or images of the meeting, allowing shareholders in different locations to attend, monitor, discuss and vote on the issues of the meeting.
11. Traditional meeting: is the General Meeting of Shareholders whereby shareholders attend, discuss and vote in person on issues of the meeting at a certain place and not via the online method stipulated in Clause 10 in this Article.
12. Online system: is the application/software system/website used by the Corporation for the organization of the online General Meeting of Shareholders and/or electronic voting.
13. Electronic voting: is the voting conducted by the shareholder or the authorized representative of the shareholder at the General Meeting of Shareholders or during a collection of shareholders' written opinions via voting on Online system.
14. Traditional voting: is when shareholders or authorized representatives of shareholders participate in voting in person at the General Meeting of Shareholders or return opinion forms to the Corporation or in other forms stipulated in the Corporation's Charter and this Regulation other than electronic voting.
15. The abbreviations are construed as follows: GMS/General Meeting: General Meeting of Shareholders; BOM: Board of Management; BOS: Board of Supervisors.
16. In this Regulation, references to one or several provisions or legal documents shall encompass any amendment, supplement or replacement of such documents.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Article 4. Role, rights and obligations of the General Meeting of Shareholders

The role, rights and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Law on Enterprises and Article 13, Article 14 of the Corporation's Charter.

Article 5. Authority to convene the General Meeting of Shareholders

The authority to convene the General Meeting of Shareholders is stipulated in Clause 4, Article 13 and Clause 1, Article 17 of the Corporation's Charter.

Article 6. Preparation and notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders

1. The Corporation shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the date of final registration.

2. Pursuant to the decision to convene a General Meeting of Shareholders, Chairman of the Board of Management/ President & CEO of the Corporation shall announce the finalization of the list of shareholders and submit to Vietnam Securities Depository (VSD). As soon as Vietnam Securities Depository provides approval of the notice of the finalization of the list of shareholders, the notice of finalization of the list of shareholders shall be posted on the Corporation's website.

Article 7. Notice of General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must send notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the General Meeting of Shareholders (from the date on which the notice has been duly sent). The invitation must state the name, head office address, business code; shareholder's name and contact address, time and venue of the meeting and other requirements for meeting attendees.

2. The notice of the General Meeting of Shareholders shall be delivered to all shareholders by a secured method, and at the same time announced on the websites of the Corporation and the State Securities Commission, the Stock Exchange (in case the Corporation has been listed or registered to trade on the Stock Exchange).

Article 8. Agenda and contents of the General Meeting of Shareholders

1. Agenda of the General Meeting of Shareholders, and documents related to the issues subject to voting at the general meeting shall be delivered to shareholders or/and posted on the website of the Corporation and the Online system in case there is electronic voting. If documents are not enclosed with the notice of the General Meeting of Shareholders, the invitation must clearly specify the website address for shareholders to access, including:

- Meeting agenda and documents used in the meeting;
- List and details of candidates if members of the Board of Management and Supervisors are to be elected;
- Ballot;
- Proxy letter form (for reference);
- Draft resolution on each issue in the meeting agenda.

2. Supervisors or representatives of the Audit firm may be invited to the General Meeting of Shareholders to raise their opinions at the General Meeting of Shareholders on matters related to auditing.

3. Supplement to the General Meeting of Shareholders' agenda:

a) The shareholder or group of shareholders stipulated in clause 3, Article 11 of the Corporation's Charter shall have the right to propose issues to be included in the General Meeting of Shareholders' agenda.

- The proposal must be in writing and must be delivered to the Corporation at least three (03) working days before the opening date of the General Meeting of Shareholders.

- The proposal must clearly address the shareholder's full name, number of shares of each class such shareholder owns, and the issues proposed to be included in the meeting agenda.

b) The convener of the General Meeting of Shareholders shall have the right to refuse any proposal prescribed at Point a, Clause 3 of this Article in any of the following cases:

- The proposal is not delivered in accordance with Point a of this Clause.

- At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as stipulated in Clause 3, Article 11 of the Corporation's Charter.

- The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.

- Other cases in accordance with provisions of law and the Corporation's Charter.

c) In case the proposal is refused, the Board of Management must reply to the shareholders in writing at least 02 working days before the opening date of the General Meeting of Shareholders and clearly state the reason.

d) A shareholder or group of shareholders shall have the right to request the Board of Supervisors to work with the Board of Management if disagreed with the decision from the Board of Management on this matter.

đ) The shareholder or group of shareholders with approved proposal on supplementing the meeting agenda must provide the Chairman of the Board of Management with necessary documents for the General Meeting Committee to prepare, print and distribute to the attending shareholders for reference and discussion, and at the same time, prepare a draft resolution regarding this content.

e) The convener of the General Meeting of Shareholders must accept and include the proposals specified at Point a) of this Clause into the proposed agenda and content of the meeting, except for the cases specified at Point b) of this Clause; the proposal shall be officially included in the agenda and meeting content upon approval by the General Meeting of Shareholders.

Article 9. Registration and Authorization for General Meeting of Shareholders attendance

The General Meeting of Shareholders may be held as a traditional meeting or online meeting or a combination of both forms depending on the decision of the

convener of the General Meeting of Shareholders. Shareholders shall register to attend the General Meeting of Shareholders in accordance with the following provisions:

1. Before the opening date of the General Meeting of Shareholders:

For the organization of the meeting, shareholders may register to attend the General Meeting of Shareholders before the deadline stated in the Notice of the General Meeting of Shareholders. The registration mentioned in this Clause may include one of the following methods: registration in person, via phone, fax, mail or email to the Corporation, online registration. Specific registration methods shall be detailed in the invitation.

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

a) For traditional meeting and shareholders attending the meeting in person:

- Before the opening of the meeting, the Corporation shall carry out registration of shareholders and such registration shall continue until all presenting shareholders entitled to attend the meeting have registered. Shareholders or authorized representatives of shareholders registering to attend the meeting must present the invitation, Identification Card/ Passport/Military ID card and valid proxy letter.

- When registering shareholders, the Corporation shall issue voting cards to each shareholder or authorized representative with voting rights, which states the registration number, full name of shareholder, full name of the shareholder's authorized representative and number of votes such shareholder.

- Shareholders or authorized representatives who arrive after the opening of the meeting shall have the right to register immediately and then shall have the right to participate in voting at the meeting upon registration; Chairperson is not responsible for pausing the meeting to allow registration for late shareholders and the validity of the previously voted contents shall not change.

b) For the online meeting and shareholders only attending through Online system:

- Each shareholder shall be provided with an account and password to log in to the Online system. Shareholder's login account shall be encrypted to ensure the verification of shareholder status. The Corporation shall inform shareholders of the login account and password in the invitation.

- Shareholders who register to attend the meeting in the online form shall be verified for their eligibility to attend the General Meeting of Shareholders and be considered as present at the meeting if they have accurately and fully complied with the procedures and protocols of Online system to validate shareholder's status and attendance registration.

- Shareholders wishing to attend a meeting via Online system must meet the conditions specified at Point b, Clause 3, Article 12 of this Regulation and are obliged to:

+ Keep confidential the information related to the login account such as: full name, other identifiers (if any) of the login account and the login password to ensure that only the shareholder shall have the right to attend the meeting on Online system, except for the case when such information is provided for shareholder's authorized representative to attend the meeting. Shareholders shall be responsible for ensuring that the authorized representative complies with the provisions of this Clause same as the shareholders.

+ Take responsibility for all risks, disputes related to meeting attendance carried out by the shareholder' login account on Online system. Attendance at meeting and voting on Online system by username with correct password and/or other identifiers shall be automatically considered the shareholder's will.

+ Regularly update information such as phone number, contact address, email address in an accurate, sufficient, and truthful manner at the securities depository to ensure the receipt of the account notification and take full responsibility for the registered information.

c) For the General Meeting organized in combination of the forms specified at Points a) and b) of this Clause:

Shareholders attending the meeting in person shall perform the shareholder registration procedure as prescribed at Point a of this Clause.

- Shareholders who only attend meetings via Online system shall perform the shareholder registration procedure as prescribed at Point b of this Clause.

- In case shareholders have registered to attend the meeting via the Online system but still attend the meeting/authorize another to attend the meeting in person, the Corporation shall conduct shareholder registration as prescribed for shareholders attending the meeting in person.

3. Authorization to attend the General Meeting of Shareholders:

a) For authorization to attend traditional general meeting:

Shareholders unable to attend the General Meeting may authorize their representatives to attend, such authorization must be made in writing in accordance with civil law (refer to the form enclosed with the meeting invitation from the Corporation) and must fulfil the following requirements:

- If an individual shareholder is an authorizer, the proxy letter must be signed by such shareholder and the individual proxy or legal representative of the institutional proxy;

- If an institutional shareholder is an authorizer, the proxy letter must be signed by the authorized representative or legal representative of the institutional shareholder and the individual proxy or legal representative of the institutional proxy;

- In other cases, the proxy letter shall be signed by the legal representative of the shareholder and the proxy.

- The authorized representative to attend the General Meeting of Shareholders shall present the proxy letter prior to entering the meeting room.

- In cases where an attorney, on behalf of the authorizing person, signs the proxy letter, such authorization shall be considered valid only if such proxy letter is presented together with the power of attorney or a valid copy of such power of attorney (if such power of attorney has not been filed with the Corporation)

b) For authorization to attend the online meeting on the online system: Shareholders may authorize another person to attend the General Meeting online. Specific regulations on authorization shall be determined by the Board of Management and notified to shareholders along with the meeting documents.

Article 10. Conditions for conducting the General Meeting of Shareholders

Conditions for conducting General Meeting of Shareholders are specified in Article 18 of the Corporation's Charter.

Article 11. Forms of approving the resolutions of General Meeting of Shareholders

The General Meeting of Shareholders shall approve the resolutions under its authority by voting at the traditional meeting and/or the online meeting and/or collecting written opinions and/or other forms as prescribed by current law.

Article 12. Method of voting and vote counting at the General Meeting of Shareholders

1. Voting to approve contents at the General Meeting of Shareholders

a) Voting to approve the contents of the meeting procedures, including:

- Approving the meeting agenda;
- Approving the list of Vote Counting Committee;
- Approving regulations on election/vote counting;
- Approving the list of candidates;
- Approving the Minutes and resolutions of the meeting.

b) Voting to approve issues submitted to the General Meeting of Shareholders for decision, except for the election of members of Board of Management and the Board of Supervisors.

c) Voting to elect members of the Board of Management and the Board of Supervisors: The election of members of Board of Management and the Board of Supervisor shall be conducted through cumulative voting method, whereby each shareholder shall have the total number of votes corresponding to the total number of shares he/she owns multiplied by the number of members elected by the Board of Management or Board of Supervisors and shareholders are entitled to devote all or part of the total number of votes to one or several candidates. The elected members of the Board of Management or Board of Supervisors shall be determined based on the number of votes from high to low, starting from candidates with the highest number of votes until the required number of members is reached in accordance with the Corporation's Charter. If there are 02 or more candidates receiving equal numbers of votes for the last position of member of the Board of Management or Board of Supervisors, re-election shall be conducted among the candidates with equal votes or selection shall be made in accordance with the criteria specified at Regulation on election or the Corporation's Charter.

2. Method of voting:

For each form of traditional meeting or online meeting or the combination, shareholders may vote at the General Meeting of Shareholders by one of the following forms for each content subject to voting:

a) Traditional voting: voting in person at the General Meeting or authorizing another person or remote voting (via letter, fax, email);

b) Electronic voting: shall be available only when the convener of the General Meeting of Shareholders decides to apply and informs shareholders of this voting method.

To perform electronic voting, shareholders must meet the access and voting requirements on Online system by having an internet-connected device and performing shareholder authentication protocols (*computers, tablets, mobile phones, other electronic devices...*).

3. Voting at the General Meeting of Shareholders

a) Voting by traditional method for shareholders who attend/authorize another to attend the meeting in person:

- Voting on the contents of the meeting procedure specified at Point a, Clause 1 of this Article shall be conducted by shareholders raise voting cards and the results shall be determined by majority rule.

- Voting on the resolutions of the General Meeting of Shareholders specified at Point b, Clause 1 of this Article shall be conducted by ballots issued at the General Meeting of Shareholders according to the number of shares held by the shareholder, with "Agree", "Disagree" and "Abstained " options.

- Voting to elect members of the Board of Management and the Board of Supervisors as stipulated at Point c, Clause 1 of this Article shall be conducted via ballots issued at the General Meeting of Shareholders according to the number of shares held by the shareholder.

b) Electronic voting/other electronic voting forms:

- Each shareholder shall log in to the Online system through the login account provided at the meeting invitation and shall vote on Online system. Detailed guidance for the implementation of electronic voting shall be specified in the Regulation on organization of the General Meeting of Shareholders or User instruction of Online system.

When conducting electronic voting on Online system, shareholders must comply with the obligations specified at Point b, Clause 2, Article 9 of this Regulation.

- Shareholders shall exercise their right to vote via electronic voting on Online system as follows:

+ Voting on the contents of the meeting procedures and resolutions of the General Meeting of Shareholders as specified at Points a and b, Clause 1 of this Article: shareholders shall comply with the instructions in Voting section on Online system for each voting issue.

+ Regarding election of members of the Board of Management/Board of Supervisors specified at Point c, Clause 1 of this Article: shareholders shall comply with the instructions in the Election section on Online System for the election content.

- Shareholders may change the vote or carry out additional vote or election for the arising contents. Results of electronic voting/other electronic voting forms shall only record the final votes of the shareholders at the time the voting session ends, which is announced by the Vote Counting Committee at the General Meeting of Shareholders. From the time the voting session ends for each content subject to opinion by the General Meeting of Shareholders, Online system shall be locked and shareholders shall not be able to vote, elect for the locked content.

- The time at which shareholders may start accessing the online system to conduct electronic voting shall be determined by the Board of Management and notified to

shareholders with the meeting documents.

- Electronic voting may be completed before the General Meeting of Shareholders takes place and/or according to the proceedings of the General Meeting of Shareholders as decided by Board of Management.

- The authorization of electronic voting by shareholders (if any) shall comply with the provisions of Point b, Clause 3, Article 9 of this Regulation.

4. In case the Corporation organizes voting in several forms (traditional voting and electronic voting), shareholders may only choose one form of voting. In case a shareholder votes in both forms for the same voting content, the electronic vote shall prevail and traditional votes shall not be counted in voting results.

5. The specific form of voting shall comply with Regulations on organization and election of the General Meeting of Shareholders.

6. The Corporation shall research and apply modern information technology in order for shareholders to attend and raise their opinions at the General Meeting of Shareholders in the best conditions.

7. Counting votes:

a) The Vote Counting Committee shall count votes at the location where the General Meeting of Shareholders is held. The Vote Counting Committee shall have the right to use additional staff to count votes. Upon request of shareholders, the chairperson may invite a number of shareholders to represent and participate in monitoring the vote counting process.

b) The vote counting results shall be summarized as follows:

- At the time of vote counting, the Vote Counting Committee shall consolidate the traditional voting results and/or the electronic voting results to prepare the Minutes of Vote Counting and/or the Minutes of Election.

- The vote counting results shall be calculated by totaling the traditional voting results and/or electronic voting results.

Article 13. Conditions for the General Meeting of Shareholders' Resolution to be approved

Resolutions of the General Meeting of Shareholders shall be approved in accordance with the provisions of Article 20 of the Corporation's Charter.

Article 14. Announcement of vote counting results at the General Meeting of Shareholders

1. After the Vote Counting Committee completes vote counting, preparing the minutes and reporting to Chairperson of the meeting, Chairperson of the meeting shall invite the Vote Counting Committee to announce the results in the General Meeting of Shareholders.

2. Chairman, vote counters, and vote counting supervisors jointly take responsibility for the truthfulness and accuracy of the minutes of vote counting; and for damages from the decisions adopted by untruthful and inaccurate vote counting results.

Article 15. Preparation of minutes of the General Meeting of Shareholders

1. Secretary of the General Meeting of Shareholders shall be responsible for recording all proceedings of the meeting, preparing minutes, and submitting for the

General Meeting of Shareholders to approve. In addition, the meeting proceedings may be recorded or written and stored in other electronic forms.

2. The minutes shall be made in Vietnamese and may also be made in a foreign language. The minutes must include the contents specified in Article 22 of the Corporation's Charter. If there are any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.

3. The minutes of the General Meeting of Shareholders must be completed and passed by the end of the meeting.

4. Chairman and Secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of minutes.

5. Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registering to attend the meeting, authorization documents to attend the meeting and related documents must be archived at the Corporation's head office.

6. Minutes of the General Meeting of Shareholders is considered an authentic evidence of the works conducted in the General Meeting of Shareholders.

Article 16. Method of objecting to decisions of the General Meeting of Shareholders

1. Within 10 days of the disclosure of minutes of General Meeting of Shareholders, shareholders shall have the right to deliver to Chairperson of the meeting a written objection to any content of the minutes that shareholder deemed not truthfully reflecting the works carried out at the General Meeting of Shareholders. An objection must clearly state the reasons and evidences proving it.

2. The Chairperson of the General Meeting of Shareholders shall convene a meeting to consider the objections with the following members: Chairperson of the General Meeting of Shareholders, Secretary of the General meeting, representatives of the Vote Counting Committee, vote counting supervisor (if any), representative of the Shareholder Qualification Committee/Department, and a shareholder who does not hold any managerial position in the Corporation.

3. Minutes of the meeting to consider such objections must be recorded briefly on contents, reasons and evidences. The conclusion of the minutes must clearly state whether the objections are reasonable and sound, and draw final conclusion on the authenticity of the resolutions and decisions of the General Meeting of Shareholders as recorded in the minutes of General Meeting of Shareholders.

4. Based on the conclusion of the resolution meeting, the Chairperson shall deliver a written response/notice to shareholders who propose such objections.

Article 17. Disclosure of the minutes and resolutions of General Meeting of Shareholders

The minutes and resolutions General Meeting of Shareholders' Minutes, documents attached to the Minutes, Resolutions or Vote counting minutes (in case of collecting shareholders' written opinions) shall be disclosed on the website of the Corporation within twenty-four (24) hours from the closing of the meeting or delivered to all shareholders within 15 days from the closing of the meeting.

Article 18. General Meeting of Shareholders approving Resolutions by collecting written opinions

1. The purpose of collecting shareholders' written opinions is to quickly and promptly resolve problems that require approval of the General Meeting of Shareholders.

2. The authority, form, vote counting method, and disclosure of written voting results for passing decisions of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the Corporation's Charter.

3. Procedures of collecting shareholders' written opinions:

a) The Board of Management issues a resolution on the content requiring shareholders' written opinions. List of shareholders shall be finalized done at the time the Board of Management send out the opinion forms.

b) The Board of Management must prepare the opinion form, draft resolutions of General Meeting of Shareholders and clarification documents thereof. Contents of the opinion form shall be in accordance with Clause 3, Article 21 of the Corporation's Charter.

In the case of collecting shareholders' written opinions via electronic voting/other electronic forms, shareholders shall vote on Online system. Ballots on Online system shall not include Point g, Clause 3, Article 21 of the Corporation's Charter.

c) Board of Management shall deliver and disclose materials to shareholders within reasonable time for consideration and must deliver at least ten (10) days prior to the deadline for receiving opinion forms. Requirement and method of delivering opinion forms and enclosed documents shall comply with Clause 3, Article 17 of the Corporation's Charter.

d) Shareholders shall submit opinion forms to the Corporation in accordance with Clause 5 Article 21 of the Corporation's Charter.

In case the collection of written opinions is conducted via electronic voting, shareholders shall be provided with an account and password to access and perform voting on Online system. Shareholders performing electronic voting must meet the conditions specified at Point b, Clause 2, Article 12 and have the obligations specified at Point b, Clause 2, Article 9 of this Regulation.

In case the Corporation organizes voting in several forms (traditional voting and electronic voting), shareholders may choose only one. If shareholders vote in both forms, the electronic vote shall prevail and the traditional vote shall not be counted in the voting results.

e) Board of Management shall count votes and prepare vote counting minutes in accordance with the provisions of Clause 6 Article 21 of the Corporation's Charter.

f) Vote counting minutes must be delivered to shareholders in accordance with provisions of Clause 7, Article 21 of the Corporation's Charter.

g) A resolution via collection of shareholders' written opinions form shall be passed if approved by the shareholders in accordance with Article 13 of this Regulation and shall have the same validity as a resolution passed at the General Meeting of Shareholders.

h) Completed written opinion forms, vote counting minute, approved resolution and relevant documents shall be archived at the Corporation's head office.

Chapter III

BOARD OF MANAGEMENT

Article 19. Roles, rights and obligations of the Board of Management

Roles, rights and obligations of the Board of Management are specified in Article 153 of the Law on Enterprises and Article 26 of the Corporation's Charter.

Article 20. Rights and Obligations of Board of Management's Members

1. Board of Management's Members shall have full rights under the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Corporation's Charter, including the right to be provided with information, documents on financial status and business performance of the Corporation and its affiliates.

2. Members of Board of Management shall have obligations as stipulated in the Corporation's Charter and the following obligations:

- To truthfully and prudently perform their duties in the best interests of the shareholders and the Corporation;

- To sufficiently attend meetings of the Board of Management and provide opinions on issues subject to discussion;

- To promptly and sufficiently report to the Board of Management on remuneration received from subsidiaries, affiliates and other organizations;

- To report to the Board of Management at the closest meeting about transactions between the Corporation, its subsidiaries and affiliates in which the Corporation holds from 50% of the charter capital and a member of the Board of Management and related persons of such members; transactions between the Corporation and a company in which a member of Board of Management is a founding member or manager within the last 03 years prior to transaction time;

- To disclose information when conducting transactions with the Corporation's securities in accordance with provisions of law.

Article 21. Number, term of office and structure of members of members of Board of Management

Number, term of office and structure of members of Board of Management shall comply with Article 25 of the Corporation's Charter.

Article 22. Criteria of members of Board of Management

1. Members of Board of Management must meet the criteria and conditions specified in Clause 4, Article 24 of the Corporation's Charter.

2. The independent member of Board of Management must meet the criteria and conditions specified in Clause 5, Article 24 of the Corporation's Charter.

Article 23. Nomination and self-nomination for member of Board of Management.

1. Conditions for self-nomination or nomination for members of Board of Management

- a) Self-nominated candidates who are individual shareholders must hold at least 5% of voting shares of the Corporation by the date of finalizing the list of shareholders

entitled to attend the General Meeting of Shareholders.

b) Nominated candidates must be nominated by a shareholder / group of shareholders holding at least 5% of the voting shares of the Corporation by the date of finalizing the list of shareholders entitled to attend the General Meeting of Shareholders.

2. Quantity of candidates for member of Board of Management

a) The quantity of candidates to be elected to the Board of Management through self-nomination and nomination by eligible shareholders must be equal to or greater than the expected number of members of the Board of Management to be elected. Shareholders/Group of shareholders shall perform self-nomination/nomination with the quantity as prescribed in Clause 2, Article 24 of the Corporation's Charter.

b) Self-nominated and nominated candidates must submit valid and timely candidate's dossiers in accordance with regulations.

c) If after self-nomination or nomination by the shareholders there are still less candidates than required, the incumbent Board of Management shall have the right to introduce more qualified candidates in accordance with provisions of this Regulation, the Corporation's Charter and applicable law. The Board of Management shall vote under majority rule to select the candidates for member of Board of Management under the following conditions:

- Candidates must meet all the criteria and conditions of members of Board of Management.

- Candidates must have complete candidate's dossiers in accordance with this Regulation.

3. Compiling the list of candidates for members of Board of Management

a) After the deadline of receiving self-nominated and nominated candidate's dossiers, the incumbent Board of Management shall summarize the list of qualified candidates to announce to shareholders in accordance with regulations.

b) The list of eligible candidates must be approved by the General Meeting of Shareholders before election is held. Voting to approved the list of candidates shall be conducted by raising voting cards.

4. Dossiers and deadline of receiving the self-nominated/nominated candidate's dossiers for members of the Board of Management

a) Self-nominated/nominated candidate's dossiers for members of the Board of Management

- Candidate form for member of the Board of Management including candidate's commitment of truthfulness, accuracy and reasonableness of declared personal information and commitment to truthfully performing duties if elected as member of Board of Management;

- Curriculum vitae completed by the candidate;

- Certificate of the number of shares that the shareholder (if self-nominated) or shareholder, group of shareholders (if nominated) owns or an equivalent document of the securities company where the shareholder (or group of shareholders) opens account or of the Vietnam Securities Depository as of the date of finalizing the list of shareholders for the purpose of the General Meeting of Shareholders;

- Minutes of group meeting and list of shareholders in the group (if the candidate is nominated by a group of shareholders);
- Authenticated copy of Identification card/Passport, permanent residence book, certificates or qualifications showing educational and professional background.
- Other documents for verification of criteria and conditions in accordance with provisions of law.

Candidate's dossiers must be made in Vietnamese. Copies in Vietnamese and translations from foreign languages to Vietnamese must be authenticated by competent authorities in accordance with provisions of law.

b) Deadline to receive self-nominated/nominated candidate's dossiers for members of the Board of Management

- Self-nominated/nominated candidate's dossiers may be submitted in person or via registered mail to the Corporation's head office at least 10 days prior to the General Meeting of Shareholders. After this deadline, if shareholders do not conduct self-nomination or nomination, or the candidates do not meet the stipulated criteria and conditions, the nomination shall be made by the Board of Management in accordance with provisions of this Regulation.

- Only self-nominated/nominated candidate's dossiers that meet the conditions of self-nomination and nomination and candidates who meet the conditions of members of Board of Management shall be included in the list of candidates announced at the General Meeting of Shareholders.

Article 24. Method of electing members of Board of Management

1. Election of members of Board of Management shall be implemented via cumulative voting method as prescribed in the Corporation's Charter, this Regulation and election regulations.

2. The vote counting results shall be written and signed by members of the Vote Counting Committee and announced by Head of the Vote counting committee at the General Meeting of Shareholders.

Article 25. Dismissal or removal of members of Board of Management

1. The dismissal and removal of members of Board of Management shall comply with provisions of law and the Corporation's Charter.

2. The Board of Management must hold a meeting and submit the dismissal of members of Board of Management to the General Meeting of Shareholders in the cases specified in Clause 1, Article 160 of the Law on Enterprises and the Corporation's Charter.

3. Members of Board of Management may be removed pursuant to the resolutions of General Meeting of Shareholder.

Article 26. Notice of election, dismissal, and removal of members of Board of Management

Notice of election, dismissal, and removal of members of Board of Management must be disclosed in accordance with provisions of law, the Corporation's Charter and Regulation on information disclosure of the Corporation.

Article 27. Election, removal and dismissal of the Chairman of Board of

Management

1. The Chairman of Board of Management shall be appointed, dismissed or removed by the Board of Management from among the members of Board of Management.

2. In case the Chairman of Board of Management resigns or gets dismissed or removed, the Board of Management must elect another person within 10 days from the date of receiving the resignation letter or being dismissed or removed.

3. If Chairman of Board of Management is absent or unable to perform his/her duties, he/she shall prepare a written authorization to another member to perform the rights and obligations of the Chairman of Board of Management in accordance with the principles stipulated in the Corporation's Charter. In case no person is authorized or the Chairman of Board of Management is deceased, missing, remained in detention, serving prison sentences, serving administrative sentences at a compulsory rehabilitation or compulsory education establishment, fleeing from place of residence, restricted or incapable of civil acts, having difficulties in understanding and mastering acts, prohibited by court from holding positions and practicing or working, the remaining members shall appoint one of the members to act as Chairman of Board of Management based on the majority of votes by the remaining members until a new decision is passed by the Board of Management.

Chapter IV PROCESS AND PROCEDURES FOR ORGANIZING THE MEETING OF BOARD OF MANAGEMENT

Article 28. Form and notice of meeting of Board of Management

1. Form of meeting of Board of Management

a) The Board of Management shall hold regular meetings at least once every quarter or extraordinary meetings as prescribed in the Corporation's Charter. The meeting of Board of Management shall be held at the Corporation's head office or at another location as determined by the Chairman of Board of Management and approved by the Board of Management.

b) Depending on the conditions and means of support at the time of the meeting, the Board of Management may meet in person or hold the meeting by phone or other forms or a combination of several forms when all or some of the attending members are present at different locations and provided that each attending member is able to:

- Hear each of other member participating in discussing during the meeting.
- Present and exchange their opinions directly with all attending members about.

2. Circumstances under which an extraordinary meetings of the Board of Management must be convened

a) The Chairman of Board of Management shall convene a meeting of Board of Management in the following cases:

- Upon request of Board of Supervisors or an independent member of the Board of Management;

- Upon request of President & CEO or at least 05 other managers;
- Upon request of at least 02 Executive members of the Board of Management;

b) The request stipulated at Point a, Clause 2 must be in writing and specify the purpose and issues subject to discussion and decided within the authority of the Board of Management.

c) Chairman of Board of Management must convene a meeting of Board of Management within 07 working days from the date of receiving the request specified in Clause 4 of this Article. In case a meeting of Board of Management is not convened as requested, the Chairman of Board of Management shall be responsible for any damage caused to the Corporation; the proposer shall have the right to replace the Chairman of Board of Management to convene the meeting of Board of Management.

3. Notice of meeting of Board of Management

a) Invitation and materials of the meeting of Board of Management must be delivered to the members of Board of Management and attendees of the meeting within at least three (03) days prior to the meeting date. Members of Board of Management, if not receiving meeting materials on time due to the error of the Board of Management or the Corporation's department directly in charge of delivering the materials, shall have the right to propose to postpone the meeting date and the Chairman of Board of Management shall be obliged to reorganize the meeting as per the recommendation of members of Board of Management.

b) Invitation shall be delivered via post, mail, fax, email or other appropriate means, however they must guarantee to reach the address of each member of the Board of Management registered at the Corporation. Enclosed with the invitation must be materials used in meetings and member's voting ballots.

c) The invitation must clearly state the time, venue, content or agenda of the meeting, issues subject to discussion and decided.

d) The Chairman of Board of Management or the convener shall also deliver the meeting invitation with enclosed documents to members of Board of Supervisors in the same manner with members of Board of Management.

e) Members of Board of Supervisors shall have the right to attend meetings of Board of Management and discuss but may not vote.

Article 29. Conditions for organizing meetings of Board of Management

1. Meetings of Board of Management shall be conducted when there is at least three-quarters (3/4) of total number of members of Board of Management presenting in person or via authorized representatives.

2. In case the number of members attending the meeting is less that required, the meeting must be convened for the second time within seven (07) days from the tentative date of the first meeting. The meeting convened for a second time shall be conducted if more than half (1/2) of the members of Board of Management attend the meeting.

3. Members of Board of Management shall be considered attending and voting at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting in accordance with the

Corporation's Charter and Law on Enterprises.

c) Attending and voting via online meeting or any other similar form of meeting;

d) Delivering ballots to the meeting via mail, fax or email.

Article 30. Participants in meetings of Board of Management

1. Participants in the meetings of Board of Management include Chairman of Board of Management, members of Board of Management, representatives from the Board of Supervisors, and secretary of Board of Management.

2. The person who convenes the Board of Management may invite President & CEO and other managers, representatives from organizations in the Corporation and experts to attend if necessary.

3. When discussing issues related to the rights and obligations of employees, the Board of Management may invite representatives of the Corporation's Union Executive Committee to attend.

4. Participants of the meeting of Board of Management who are not members of Board of Management shall have the right to express their opinions but not to vote.

Article 31. Order and procedure for conducting meetings of Board of Management

1. Meeting preparation

- Unless otherwise stipulated or required by Board of Management, President & CEO shall be responsible for organizing, preparing contents to present at the meeting of Board of Management.

- Members of Board of Management, in accordance with regular assignment from the Board of Management and specific assignment from Chairman of Board of Management, shall be responsible for reviewing the meeting dossiers and documents, working with relevant departments in the Corporation, preparing written opinions on issues subject to discussion at the meeting.

- Secretary/Assistant of Board of Management shall be responsible for organizing the meeting, collecting and delivering documents.

- If unable to attend the meeting, members of Board of Management and those invited to the meeting should notify the Board of Management's and clearly state the reason for their absence, and at the same time deliver written opinions to Board of Management regarding the issues subject to discussion at the meeting.

2. Meeting order

- Chairman of Board of Management or authorized chairperson shall announce the participants, content, and agenda.

- Participants assigned to report at the meeting shall present the contents and recommendations for Board of Management to consider and make decisions.

- Members shall discuss, consider the issues according to documents, reports and presentations at the meeting.

- The chairperson shall conclude and take votes for each issue subject to discussion and content of the meeting resolution.

- Approval of resolutions and Minutes of meeting.
- Chairperson and recorder of the Minutes shall sign the Minutes of meeting. In case the chairperson or recorder refuses to sign the Minutes of meeting, the Minutes shall take effects if signed by all other members of Board of Management attending the meeting and fully include the contents as prescribed in this Clause. The minutes of meeting shall clearly state that the chairman and the recorder refused to sign the minutes.

Article 32. Minutes and approval of Minutes of meeting of Board of Management

1. All meetings of the Board of Management must be recorded in the Minutes book. The minutes shall be made in Vietnamese and may also be made in foreign language. If there is a discrepancy between the Vietnamese and foreign language version, Vietnamese version shall prevail. The minutes must include the main contents as provided in the Corporation's Charter and the Law on Enterprises. Chairperson and the recorder of minutes must be jointly liable for the accuracy and trustfulness of the contents of the minutes of meeting of Board of Management.

2. Minutes of meeting of Board of Management must be passed and voted to approve at the meeting of Board of Management.

3. Minutes of meeting of Board of Management and documents used in the meeting shall be archived at the Corporation's head office.

4. Chairman of Board of Management shall be responsible for directing the Secretary/Assistant to deliver the Minutes of meeting and the resolutions of Board of Management to members of Board of Management (both attending and absent).

5. Chairman, the recorder of minutes and those who signed the minutes shall be responsible for the truthfulness and accuracy of the minutes of meeting of Board of Management.

Article 33. Approval of resolution of Board of Management

1. A resolution of Board of Management shall be passed approved by the majority of members attending the meeting in person, attending online meeting or sending affirmative opinions; in case of equal votes, final decision belongs to the side supported by Chairman of the Board of Management

2. For voting issues related to personnel, capital, interests of the Corporation and obligations of members of Board of Management, President & CEO and Board of Supervisors, the chairperson of Board of Management may decide to conduct secret ballot.

3. Voting:

a) Voting shall be conducted openly by raising hands or confirming in the ballots, unless the Board of Management decides to conduct secret ballot as prescribed in Clause 2 of this Article.

b) Absent members of Board of Management shall vote by sending written opinions (via letter, fax, email), the documents must be delivered to the Chairman of Board of Management or the authorized chairperson at least 01 hour prior to opening time of the meeting and shall be announced openly to all meeting attendees.

4. The results of voting and vote counting shall be recorded in the minutes of the meeting of Board of Management.

5. Members of Board of Management shall not be allowed to vote on any contracts, transactions or proposals in which the members or their related persons have related interests as the cases specified in Article 167 of the Law on Enterprises and Article 42 of the Corporation's Charter. Members of Board of Management shall also not be counted toward the quorum at a meeting on any resolution for which such members do not have the right to vote.

6. Decisions that have been discussed and resolved at meetings of Board of Management shall be issued by Board of Management in accordance with the appropriate document forms (resolution, decision, directive ...) to be delivered to relevant companies and individuals. Based on the resolutions of Board of Management, Chairman of Board of Management's shall sign and issue these documents on behalf of Board of Management.

Article 34. Approval of resolutions of Board of Management by written opinions collection.

1. A resolution in the form of collecting written opinions shall be adopted according to the provisions of Clause 1, Article 33 of this Regulation.

2. Such resolution shall have the same effects and validity as the resolution adopted at the meetings of Board of Management. The issuance of resolutions in this form shall comply with the provisions of Clause 6, Article 33 of this Regulation.

Article 35. Notice of resolutions of Board of Management

The Corporation shall be responsible for disclosing information internally and to relevant authorities (if required), or on the media, on the Corporation's website in the order and in accordance with provisions of the Law on Enterprises, the Law on Securities and related legal documents.

Chapter V BOARD OF SUPERVISORS

Article 36. Roles, rights and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisors

Roles, rights and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisor are specified in Article 287, Article 288 of Decree No. 155/2020/NĐ-CP and Article 39 of the Corporation's Charter.

Article 37. Number, term of office, composition and structure of members of Board of Supervisors

The number, term of office, composition and structure of members of Board of Supervisors are specified in Article 168 of the Law on Enterprises, Clause 1, and Article 37 of the Corporation's Charter.

Article 38. Criteria and conditions of the Supervisor

Member of the Board of Supervisors must meet criteria and conditions as prescribed by provisions of law and Clause 2, Article 37 of the Corporation's Charter.

Article 39. Order, method, and procedures of self-nomination and nomination for member of the Board of Supervisors.

1. Conditions for self-nomination and nomination for member of the Board of Supervisors

a) Self-nominated candidates who are individual shareholders must hold at least 5% of voting shares of the Corporation by the date of finalizing the list of shareholders entitled to attend the General Meeting of Shareholders.

b) Nominated candidates must be nominated by a shareholder/group of shareholders holding at least 5% of the voting shares of the Corporation by the date of finalizing the list of shareholders entitled to attend the General Meeting of Shareholders.

2. Quantity of candidates for member of Board of Supervisors

a) The quantity of candidates to be elected to the Board of Supervisors through self-nomination and nomination by eligible shareholders must be equal to or greater than the expected number of members of the Board of Supervisors to be elected. Shareholders/Group of shareholders shall perform self-nomination/nomination with the quantity as prescribed in Clause 2, Article 24 of the Corporation's Charter.

b) Self-nominated and nominated candidates must submit valid and timely candidate's dossiers in accordance with regulations.

c) If after self-nomination or nomination by the shareholders there are still less candidates than required, the incumbent Board of Supervisors shall have the right to introduce more qualified candidates in accordance with provisions of this Regulation, the Corporation's Charter and applicable law. The introduction of candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders conduct voting to appoint the Supervisors in accordance with the law. The Board of Supervisors shall vote under simple majority rule to elect candidates for member of Board of Supervisors with the following conditions:

- Candidates must meet all the criteria and conditions of members of Board of Supervisors.

- Candidates must have complete candidate's dossiers in accordance with this Regulation.

3. Compiling the list of candidates for members of Board of Supervisors

a) After the deadline of receiving self-nominated and nominated candidate's dossiers, the incumbent Board of Supervisors shall summarize the list of qualified candidates to announce to shareholders in accordance with regulations.

b) The list of eligible candidates must be approved by the General Meeting of Shareholders before election is held. Voting to approved the list of candidates shall be conducted by raising voting cards.

4. Dossiers and deadline of receiving the self-nominated/nominated candidate's dossiers for members of the Board of Supervisors

a) Self-nominated/nominated candidate's dossiers for members of the Board of Supervisors

- Candidate form for member of the Board of Management including candidate's commitment of truthfulness, accuracy and reasonableness of declared personal information and commitment to truthfully performing duties if elected as member of Board of Supervisors;

- Curriculum vitae completed by the candidate;
- Certificate of the number of shares that the shareholder (if self-nominated) or the shareholder, group of shareholders (if nominated) owns or an equivalent document of the securities company where the shareholder (or group of shareholders) opens account or of the Vietnam Securities Depository as of the date of finalizing the list of shareholders for the purpose of the General Meeting of Shareholders;
- Minutes of group meeting and list of shareholders in the group (if the candidate is nominated by a group of shareholders);
- Authenticated copy of Identification card/Passport, permanent residence book, certificates or qualifications showing educational and professional background.
- Other documents for verification of criteria and conditions in accordance with provisions of law.

Candidate's dossiers must be made in Vietnamese. Copies in Vietnamese and translations from foreign languages to Vietnamese must be authenticated by competent authorities in accordance with provisions of law.

b) Deadline to receive self-nominated/nominated candidate's dossiers for members of the Board of Supervisors

- Self-nominated/nominated candidate's dossiers may be submitted in person or via registered mail to the Corporation's head office at least 10 days prior to the General Meeting of Shareholders. After this deadline, if shareholders do not conduct self-nomination or nomination, or the candidates do not meet the stipulated criteria and conditions, the nomination shall be made by the Board of Supervisors in accordance with provisions of this Regulation.

- Only self-nominated/nominated candidate's dossiers that meet the conditions of self-nomination and nomination and candidates who meet the conditions of members of Board of Supervisors shall be included in the list of candidates announced at the General Meeting of Shareholders.

Article 40. Method of electing members of Board of Supervisors

The method of electing members of Board of Supervisors shall be similarly to the electing members of Board of Management as stipulated in this Regulation.

Article 41. Election of Chairman of Board of Supervisors

Upon result of voting by the General Meeting of Shareholders for members of Board of Supervisors, members of Board of Supervisors shall elect one among them to be the Chairman of Board of Supervisors under the majority rule. Rights and obligations of the Chairman of Board of Supervisors are specified in Article 38 of the Corporation's Charter.

Article 42. Dismissal or removal of the Chairman of Board of Supervisors

1. The dismissal and removal of members of Board of Supervisors shall comply with the provisions of law and Clause 3, Clause 4, Article 37 of the Corporation's Charter.

2. The Chairman of Board of Supervisors shall be elected, dismissed and removed from among members of Board of Supervisors.

Article 43. Notice of appointment, dismissal, removal of members of Board

of Supervisors

Notice of election, dismissal, and removal of members of Board of Supervisors must be disclosed in accordance with provisions of law, the Corporation's Charter and Regulations on information disclosure of the Corporation.

Chapter VI PROCESS AND PROCEDURES FOR SELECTION, APPOINTMENT, DISMISSAL OF THE CORPORATION'S EXECUTIVE OFFICERS

Article 44. Roles, Responsibilities, Rights and Obligations of the Corporation's Executive Officers

1. Roles, responsibilities, rights and obligations of the Corporation's President & CEO are stipulated in Article 34 of the Corporation's Charter.

2. Roles, responsibilities, rights and obligations of other Executive Officers of the Corporation shall be implemented in accordance with the Corporation's regulations and relevant laws.

Article 45. Criteria for selection of Executive Officers of the Corporation

1. Criteria of the President & CEO and conditions for acting as President & CEO shall comply with Article 162 of the Law on Enterprises and Article 34 of the Corporation's Charter.

2. Criteria and conditions for the appointment of Vice President:

a) Full capacity for civil acts and not prohibited from managing enterprises as stipulated in the Law on Enterprises.

b) Good health and moral qualities.

c) Professional qualifications (university or higher degree) in one or a number of business management disciplines of the Corporation, capability to organize, direct and complete the tasks in assigned disciplines.

d) Practical experience in business management in the main business lines of the Corporation for at least five (05) years.

3. Criteria and conditions for appointment of the Corporation's Chief Accountant:

a) Not subject to prohibition to act as accountants as stipulated in the Law on Accounting.

b) Good health, professional ethics, truthfulness, integrity, and a sense of legal compliance.

c) Bachelor or higher degree in accounting. Actual working history in the accounting discipline must be at least five (05) years up to the appointment date and must have chief accountant certificate in accordance with the Law on Accounting.

4. Criteria and conditions for appointment of other Executive Officers:

a) Full capacity for civil acts and not prohibited from managing an enterprise.

b) Good health and moral qualities.

c) Professional qualifications: graduated with a university degree or higher degree

suitable for the job assignment.

d) Other criteria as prescribed by the Corporation (if any).

Article 46. Appointment of the Corporation's Executive Officer

1. Appointment of the President & CEO

a) Board of Management shall discuss and decide on the appointment of the President & CEO by passing resolutions and decisions specified in this Regulation.

b) Proposal for the Board of Management to appoint President & CEO shall include:

- Curriculum vitae by the candidate, clearly stating his/her identity, educational background and experience.
- Action program.
- Self-assessment of working history.
- Copies of degrees and certificates of training and enrichment (notarized or sealed as certified true copy by competent authority).
- Conclusions of inspection, investigation in settlement of complaints, accusations and other documents relevant to the personnel subject to appointment (if any).

2. Appointment of the Vice President, Chief Accountant.

a) Vice President and Chief Accountant shall be appointed by the Board of Management based on proposal from President & CEO. Board of Management shall discuss and decide on the appointment of the Vice President by passing resolutions and decisions specified in this Regulation.

b) Appointment proposal shall be prepared similarly to appointment proposal for President & CEO.

3. Reappointment of Executive Officers:

a) When Executive Officer is closed to the end of a term, Board of Management must consider whether to reappoint.

b) Conditions for reappointment:

- Completion of assigned tasks and duties during the term of office.
- Good moral qualities.
- No violation of laws, rules, State policies and regulations of the Corporation.
- Sufficient health to complete the duties.

c) Reappointment proposal to the Board of Management shall be similar to proposal for the first appointment.

Article 47. Signing labor contracts with Executive Officers

1. The contracts with the President & CEO, other Executive Officers and their salary shall be decided by Board of Management according to the Corporation's Charter and relevant regulations.

2. Contents of the labor contract must comply with provisions of the applicable law.

Article 48. Dismissal of Executive Officers

1. Dismissal of the President & CEO

The Board of Management shall dismiss the President & CEO in the following cases:

- a) President & CEO no longer meets the conditions specified in this Regulation.
- b) President & CEO has submitted an application for resignation, or has a transfer document from the referring organization appointing President & CEO or President & CEO is not of sufficient health to assume the position.
- c) President & CEO violates the obligations and responsibilities in management of the Corporation, causing serious damage to the Corporation.
- d) Financial loss to the Corporation's business in two (2) consecutive years no due to objective reasons.
- e) Being prosecuted, and detained for criminal liabilities.
- f) Other circumstances where Board of Management has grounds to determine that the President & CEO could not continue to hold the position.

2. Dismissal of Vice President

Board of Management shall dismiss the Vice President in the following cases:

- a) Vice President no longer meets the conditions specified in this Regulation.
- b) Vice President has submitted an application for resignation, or has a transfer document from the referring organization appointing Vice President or Vice President is not of sufficient health to assume the position.
- c) Vice President violates the obligations and responsibilities in management of the Corporation, causing serious damage to the Corporation.
- d) Being prosecuted, and detained for criminal liability.
- e) Other circumstances where Board of Management has grounds to determine that the Vice President could not continue to hold the position.

3. Dismissal of Chief Accountant

Board of Management shall dismiss the Chief Accountant in the following cases:

- a) Chief Accountant no longer meets the conditions specified in this Regulation.
- b) Chief Accountant has submitted an application for resignation, or has a transfer document from the referring organization appointing Chief Accountant or Chief Accountant is not of sufficient health to assume the position.
- c) Chief Accountant violates the obligations and responsibilities in management of the Corporation, causing serious damage to the Corporation.
- d) Being prosecuted, and detained for criminal liability.
- e) Other circumstances where Board of Management has grounds to determine that the Chief Accountant could not continue to hold the position.

4. Dismissal of any other Executive Officers

Board of Management shall dismiss other Executive Officers in the following cases:

- a) Executive Officer no longer meets the conditions specified in this Regulation.
- b) Executive Officer has submitted an application for resignation, or has a transfer document from the referring organization appointing Executive Officer or Executive Officer is not of sufficient health to assume the position.
- c) Executive Officer violates the obligations and responsibilities in management of the Corporation, causing serious damage to the Corporation.
- d) Being prosecuted, and detained for criminal liability.
- e) Other circumstances where Board of Management has grounds to determine that the Executive Officer could not continue to hold the position.

Article 49. Notice of appointment and dismissal of Executive Officers

The Corporation must organize the notice of appointment and dismissal of the Executive Officers within the Corporation and disclose information in accordance with provisions of law, the Corporation's Charter and the Regulation on information disclosure of the Corporation.

**Chapter VII
COORDINATION AMONG
BOARD OF MANAGEMENT, BOARD OF SUPERVISORS AND
PRESIDENT & CEO**

Article 50. Procedures and order of convening, invitation, minutes recording and disclosing results of meetings consisting of Board of Management, Board of Supervisors and President & CEO

- 1. During the meetings of Board of Management, meeting invitations and enclosed documents must be delivered to the Board of Supervisors for research and attendance in similar manner as to members of Board of Management.
- 2. Procedures, order, invitation, and minutes recording shall comply with provisions of Chapter IV of this Regulation.

Article 51. Notice of resolutions of Board of Management to Board of Supervisors

Copies of documents and resolutions of Board of Management shall be delivered to Board of Supervisors and President & CEO within the time limits in accordance with regulations of the Corporation.

Article 52. Circumstance under which President & CEO and Board of Supervisors request to summon Board of Management and issues subject to opinions of Board of Management

- 1. President & CEO and the Board of Supervisors shall request to summon Board of Management under circumstances as specified in the Law on Enterprises and the Corporation's Charter.

When President & CEO or Board of Supervisors requests in writing stating the purpose of the meeting and issues subject to discussion, Chairman of Board of Management must convene a meeting of Board of Management, without any delay if no plausible reason.

2. The following issues must be subject to opinions by the Board of Management:
 - a) Issues that require approval by Board of Management in accordance with provisions of Clause 2, Article 26 of the Corporation's Charter;
 - b) Transactions in which the President & CEO is a related party;
 - c) Contents beyond the authority as authorized by Board of Management to President & CEO;
 - d) Other contents that requires approval by Board of Management in accordance with provisions of law and the Corporation's Charter.
3. Board of Management must provide feedback or approval to the proposed contents of the President & CEO in Clause 1 of this Article in the manner specified in Operation Regulation of Board of Management.

Article 53. Report of the President & CEO to Board of Management on the performance of assigned duties and powers

1. Monthly or quarterly depending on the specific situation, President & CEO must organize a meeting of Board of Management to review and evaluate the implementation of resolutions and other issues assigned by Board of Management to Board of Directors. Minutes of the meeting must be archived, and used as basis for reference and information in reports by Board of Directors.
2. In addition, President & CEO must report other issues regarding the performance of assigned duties and powers in accordance with the Corporation's regulations or upon request of General Meeting of Shareholders/Board of Management.
3. When necessary, Board of Management shall have the right to request members of Board of Directors as well as other managerial positions of the Corporation to report on performance of assigned tasks.

ARTICLE 54 Coordination of control, administration and supervision activities among members of Board of Management, members of Board of Supervisors and President & CEO according to specific duties of members

1. Members of Board of Management, members of Board of Supervisors and President & CEO shall regularly exchange and provide information in the spirit of cooperation, support, and facilitation one another to ensure the best implementation of general tasks.
2. In urgent cases which require immediate opinions, members of Board of Management, Board of Supervisors, and Board of Directors may communicate promptly through direct meetings, phone calls, emails, online meetings to effectively resolve the tasks.
3. Board of Supervisors and Board of Management shall have the right to request information, data and records of the Corporation directly through the specialized staff of the Divisions/Offices of the Corporation to clarify important issues for the general interests of the Corporation.

Chapter VIII
PROVISIONS ON PERFORMANCE EVALUATION, COMMENDATION
AND DISCIPLINARY ACTIONS FOR MEMBERS OF BOARD OF

MANAGEMENT, MEMBERS OF BOARD OF SUPERVISORS AND OTHER EXECUTIVE OFFICERS

Article 55. Performance evaluation of members of Board of Management, members of Board of Supervisors and Executive Officers of the Corporation

1. Annually, based on the assigned functions and duties, Board of Management shall organize an assessment regarding the level of task completion of each member of Board of Management, President & CEO and other Executive Officers.

2. Chairman of the Board of Supervisors shall organize an assessment regarding the level of completion of tasks assigned to each member of Board of Supervisors.

3. President & CEO shall organize an assessment of Executive Officers based on relevant provisions of the Corporation.

Article 56. Commendation

1. Annually, based on business performance, level of task completion of members of Board of Management, members of Board of Supervisors and Executive Officers of the Corporation; Board of Management shall propose bonus rate and submit to the General Meeting of Shareholders for decision of commendation to members of Board of Management, members of Board of Supervisors and Executive Officers of the Corporation.

2. Form of Commendation:

a) Money.

b) Shares.

c) Other forms (if any).

3. Details of the commendation activities in accordance with provisions of the Corporation's regulations.

Article 57. Resolving violations and disciplinary actions

1. Annually, the Corporation shall base on business performance, compliance with resolutions of General Meeting of Shareholders, resolutions of Board of Management, provisions of law and regulations of the Corporation to determine the level and form of disciplinary actions.

2. Any members of the Board of Management, President & CEO or other Executive Officers committing violations during course of works shall be handled according to provisions of law and regulations of the Corporation based on severity of the violations. In case there is damage to the interests of the Corporation, shareholders or other persons, compensation shall apply in accordance with provisions of law.

Chapter IX

ORDER AND PROCEDURE FOR SELECTION, APPOINTMENT, DISMISSAL OF ADMINISTRATOR IN-CHARGE OF MANAGEMENT; APPOINTMENT OF INFORMATION DISCLOSURE OFFICER

Article 58. Criteria of Administrator In-charge of Management of the

Corporation

1. Legal knowledge.
2. Not concurrently working for any independent audit firm that is auditing the financial statements of the Corporation;
3. Other criteria required by provisions of law, Corporation's Charter and decisions of Board of Management.

Article 59. Rights and obligations of Administrator In-charge of Management of the Corporation

1. To advise the Board of Management in organizing the General Meeting of Shareholders according to regulations and related works between the Corporation and shareholders;
2. To prepare meetings of the Board of Management, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Management or Board of Supervisors;
3. To advise on procedures of the meetings;
4. To participate in the meetings;
5. To advise on procedures for preparing resolutions of the Board of Management in accordance with provisions of law;
6. To provide financial information, copies of minutes of meetings of the Board of Management and other information to members of the Board of Management and Board of Supervisors;
7. To monitor and report to the Board of Management on the Corporation's information disclosure activities;
8. To act as a focal point for stakeholders;
9. To keep information confidential in accordance with provisions of law and the Corporation's Charter;
10. Other rights and obligations in accordance with provisions of law and the Corporation's Charter.
11. The Administrator in-charge of Management of the Corporation shall be entitled to benefits as agreed in labor contract signed with the Corporation.

Article 60. Order and procedure for appointment, dismissal and notification of appointment and dismissal of the Administrator In-charge of Management of the Corporation

1. Board of Management shall appoint at least one (01) person to act as an Administrator In-Charge of Management of the Corporation to support for effectiveness management of the Corporation.
2. The term of office of the Administrator In-Charge of Management of the Corporation shall not exceed five (05) years, subject to decision of Board of Management.
3. Board of Management may dismiss the Administrator In-Charge of Management of the Corporation when necessary but not contrary to provisions of current labor law. Board of Management may from time to time appoint an Assistant

Administrator In-Charge of Management.

4. The Corporation shall organize the notice of appointment and dismissal of the Administrator In-charge of Management of the Corporation within the Corporation and disclose information in accordance with provisions of law on securities and securities market.

Article 61. Appointment of Information Disclosure Officer

The Corporation shall appoint at least one Information Disclosure Officer. Information Disclosure Officer may concurrently hold other titles.

Article 62. Criteria of Information Disclosure Officer

1. Knowledge of finance, accounting, and certain knowledge of information technology.

2. Disclosing full name and office phone number so shareholders may easily contact.

3. Sufficient schedule to perform assigned duties, especially contacting shareholders, recording shareholders' opinions, periodically announcing responses to shareholders' opinions and resolving administrative issues in accordance with regulations.

Article 63. Responsibilities of Information Disclosure Officer

1. To disclose information of the Corporation to investors in accordance with provisions of law and the Corporation's Charter.

2. To disclose full name and office phone number so shareholders may easily contact.

Chapter X

AVOIDANCE OF CONFLICTS OF INTEREST AND TRANSACTION WITH PARTIES HAVING RELATED INTERESTS IN THE CORPORATION

Article 64. Responsibility for truthfulness and avoidance of conflicts of interest of Managers

1. Members of the Board of Management, members of the Board of Supervisors, President & CEO and other Managers must disclose related interests as prescribed in the Law on Enterprises and other legal documents.

2. Members of the Board of Management, members of the Board of Supervisors, President & CEO and other Managers and related persons of such members must not use information gained from their positions for self-interest or interests of other organizations or individuals.

3. Members of the Board of Management, members of the Board of Supervisors, President & CEO and other managers are obliged to notify the Board of Management in writing of the transactions between the Corporation, Subsidiaries or other affiliates in which the Corporation controls over 50% or more of the Charter capital and such member or his/her related persons in accordance with provisions of law. For the above-

mentioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Corporation must disclose information on these Resolutions in accordance with provisions of the Law on Securities regarding information disclosure.

4. A member of the Board of Management shall not vote on a transaction that brings about benefits to such member or his/her related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Management, members of the Board of Supervisors, President & CEO, other managers and related persons of these individuals may not use or disclose internal information to others in order to perform related transactions.

Article 65. Transactions with Related Persons

1. When conducting transactions with related persons, the Corporation must sign a written contract under the principle of equality and free will.

2. The Corporation shall take necessary measures to prevent related persons from interfering in the Corporation's operations and damaging the interests of the Corporation through control of transactions, purchases, prices of goods and services of the Corporation.

3. The Corporation shall take necessary measures to prevent shareholders and related persons from conducting transactions resulting in loss of capital, assets or other resources of the Corporation.

Article 66. Transactions with Shareholders, Managers and related persons of such individuals

1. The Corporation must not provide loans or guarantees to individual shareholders and individual related persons of such shareholders.

2. The Corporation must not provide loans or guarantees to institutional shareholders and individual related persons of such institutional shareholders, except for the cases specified in Clause 2, Article 293 of Decree 155/2020/NĐ-CP dated December 31, 2020 of the Government providing guidance on corporate governance applicable to public companies.

3. The Corporation must not provide loans or guarantees to the related persons of institutional shareholders, except for the cases specified in Clause 3, Article 293 - Decree 155/2020/NĐ-CP dated December 31, 2020 of the Government providing guidance on corporate governance applicable to public companies.

4. Except for the transactions approved by General Meeting of Shareholders, the Corporation must not perform transactions as prescribed in Clause 4 Article 293 of Decree 155/2020/NĐ-CP dated December 31, 2020 of the Government providing guidance on corporate governance applicable to public companies.

5. Board of Management shall approve contracts and transactions valued less than 35% of total value of assets recorded on the latest financial statement in accordance with Article 167 of the Law on Enterprises.

Chapter XI OTHER PROVISIONS

Article 67. Remuneration of members of the Board of Management

1. Other remuneration for members of Board of Management shall be approved by the Annual General Meeting of Shareholders and disclosed to shareholders.

2. Remuneration of members of Board of Management shall be fully listed in narratives of annual audited financial statements.

3. In case a member of Board of Management concurrently holds position of President & CEO, in addition to salaries of President & CEO according to the Corporation's Regulation on salaries and bonuses of the Corporation, President & CEO shall also be entitled to the remuneration of members of the Board of Management.

4. Remuneration, other benefits as well as expenses paid to members of the Board of Management shall be disclosed in details in the Annual Reports of the Corporation.

Article 68. Remuneration of members of Board of Supervisors

Annually, members of Board of Supervisors shall be entitled to remuneration for the performance of their obligations. Calculation of the remuneration paid to members of Board of Supervisors must be clear, transparent and approved by the General Meeting of Shareholders. Total remuneration paid to members of the Board of Supervisors shall be announced in the Corporation's annual report.

Article 69. Salaries of President & CEO and other Executive Officers

1. Salaries and bonuses of President & CEO and other Executive Officers shall comply with the Corporation's Regulation on salaries and bonuses.

2. Salaries of President & CEO and other Executive Officers must be listed in a separate item in the annual financial statements of the Corporation and must be reported to the Annual General Meeting of Shareholders.

Article 70. Salaries of Administrator In-charge of Management

Salaries of the Administrator In-charge of Management shall be decided by the President & CEO and recorded in expenses of the Corporation.

Chapter XII GENERAL PROVISION

Article 71. Authority to amend and supplement the Regulation

1. Supplement or amendment of this Regulation must be considered and decided by the General Meeting of Shareholders of the Corporation.

2. During the implementation, should there be issues deemed necessary to amend and supplement the Regulation to comply with provisions of law and actual operation of the Corporation, Board of Management shall review and submit to the General Meeting of Shareholders for approval.

Article 72. Term of implementation

1. This Regulation shall take effect from the date of approval by General Meeting of Shareholders.

2. Board of Management of the Corporation shall be responsible for guiding and organizing the implementation of this Regulation.

3. If any term in this Regulation is conflicting with provisions of law or the

Corporation's Charter, provisions of law and the Corporation's Charter shall prevail.

**ON BEHALF OF BOARD OF MANAGMENT
CHAIRMAN**

Cao Hoai Duong