

PHU NHUAN JEWELRY JOINT STOCK COMPANY



DRAFT

**REGULATIONS ON OPERATION
OF THE BOARD OF DIRECTORS**

Ho Chi Minh city, date month year.....

TABLE OF CONTENT

ĐIỀU 1:	BASIS OF PROMULGATE	3
ĐIỀU 2:	DEFINITIONS	3
ĐIỀU 3:	GENERAL REGULATIONS.....	3
ĐIỀU 4:	ORGANIZATION STRUCTURE OF THE BOARD OF DIRECTORS.....	3
ĐIỀU 5:	RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS.....	4
ĐIỀU 6:	CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS	4
ĐIỀU 7:	MEMBER OF THE BOARD OF DIRECTORS	5
ĐIỀU 8:	DISMISSAL, REMOVAL THE MEMBER OF BOARD OF DIRECTORS.....	6
ĐIỀU 9:	AUDIT COMMITTEE	6
ĐIỀU 10:	SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS	7
ĐIỀU 11:	BOARD OF DIRECTORS OFFICE	8
ĐIỀU 12:	DECENTRALIZATION, AUTHORIZATION OF THE BOARD OF DIRECTORS	9
ĐIỀU 13:	METHOD OF SENDING DOCUMENTS.....	9
ĐIỀU 14:	MEETING OF THE BOARD OF DIRECTORS	9
ĐIỀU 15:	MEETING OF SUBCOMMITTEE UNDER THE BOARD OF DIRECTORS.....	11
ĐIỀU 16:	WRITTEN RECOMMENDATION OF BOARD OF DIRECTORS MEMBERS.....	12
ĐIỀU 17:	APPROVING THE DECISIONS OF THE BOARD OF DIRECTORS.....	14
ĐIỀU 18:	OTHER ISSUES.....	15
ĐIỀU 19:	PREVENT CONFLICTS OF BENEFITS.....	15
ĐIỀU 20:	OPERATION BUDGET OF THE BOARD OF DIRECTORS	15
ĐIỀU 21:	COORDINATION WITH AUDITING COMMITTEE	16
ĐIỀU 22:	COORDINATION RELATIONSHIP WITH GENERAL DIRECTOR.....	16
ĐIỀU 23:	MEETING WITH GENERAL DIRECTOR	17
ĐIỀU 24:	EXCHANGE INFORMATION WITH GENERAL DIRECTOR	18
ĐIỀU 25:	PERFORMANCE ASSESSMENT	18
ĐIỀU 26:	REWARD AND DISCIPLINE.....	19
ĐIỀU 27:	REMUNERATIONS, ALLOWANCES, OTHER BENEFITS AND BONUS	20
ĐIỀU 28:	IMPLEMENTATION ORGANIZATION	21
ĐIỀU 29:	TERMS OF ENFORCEMENT	21

CHAPTER I

GENERAL REGULATIONS

ĐIỀU 1: BASIS OF PROMULGATE

- 1.1 This Regulation is issued in accordance with the provisions of the Enterprise Law, the Securities Law, the Company Charter, and the Corporate Governance Regulations of Phu Nhuan Jewelry Joint Stock Company.
- 1.2 This regulation was issued based on the decision at the meeting of the members of the Board of Directors of Phu Nhuan Jewelry Joint Stock Company dated

ĐIỀU 2: DEFINITIONS

- 2.1 "Subcommittees" means the Subcommittees under the Board of Directors.
- 2.2 "Working days" means weekdays, except Saturday, Sunday and other public holidays and holidays as stipulated by the Company
- 2.3 "Notice" means the notice by email or in writing.
- 2.4 "Documents" means records, reports, documents, information.
- 2.5 "This Regulation" means all of the regulations contained in this document.
- 2.6 Words used in this Regulation are construed as defined in the Definition section of the Company Charter.

ĐIỀU 3: GENERAL REGULATIONS

- 3.1 This regulation specified in the operation of the Board of Directors of Phu Nhuan Jewelry Joint Stock Company.
- 3.2 This Regulation is applicable to members of the Board of Directors, the Subcommittee and other relevant individuals according to the Company's Charter, Corporate Governance Regulations and other internal management regulations of the Company.
- 3.3 The issues in this Regulations are understood in the context of consistency with the Company's Charter, Corporate Governance Regulations and other internal management regulations of the Company.
- 3.4 In this Regulations, any reference to any term or document shall include their amendments or replacements.
- 3.5 Issues that are not mentioned in this Regulations shall be applied according to the Company's Charter, Corporate Governance Regulations and legal regulations valid at that time. In case the Company Charter, Corporate Governance Regulations or legal regulations contain new regulations different from this Regulations, the new provisions shall be applied.

CHAPTER II

ORGANIZATION STRUCTURE OF THE BOARD OF DIRECTORS

ĐIỀU 4: ORGANIZATION STRUCTURE OF THE BOARD OF DIRECTORS

- 4.1 The Board of Directors is the governing body of the Company, has full authority on behalf of the Company to decide and perform the rights and obligations of the Company that are not under the authority of the General Meeting of Shareholders, in accordance with the law, the Company Charter and the Regulations on Corporate governance.
- 4.2 The number, term and criteria of the Board of Directors member are specified in Article 38 and Article 40 of the Company Charter
- 4.3 The Board of Directors has a Strategy Subcommittee and an Audit Committee to support the operation of the Board of Directors in accordance with the provisions of Article 43, the Company Charter and Article 9, this Regulation.
- 4.4 The Board of Directors establishes an Office of the Board of Directors to assist the Board of Directors, the Subcommittees and the Chairperson of the Board of Directors according to the provisions of Article 10 of this Regulation.

ĐIỀU 5: RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

- 5.1 The Board of Directors has the rights and obligations specified in the Company Charter, Corporate Governance Regulations, this Regulation and other internal management regulations of the Company.
- 5.2 The Board of Directors organizes the implementation of rights and obligations according to the order, procedures and time limit specified in the Company Charter, Corporate Governance Regulation, this Regulation and other internal management regulations of the Company.
- 5.3 The Board of Directors uses the subcommittees, the Executive Board, and independent consultants as consultants in the process of settling the affairs under the authority and obligations of the Board of Directors.
- 5.4 The Board of Directors is entitled to use the stamp and other working means of the Company when performing the tasks under the rights and obligations of the Board of Directors.

ĐIỀU 6: CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS

- 6.1 The Chairperson and Vice Chairperson of the Board of Directors have rights and duties as stipulated in the Company's Charter, Corporate Governance Regulations, this Regulation and other internal management regulations of the Company. The Chairperson of the Board of Directors works full time at the Company.
- 6.2 Rights and duties of the Chairperson of the Board of Directors as stipulated in Article 41, the Company's Charter are as follows:
 - 6.2.1 Assign tasks to members of the Board of Directors after discussing them in the meeting of the Board of Directors;
 - 6.2.2 Chairing of preparing documents to send to the General Meeting of Shareholders is the responsibility of the Board of Directors and ensures that these documents are sent to the shareholders;
 - 6.2.3 Developing and approving the Operation Plan of the Board of Directors for the fiscal year at the meeting of the Board of Directors, including the implementation plan of the programs and projects of the Board of Directors, the

- monitoring plan of General Director, Board of Executives and plan of internal control of the Company;
- 6.2.4 Planing annual, quarterly and monthly operation plans and plans of the Board of Directors; arrange the time and content of the meeting between the Board of Directors and the General Director according to the provisions of this Regulation;
- 6.2.5 Prepare programs and documents for meetings of the Board of Directors; convene and chair the meetings of the Board of Directors
- 6.2.6 Organize the approval of the decisions of the Board of Directors in the form of collecting written opinions;
- 6.2.7 On behalf of the Board of Directors to sign resolutions, decisions and documents within the authority of the Board of Directors;
- 6.2.8 Monitoring the implementation process of the resolutions of the Board of Directors;
- 6.2.9 On behalf of the Board of Directors to receive and consider documents sent to the Board of Directors and instruct the Office of the Board of Directors to send these documents to members of the Board of Directors, Subcommittees, and General Director according to this Regulation.
- 6.2.10 Prepare and send reports on supervision results of the General Director, the Board of Management in the middle of the fiscal year to members of the Board of Directors for consideration and approval at the meeting of the Board of Directors, including evaluation of management of the General Director, Board of Management, evaluating the business situation and the mid-financial statements of the Company;
- 6.3 After deciding on issues within their competence, the Chairperson of the Board of Directors must notify the Board of Directors, the General Director, the Executive Board according to the provisions of the corporate governance document and this Regulations.
- 6.4 The Chairperson of the Board of Directors shall report to the Board of Directors on the implementation of the tasks delegated and authorized by the Board of Directors under this Regulation and the implementation of the resolutions of the Board of Directors
- 6.5 The Chairperson of the Board of Directors may authorize in writing no more than three (03) months for the Vice Chairperson of the Board of Directors or a member of the Board of Directors to exercise one or some of his / her rights and obligations.
- 6.6 6.6 In case the Chairperson of the Board of Directors is absent or unable to work continuously for thirty (30) days or more, he/she must authorize in writing the Vice-Chairman or a member of the Board of Directors to exercise his/her rights and perform his/her duties as the Chairperson of the Board of Directors.
- 6.7 The authorization of the Chairperson of the Board of Directors must be announced to all members of the Board of Directors, the General Director, the Executive Board.

ĐIỀU 7: MEMBER OF THE BOARD OF DIRECTORS

- 7.1 Members of the Board of Directors have rights and duties as stipulated in the Company's Charter, Regulations on corporate governance, this Regulations and other internal Regulations on organization and operation of the Board of Directors
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management regulations of the Company. Members of the Board of Directors are not allowed to authorize another person to perform the rights and duties of members of the Board of Directors; except for the case approved by a majority of the members of the Board of Directors.

- 7.2 The members of the Board of Directors in charge of the subcommittee, fields and projects are responsible for making annual, quarterly and monthly programs and plans; receive, review and evaluate documents related to the subcommittee, fields and projects assigned to be in charge before submitting to the Board of Directors.
- 7.3 Members of the Board of Directors must spend enough necessary time to contact and exchange the business situation of the Company with the General Director, the Executive Board; study documents and exchange work with each other. When discussing and deciding matters within their competence, members of the Board of Directors must have clear and specific opinions on the basis of awareness and understanding of the issue and for the benefit of the Company.
- 7.4 Members of the Board of Directors are responsible for reviewing and giving opinions on issues within their competence within the time limit specified in the Company Charter, the Regulations on corporate governance, this Regulation and other regulations of the Company.

ĐIỀU 8: DISMISSAL, REMOVAL THE MEMBER OF BOARD OF DIRECTORS

- 8.1 Members of the Board of Directors may be dismissed or removed in accordance with the provisions of Article 40, the Company Charter and Article 10, Regulations. On Corporate Governance
- 8.2 In case the Chairperson of the Board of Directors is dismissed or removed, within five (05) working days, the remaining members of the Board of Directors must hold a meeting of the Board of Directors to elect the new Chairperson of the Board of Directors.

ĐIỀU 9: AUDIT COMMITTEE

The Audit Committee has the following rights and obligations:

- 9.1 Monitor the integrity of the corporate financial statements and the official disclosures related to the company's financial results;
- 9.2 Reviewing the internal control and risk management system;
- 9.3 Review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions that require approval by the Board of Directors or the General Meeting of Shareholders;
- 9.4 Proposing the independent audit company, remuneration and related terms in the contract with the audit company for approval by the Board of Directors before submitting to the Annual General Meeting of Shareholders for approval;
- 9.5 Monitoring and evaluating the independence and objectivity of the auditing company and the effectiveness of the audit process, especially in the case the company uses the auditing party's non-audit services;

- 9.6 Monitoring to ensure the company complies with the law, regulatory requirements and other internal regulations of the company;
- 9.7 Manage the Internal Audit Department / Board to perform the functions and duties of the Audit Committee;
- 9.8 Elaborating the Regulations on Operation of the Audit Committee, the internal audit regulation according to the Government's regulations and submit it to the Managing Board for approval.

ĐIỀU 10: SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS

- 10.1 The Board of Directors decides the structure, duties and personnel of the Subcommittees in accordance with Article 43, Company Charter, Article 21, Regulations on Corporate Governance , and this Regulation.
- 10.2 The Subcommittees have rights and duties related to the subcommittees' fields, including:
 - 10.2.1. Review and propose to the Board of Directors, the Chairperson of the Board of Directors the contents and issues under the deciding competence of the General Meeting of Shareholders, the Board of Directors, the Chairperson of the Board of Directors;
 - 10.2.2. Supervising and periodically reporting to the Board of Directors on the implementation of programs and projects of the Board of Directors;
 - 10.2.3. Receive, consider and give evaluation and appraisal opinions on projects, contents and issues submitted by the Chairperson of the Board of Directors, General Director to the Board of Directors for decision;
 - 10.2.4. Consulting for Board of Directors, Chairperson of the Board of Directors;
 - 10.2.5. Organize research, update and inform the Board of Directors, Chairperson of the Board of Directors, General Director on improvements, changes in methods, techniques, management tools;
 - 10.2.6. Organize to inspect and evaluate the activities of the Company in all aspects; propose improvements and changes to improve efficiency and standards in the Company's operations.
- 10.3 9.5 The members of Subcommittees work on concurrent form. The duties, remuneration, allowances and other benefits of the members of the Subcommittee are decided by the Chairperson of the Board of Directors after discussions with the Head of the Subcommittee.
- 10.4 Members of the Subcommittee are responsible for the confidentiality of information in accordance with the law, Company Charter, Regulations on corporate governance and other regulations of the Company If disclosing information obtained in the working process to other organizations and individuals that cause damage to the Company or shareholders, they must be personally responsible and compensate for the damage.
- 10.5 The Board of Directors dissolves the Subcommittee when the operation of the Subcommittee fails to meet the objectives when established or when necessary for the benefit of the Company. Upon dissolution of the Subcommittee, all activities documents

shall be transferred back to one or some members of the Board of Directors to continue to be in charge.

- 10.6 The Subcommittees are entitled to use the Company's working facilities in the process of settling the affairs under the Subcommittees' rights and duties.

ĐIỀU 11: BOARD OF DIRECTORS OFFICE

- 11.1 The office of the Board of Directors includes the person in charge of corporate governance appointed in accordance with Article 17, the Regulations on Corporate Governance, several specialists and secretaries decided by the Chairman of the Board of Directors but not more than seven (07) people. Specific tasks of the Office of the Board of Directors include:
- 11.1.1 Assist the Board of Directors, Subcommittees, and chairperson of the Board of Directors in preparing plans and documents within their respective scope of responsibility;
 - 11.1.2 Take notes of the minutes of meetings of the Board of Directors, Subcommittees, meetings between the Board of Directors and the General Director;
 - 11.1.3 Send documents, information about the operation of the Board of Directors to members of the Board of Directors, General Director, Executive Board
 - 11.1.4 Receive and transfer to the Chairperson of the Board of Directors, the Subcommittee documents sent to the Board of Directors, the Subcommittee;
 - 11.1.5 Send documents of the Board of Directors, Subcommittees to members of the Board of Directors, General Director, Executive Board and other relevant organizations and individuals as directed by the Chairperson of the Board of Directors;
 - 11.1.6 Organize to archive and ensure the easy access and search of documents related to the activities of the Board of Directors;
 - 11.1.7 Assisting the Chairperson of the Board of Directors in building shareholder relations and implementing corporate governance principles;
 - 11.1.8 Monitoring and reporting to the Board of Directors, the Chairperson of the Board of Directors on the Company's implementation and compliance with the Company's information disclosure and disclosure obligations;
 - 11.1.9 Assisting the Board of Directors, the Subcommittee and the Chairperson of the Board of Directors in administrative work;
- 11.2 One of the people in charge of corporate governance is appointed as the Head of the Office of the Board of Directors. The duties, salaries, allowances, bonuses and other benefits of the person in charge of corporate governance, specialists and secretaries of the Office of the Board of Directors are decided by the Chairperson of the Board of Directors.
- 11.3 The employees of the Office of the Board of Directors are responsible for keeping confidential information in accordance with the law, Company Charter, Regulations on corporate governance and other regulations of the Company. If disclosing information obtained in the course of work to other organizations and individuals that cause damage

to the Company or shareholders, they must be personally responsible and compensate for any damage.

ĐIỀU 12: DECENTRALIZATION, AUTHORIZATION OF THE BOARD OF DIRECTORS

- 12.1 In addition to the provisions of the Company Charter, Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company, the Board of Directors can decentralize and authorize the Chairman of the Board of Directors. Management, General Director, members of the Board of Directors exercise a number of rights and obligations of the Board of Directors.
- 12.2 The decentralization and authorization of the Board of Directors must be in writing with a definite term after discussion and decision at a meeting of the Board of Directors. The decentralized or authorized person is not allowed to delegate or re-delegate the rights to another person, unless approved in writing by the Board of Directors.
- 12.3 The Chairperson of the Board of Directors, the General Director, the decentralized and authorized members of the Board of Directors must comply with the provisions of law, the Company Charter, the Regulations on Corporate Governance, this Regulation and resolutions of the Board of Directors; periodically report to the Board of Directors on the implementation of the decentralized and empowered issues; and take responsibility in case of careless performance or violation of regulations that cause damage to the Company.

CHAPTER III

OPERATION METHOD OF THE BOARD OF DIRECTORS

ĐIỀU 13: METHOD OF SENDING DOCUMENTS

- 13.1 A member of the Board of Directors shall register with the Office of the Board of Directors the member's phone number, email address and official transaction address. When there is any change to the above information, members of the Board of Directors must notify in writing, within three (03) working days, to the Office of the Board of Directors.
- 13.2 Any document is considered sent to a member of the Board of Directors if it has been sent concurrently by at least two (02) methods, including email and courier mail. The office of the Board of Directors is responsible for verifying by phone with members of the Board of Directors that the document has been received. Documents sent by members of the Board of Directors to the Chairperson of the Board of Directors or the Office of the Board of Directors can also be sent simultaneously by the two above methods.
- 13.3 Depending on the nature and security needs of the documents, the Chairperson of the Board of Directors will decide the appropriate form of sending documents.

ĐIỀU 14: MEETING OF THE BOARD OF DIRECTORS

- 14.1 The Board of Directors must meet periodically once quarterly or extraordinarily, at the head office of the Company or elsewhere, in accordance with the provisions of Article

44, the Company Charter, Article 12, Regulations on Corporate Governance and this Regulation.

- 14.2 Members of the Board of Directors have the right to propose in writing to supplement the discussed issues at the convened meeting. The request should state the issues to be added, the basis for the additions and the accompanying documents, if any; and send the authorized person to convene the meeting at least three (03) working days before the meeting is held. The person authorized to convene the meeting decides whether or not to add the proposed issue to the meeting agenda.
- 14.3 Members of the Board of Directors are responsible for notifying, at least two (02) working days before the meeting date to the Office of the Board of Directors, of the attendance, not to attend the meeting, the authorization for the other members of the Board of Directors, the voting by sending votes.
- 14.4 The person in charge of corporate governance is responsible for updating documents used at the meeting that have attached the meeting invitation, and notify the members of the Board of Directors of significant changes, if any, about the meeting program, content and documents before the meeting starts.
- 14.5 Procedures for conducting meetings of the Board of Directors:
 - 14.5.1 The person in charge of corporate governance reports on the participants, the number of authorization letters, the number of sent votes;
 - 14.5.2 The meeting chair presents the purpose, agenda and content of the meeting;
 - 14.5.3 Meeting attendees discuss the raised issues;
 - 14.5.4 Members have the right to vote to approve the decisions according to the provisions of the Company Charter, Regulations on Corporate Governance and this Regulations;
 - 14.5.5 The person in charge of corporate governance repeat the main contents recorded in the Minutes Book of the meeting for the participants of the meeting to listen together and the Chairperson of the meeting signs for confirmation in the Minutes of the meeting before the end of the meeting.
- 14.6 The meeting chairperson has the right to take necessary and reasonable measures to control the meeting in an orderly manner, according to the announced agenda and content of the meeting The chairperson of the meeting has the right to postpone the meeting or a part of the meeting to another time, or terminate the meeting when one of the following cases occurs:
 - 14.6.1 The media at the meeting venue does not guarantee meeting participants to participate in discussions and vote, in case the meeting is held in the form of an agenda specified in Sections 10, and 11, Article 43, Company Charter;
 - 14.6.2 The appearance of new documents related to the contents of the meeting being discussed, but the majority of members of the Board of Directors noticed that the impacts and affect on the issue being discussed.
- 14.7 Members of the Board of Directors vote to approve the decision by raising hands, voting secretly or sending votes by other electronic methods. In case of secret ballot, a member of the Board of Directors must write his opinion in the vote, sign and transfer the vote

to the person in charge of administration. The votes of the members of the Board of Directors are considered as an integral part of the Minutes of the Meeting of the Board of Directors.

14.8 The minutes of the meeting must be made in Vietnamese and may be additionally made in a foreign language. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail. The minutes of the meeting have the following main contents:

14.8.1 Name, head office address, enterprise business code;

14.8.2 Purpose, agenda and content of the meeting;

14.8.3 Time and location of the meeting;

14.8.4 Full name of each member attending the meeting or authorized representative attending the meeting and method to attend the meeting; Full names of members who did not attend the meeting and reasons;

14.8.5 Issues discussed and voted on at the meeting

14.8.6 Summarize the opinions of each member attending the meeting according to the order of the meeting progress;

14.8.7 Voting results which clearly state members who agree, disagree and have no opinion;

14.8.8 Issues have been approved;

14.8.9 Full name, signature of the chairman of the meeting and the person in charge of corporate governance

ĐIỀU 15: MEETING OF SUBCOMMITTEE UNDER THE BOARD OF DIRECTORS

15.1 The Subcommittee may meet on a ordinary or extraordinary, at the headquarters of the Company or elsewhere. The Head of the Subcommittee is the convener and chair of the Committee's meeting.

15.2 The Head of the Subcommittee must send meeting invitation notices to the members of the Subcommittee prior to the meeting date. The Head of the Subcommittee must send meeting invitation notices to the members of the Subcommittee prior to the meeting date.

15.3 A meeting of the Subcommittee can only be conducted when a majority of the Committee's members attend the meeting and at least two-thirds (2/3) of the members of the Board of Directors are the members of the Subcommittee attending the meeting. In case the meeting does not meet the conditions to be held as prescribed, it may be convened for the second time within seven (07) working days from the intended date of the first meeting.

15.4 The Head of the Subcommittee has the right to invite members of the Board of Directors, the General Director, the Executives Board and other individuals to attend the meeting of the Subcommittee. The persons invited to the meeting have the right to speak and discuss at the meeting but do not have the right to vote.

- 15.5 Members of the Subcommittee vote to approve decisions by raising their hands. The decisions of the Subcommittee are passed at the meeting when it is approved by at least 2/3 of the members of the Subcommittee.
- 15.6 Minutes of the meeting are made similar to the minutes of the Board of Directors meeting. Minutes of the meeting and documents used during the meeting must be archived at the head office of the Company in accordance with the provisions of law and corporate governance documents.
- 15.7 The decisions of the Subcommittee are approved at the meeting, transferred to the Board of Directors within three (03) working days after the meeting ends. The Board of Directors holds a meeting to consider, discuss and approve the decisions of the Subcommittee.

ĐIỀU 16: WRITTEN RECOMMENDATION OF BOARD OF DIRECTORS MEMBERS

- 16.1 When it is unnecessary to convene a meeting, the Chairperson of the Board of Directors may collect written opinions of the members of the Board of Directors on the following issues:
 - 16.1.1 Identify operational goals on the basis of business goals approved by the General Meeting of Shareholders;
 - 16.1.2 Borrowing capital from domestic and foreign financial and credit institutions;
 - 16.1.3 Approve the implementation of mortgages, warranties, guarantees and compensation by the Company;
 - 16.1.4 Contracts and transactions with related people with a value of less than 35% of the total value of assets recorded in the latest audited financial statements of the Company;
 - 16.1.5 Approve the agenda, documents for the meeting of the General Meeting of Shareholders, convene the meeting of the General Meeting of Shareholders or carry out procedures for consulting shareholders in writing;
 - 16.1.6 Proposal of profit distribution, dividend rate and form of dividend payment in stock or in cash;
 - 16.1.7 Proposing the use of equity funds;
 - 16.1.8 Other issues that the Company's Charter, Regulations on corporate governance, these Regulations and other internal management regulations of the Company do not require approval at the meeting.
- 16.2 The Chairperson of the Board of Directors must prepare the opinion collection form, the draft resolution and other documents explaining the draft resolution; and send by a guaranteed method to the registered address at the Company of the Board of Directors members. Opinion forms shall be sent to members of the Board of Directors by the method of sending documents specified in Article 13. The opinion form must contain the following principal details:
 - 16.2.1 Name, head office address, enterprise business code;
 - 16.2.2 Purpose of collecting comments;

- 16.2.3 Full name, permanent address, nationality, ID card number, passport number or other legal personal identification number of a member of the Board of Directors;
- 16.2.4 Issues needing opinion for approval;
- 16.2.5 Voting options include agree, disagree and no opinion;
- 16.2.6 The deadline to send the answered papers to the Chairperson of the Board of Directors;
- 16.2.7 Full name and signature of the Chairperson of the Board of Directors;
- 16.3 The reasonable time for members of the Board of Directors to research and answer depends on the issues to be consulted, but in any case not less than three (03) and not exceed fifteen (15) working days from the date of receiving the opinion form.
- 16.4 Within the time limit determined in the opinion form, members of the Board of Directors must send the answered opinion form to the Chairperson of the Board of Directors in one of the following forms. Members of the Board of Directors are not allowed to authorize another person to answer the opinion form
 - 16.4.1 Mailing. The answered opinion form must be signed by members of the Board of Directors, must be contained in a sealed envelope and no one is allowed to open before counting votes;
 - 16.4.2 Send emails. Opinion forms sent to the Chairperson of the Board of Directors via email must be kept confidential until the time of counting votes
- 16.5 The opinion forms sent to the Chairman of the Board of Directors after the time specified in the opinion form or have been opened in case of mailing and disclosed in case of sending email are invalid. The opinion form that is not sent is considered a vote that does not take part in voting.
- 16.6 The Chairperson of the Board of Directors counts votes and makes minutes of counting votes in the presence of the General Director. The minutes of counting of votes must contain the following principal details:
 - 16.6.1 Name, head office address, enterprise business code;
 - 16.6.2 Purpose and issues that need to be consulted to approve the resolution;
 - 16.6.3 Number of members participating in the vote, including the number of valid votes and the number of invalid votes and the method of sending votes, together with a list of members participating in the vote;
 - 16.6.4 Total number of votes for acceptance, against and abstentions on each issue voted on;
 - 16.6.5 Issues have been approved;
 - 16.6.6 Full name and signature of the Chairperson of the Board of Directors, the person who supervised the counting of votes and the person counting votes.
- 16.7 The Chairperson of the Board of Directors, the vote counting person and the vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the

vote counting minutes; and for damages arising from decisions passed due to untruthful or inaccurate vote counting

- 16.8 The vote counting minutes must be sent to the members of the Board of Directors, the Subcommittees and the General Director within three (03) working days from the date of completion of the counting of votes.
- 16.9 The answered opinion form, vote counting minutes, adopted resolutions and relevant documents attached with the opinion form are kept at the head office of the Company in accordance with the regulations on archival documents of the Company.

ĐIỀU 17: APPROVING THE DECISIONS OF THE BOARD OF DIRECTORS

- 17.1 The Board of Directors approves the decisions according to the provisions of the Company Charter, Regulations on Corporate Governance and this Regulation.
- 17.2 Except for the issues specified in Clause 15.1, the contents and issues under the deciding competence of the Board of Directors must be approved by voting at the meeting.
- 17.3 Decisions of the Board of Directors and Subcommittees are approved in the following cases:
- 17.3.1 Approved by the majority of the Board members attending the meeting when voting at the meeting of the Board of Directors; If the votes are equal, the final decision will belong to the side with the opinion of the Chairperson of the Board of Directors;
- 17.3.2 Approved by a majority of the members of the Board of Directors when collecting written opinions of the members of the Board of Directors;
- 17.4 Members of the Board of Directors have the right to reserve their opinions, if they do not agree with the decisions of the Board of Directors, but must abide by the decisions. Reservation opinions of members of the Board of Directors must be clearly stated in the minutes of the Board of Directors meeting.
- 17.5 The Board of Directors must ensure that the following contents and issues are resolved by the time limit specified herein.
- 17.5.1 Propose the development direction of the Company, change the business lines of the Company, at least thirty (30) days before the date of convening the General Meeting of Shareholders to discuss and decide on this issue;
- 17.5.2 Proposing the reorganization, dissolution, bankruptcy of the Company, at least ninety (90) days before the date of convening the General Meeting of Shareholders to discuss and decide on this issue;
- 17.5.3 Proposing the issuance of bonds, convertible bonds to shares and warrants allowing the owner to buy shares at a predetermined price, at least thirty (30) days before the date of convening the meeting of the General Meeting of Shareholders to discuss and decide on this issue;
- 17.5.4 Determine the level of temporary dividends and the time of temporary dividend advance, at least thirty (30) days before the last registration date to pay dividend;
- 17.5.5 Approve the Business plan, detailed financial plans of the next fiscal year proposed by the General Director, before December 31 each year;

- 17.5.6 Approve the Operational Plan of the Board of Directors in the next fiscal year proposed by the Chairperson of the Board of Directors, before December 31 every year;
- 17.5.7 Evaluate the performance of the General Directors and Board of Executive in the fiscal year and decide their salaries, allowances and other benefits in the following fiscal year, within ninety (90) days from fiscal year end date;
- 17.5.8 Prepare and submit the Report on activities of the Board of Directors in the fiscal year, at least thirty (30) days before the date of convening the Annual General Meeting of Shareholders;
- 17.5.9 Approve the agenda and content of documents for the Annual General Meeting of Shareholders, at least thirty (30) days before the date of convening the meeting.

ĐIỀU 18: OTHER ISSUES

- 18.1 After the decision of the General Meeting of Shareholders, the Board of Directors, Chairperson of the Board of Directors is the one who signs all contracts, documents and other documents of the Company in the implementation process of the contents related to the decisions of the General Meeting of Shareholders, the Board of Directors.
- 18.2 The Board of Directors chooses independent external consultant through a meeting or collecting written opinions of members of the Board of Directors. Independent consultants must have expertise and experience in the area to be consulted and must not have conflicts of interest with the Company. The budget for hiring an independent consultant falls within the Board of Directors' operating budget.

ĐIỀU 19: PREVENT CONFLICTS OF BENEFITS

- 19.1 Members of the Board of Directors must disclose related interests according to the provisions of Article 59, the Company Charter and Article 34, the Regulations on Corporate governance.
- 19.2 The review and approval of contracts and transactions between the Company and a member of the Board of Directors or a related person shall comply with the provisions of Article 59, the Company Charter and Article 37, the Regulations on Corporate governance.
- 19.3 The Board of Directors considers and decides on the issues mentioned in Clause 18.2, at the meeting of the Board of Directors, within ten (10) working days from the date of arising the event.

ĐIỀU 20: OPERATION BUDGET OF THE BOARD OF DIRECTORS

- 20.1 The operating budget for the fiscal year of the Board of Directors includes:
 - 20.1.1 Operating expenses of the Board of Directors, including costs for implementing personnel policies for members of the Board of Directors, operating expenses of Subcommittees and costs of hiring outside independent consultants, if any;
 - 20.1.2 Salary, remuneration, allowances and other benefits of the members of the Board of Directors;

- 20.1.3 Salaries, allowances, and other benefits of the Office of the Board of Directors staff and operating expenses of the Office of the Board of Directors.
- 20.2 The Office of the Board of Directors develops an estimate of the operating budget of the Board of Directors in the fiscal year for the members of the Board of Directors to discuss before proposing at the annual General Meeting of Shareholders. The operating budget estimate must be built on the basis of the Board's expected operation programs and plans in the fiscal year, personnel policies for the members of the Board of Directors, the average level of operating expenses of two (02) preceding fiscal years.
- 20.3 19.3 After the General Meeting of Shareholders approves the operating budget for the fiscal year, the Chairman of the Board of Directors must notify the regulations on the allocation and usage of operating expenses of the Board of Directors.
- 20.4 Members of the Board of Directors shall use the operating budget within the prescribed scope and budget allocation of the Chairman of the Board of Directors. For operating expenses outside the regulations and budget allocation, member of the Board of Directors must obtain the consent of the Chairperson of the Board of Directors before implementation.
- 20.5 The Chairperson of the Board of Directors manages the usage of the Board of Directors' operating budget and and report to the Annual General Meeting of Shareholders.

CHAPTER IV

COORDINATION BETWEEN THE BOARD OF DIRECTORS WITH THE GENERAL DIRECTOR AND THE AUDIT COMMITTEE

ĐIỀU 21: COORDINATION WITH AUDITING COMMITTEE

- 21.1 The relationship between the Board of Directors and the Audit Committee is a coordination relationship. The working relationship between the Board of Directors and the Audit Committee follows the principles of equality and independence, at the same time closely coordinating and supporting each other in the process of implementing the tasks.
- 21.2 Upon receiving the inspection minutes or the general report of the Audit Committee, the Board of Directors is responsible for researching and directing the relevant departments to develop the plan and implement the correction in time

ĐIỀU 22: COORDINATION RELATIONSHIP WITH GENERAL DIRECTOR

- 22.1 The Board of Directors, Chairperson of the Board of Directors regularly supervise the management of the General Director, the Executives in accordance with the provisions of the Regulations on corporate governance, this Regulation and other regulations of the Company.
- 22.2 The Board of Directors, Subcommittees, members of the Board of Directors are entitled to receive documents and decisions of the General Director, the Executive and documents of the Company in accordance with the provisions of the Company Charter and the Regulations on Corporate Governance.
- 22.3 The General Director, the Executive must participate in meetings and report to the Board of Directors, Subcommittees, and Chairperson of the Board of Directors in accordance
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- Regulations on organization and operation of the Board of Directors

with the Regulations on Corporate governance and other internal management regulations of the company.

22.4 Members of the Board of Directors are entitled to:

- 22.4.1 Visit the Company's working locations during working hours and carry out the inspection and supervision by notifying the Chairperson of the Board of Directors and the General Director at least two (02) working days and according to the working calendar arranged by the General Director;
 - 22.4.2 Contact, exchange, and work with the assistant apparatus of the General Director by notifying the Chairman of the Board of Directors and the General Director at least two (02) working days and according to the arranged working schedule of the General Director.
 - 22.4.3 Attend meetings of the General Director by notifying the Chairperson of the Board of Directors and the General Director at least one (01) working day in advance; have the right to discuss, speak in an individual capacity, not on behalf of the Board of Directors and do not have rights to vote;
- 22.5 Whenever necessary, the Board of Directors, subcommittees and members of the Board of Directors can request the General Director, members of the Board of Directors to report and explain matters under the jurisdiction of the Board of Directors. The Board of Directors by notifying the person required to report and explain at least three (03) working days in advance. The request must specify the contents to be reported, the explanation, the time and place of the reporting and explanation.
- 22.6 Board of Directors, Subcommittees, Chairperson of the Board of Directors can consult the General Director, the Executive on issues under their authority, through meeting or collecting opinions in writing. In case of collecting written opinions, the Board of Directors, Subcommittees and Chairperson of the Board of Directors must send necessary documents related to the consulted issues to the General Director, the Executive. The reply of the General Director, members of the Board of Management in case of consultation is not binding on the Board of Directors, Subcommittees, and Chairperson of the Board of Directors.

ĐIỀU 23: MEETING WITH GENERAL DIRECTOR

- 23.1 The Board of Directors and General Director hold a meeting to discuss work in accordance with Article 27 of the Regulations on Corporate Governance.
- 23.2 The Chairperson of the Board of Directors must send the meeting invitation to the members of the Board of Directors, General Director. The meeting invitation must contain the time, location, agenda, content of the meeting and attach documents related to the content discussed at the meeting.
- 23.3 The General Director has the rights to propose in writing to supplement the issues discussed at the meeting that was convened. The request should state clearly the added issues, the basis for the additions and the accompanying documents, if any; and send it to the Chairperson of the Board of Directors at least two (02) working days before the meeting is held. The Chairperson of the Board of Directors decides to add or not to add the proposed issue to the agenda.

- 23.4 A meeting can only be conducted when there are at least half (1/2) of the number of members of the Board of Directors and General Director. The meeting is chaired by the Chairperson of the Board of Directors and the person in charge of corporate governance is the meeting secretary.
- 23.5 The Chairperson of the Board of Directors has the right to invite the Executives and other individuals to attend the meeting with the General Director. The persons invited to the meeting have the right to speak and discuss at the meeting.
- 23.6 Procedures for conducting meetings are similar to meetings of the Board of
- 23.7 All discussions of members attending the meeting must be fully recorded by the person in charge of corporate governance and recorded in the minutes of the meeting similar to the minutes of the meeting of the Board of Directors.
- 23.8 The results of a meeting between the Board of Directors and the General Director must be notified to the members of the Board of Directors, General Director after the meeting ends.
- 23.9 Meeting invitations, documents related to the content discussed at the meeting and the minutes of the meeting must be kept at the Company in accordance with the Company's document archival regulations.

ĐIỀU 24: EXCHANGE INFORMATION WITH GENERAL DIRECTOR

- 24.1 The exchange of information between the Board of Directors, Subcommittees, the Chairperson of the Board of Directors and the General Director shall comply with the provisions of the Company Charter, the Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company.
- 24.2 All resolutions and decisions of the Board of Directors, Subcommittees, and the Chairperson of the Board of Directors must be sent to the General Director and the Executive of the company in accordance with the Regulations on Corporate Governance.
- 24.3 The Board of Directors sends to the General Director, the Executive the annual, quarterly and monthly plan of activities of the Board of Directors within three (03) working days from the date of such program, activity plan is approved.

CHAPTER V

ASSESSMENT OF THE OPERATION EFFICIENCY AND WAGES, REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

ĐIỀU 25: PERFORMANCE ASSESSMENT

- 25.1 The Board of Directors decides the contents, criteria and methods of evaluating the performance of the Board of Directors and its members.
- 25.2 The meeting to evaluate the performance of the Board of Directors is only conducted after the Company has estimated the business results of the Company in the fiscal year.
- 25.3 The Chairperson of the Board of Directors instructs the person in charge of corporate governance to prepare self-evaluation sheets, available documents and data related to the content, criteria and methods of evaluating the performance of the Board of

Directors, members of the Board of Directors; and send to all members of the Board of Directors at least ten (10) working days before the meeting date.

- 25.4 Members of the Board of Directors must send self-evaluation sheets of the performance of the Board of Directors and individuals to the Chairperson of the Board of Directors at least three (03) working days before the meeting is held.
- 25.5 At the meeting, the Chairperson of the Board of Directors announces the contents of all the self-evaluation votes received and takes a reasonable time for the attending members to discuss and review the performance evaluation. After discussion, members of the Board of Directors conduct the assessment in the form of secret ballot. The evaluation sheet must include the name of the assessor, the contents of the assessment, the methods of evaluation, the evaluation results for each content of the assessment and the signature box of the evaluator.
- 25.6 The Chairperson of the Board of Directors announces the evaluation results of each evaluation slip without naming the name of the evaluator. The person in charge of corporate governance records and calculates the final evaluation results for each evaluation content. The final evaluation result is calculated by the average of the evaluation results of the members of the Board of Directors.
- 25.7 The results of evaluating the performance of the Board of Directors and members of the Board of Directors must be notified to all members of the Board of Directors, General Director after the meeting ends.

ĐIỀU 26: REWARD AND DISCIPLINE

- 26.1 The Board of Directors decides to reward and discipline the members of the Board of Directors in accordance with the provisions of Article 40, Regulations on Corporate Governance and this Regulation.
- 26.2 Bonuses include written rewards with or without cash. The bonus in cash is decided by the Board of Directors at the meeting. Bonuses are deducted from the total bonus in the fiscal year of the Board of Directors decided by the General Meeting of Shareholders.
- 26.3 Disciplinary action includes written reprimand, written warning, and recommendation to General Meeting of Shareholders to dismiss.
- 26.4 The Board of Directors shall consider rewarding members of the Board of Directors when at least three (04) members of the Board of Directors determine that such member has outperformed compared to the usual efforts or performed actions that have a significant impact on the performance of the Board of Directors or the business results of the Company.
- 26.5 The Board of Directors consider disciplining members of the Board of Directors when at least three (04) members of the Board of Directors determine that member:
- 26.5.1 Violating the obligations of members of the Board of Directors as stipulated in the Company Charter, Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company, or
- 26.5.2 Failure to complete the duties as assigned by the Board of Directors, Chairperson of the Board of Directors, or

- 26.5.3 Absent from meetings of the Board of Directors or fail to respond to written opinion polls of the Chairman of the Board of Directors from three (03) times or more in a year.
- 26.6 The Chairperson of the Board of Directors convenes a meeting to reward and discipline in accordance with the provisions of Article 43, the Company Charter and this Regulations, within ten (10) working days from the date of receiving the request for reward, discipline of at least four (04) members of the Board of Directors. A written request for the reward or discipline must clearly state the person proposed, the main reasons for the reward, the discipline, the form of the reward, the proposed discipline and the supporting documents, if any.
- 26.7 Members of the Board of Directors are not allowed to send votes or authorize other members of the Board of Directors to attend the meeting for the rewarding or disciplinary meeting. In the meeting to reward and discipline members of the Board of Directors, there must be three (04) proposed members of the Board of Directors and the person proposed for the commendation.
- 26.8 Procedures for organizing the reward and discipline meeting:
- 26.8.1 The person in charge of corporate governance reports on participants;
- 26.8.2 The Chairperson of the Board of Directors presents the purpose, agenda and content of the meeting;
- 26.8.3 Four (04) members of the Board of Directors who propose reward and discipline present their opinions, bases and assessments;
- 26.8.4 The person proposed for the reward or discipline presents opinions related to the reward and discipline;
- 26.8.5 Meeting attendees discuss recommendations for reward and discipline;
- 26.8.6 Members of the Board of Directors vote to approve decisions in accordance with the provisions of the Company Charter, the Regulations on corporate governance.
- 26.8.7 The person in charge of corporate governance repeats the main contents recorded in the Minutes Book of the meeting for meeting attendees to listen together and the Chairperson of the meeting signs for confirmation in the Minutes of the Meeting Book.
- 26.9 The reward and discipline results of the members of the Board of Directors must be notified to all members of the Board of Directors, General Director within three (03) days from the end of the meeting

ĐIỀU 27: REMUNERATIONS, ALLOWANCES, OTHER BENEFITS AND BONUS

- 27.1 Members of the Board of Directors receive salary, remuneration, allowances, bonuses and other benefits as stipulated in Section 7 and 9, Article 39, Company Charter, Article 14, Regulations on Corporate Governance, This regulation, other regulations and resolutions of the Annual General Meeting of Shareholders.
- 27.2 Based on the operating budget in the fiscal year approved by the Annual General Meeting of Shareholders, the Board of Directors shall decide on the principle of agreeing
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- Regulations on organization and operation of the Board of Directors

the monthly salary of the Chairperson of the Board of Directors, monthly remuneration and allowances of the member of the Board of Directors.

- 27.3 The non-executive members of the Board of Directors who perform the tasks that, in the opinion of the Board of Directors, are outside the normal duties of the members of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration for each installment, commission, or in other forms as decided by the Board of Directors.
- 27.4 Based on the operating budget in the fiscal year approved by the Annual General Meeting of Shareholders, the Chairman of the Board of Directors decides the types and levels of other expenses for the members of the Board of Directors. Other expenses include but are not limited to travel, communication, communication, training, seminars, health insurance, medical examination and treatment, travel, entertainment, and sport
- 27.5 Based on the total bonus in the fiscal year approved by the General Meeting of Shareholders and the results of performance evaluation of the members of the Board of Directors, the Board of Directors shall decide the bonus in the fiscal year of each members of the Board of Directors in accordance with the method to ensure corresponding to the performance of each member of the Board of Directors.
- 27.6 Total salaries, remuneration, allowances, bonuses and other expenses of members of the Board of Directors must be detailed in the Report on activities of the Board of Directors and in other reports of the Company in the fiscal year according to the provisions of Section 8, Article 39, Company Charter and Article 14, Regulations on Corporate Governance

CHAPTER VI

IMPLEMENTATION ORGANIZATION

ĐIỀU 28: IMPLEMENTATION ORGANIZATION

- 28.1 This regulation can be amended and supplemented by decision of the Board of Directors.
- 28.2 This regulation is sent to members of the Board of Directors, Subcommittees, General Director, Executive Board, Office of the Board of Directors and archived at the Office of the Company.
- 28.3 Chairperson of the Board of Directors is responsible for organizing the implementation of this Regulation and report every six (06) months to the Board of Directors on the implementation.

ĐIỀU 29: TERMS OF ENFORCEMENT

This regulation includes 06 Chapters, 28 Articles, valid from the date.... month... .. 2021 All previous regulations of the Board of Directors which are contrary to this Regulation are hereby terminated.

THE BOARD OF DIRECTOR

CHAIR WOMAN

CAO THỊ NGỌC DUNG