



*Ho Chi Minh City, May 27<sup>th</sup>, 2020*

## **DECISION**

### ***Ref. Promulgating the Internal Management Regulation of Bamboo Capital Joint Stock Company***

#### **BOARD OF DIRECTORS OF BAMBOO CAPITAL JOINT STOCK COMPANY**

- Pursuant to the Securities Law No. 70/2006/QH11 dated June 29, 2006 of the National Assembly; Law amending and supplementing some articles of the Securities Law No. 62/2010/QH12 dated November 24, 2010;
- Pursuant to the Decree No. 71/2017/ND-CP dated June 06/2017 of the Government guiding the corporate governance applicable to public companies;
- Pursuant to the Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance guiding the information disclosure on the stock market;
- Pursuant to the Charter of Bamboo Capital Group (BCG) approved by the General Meeting of Shareholders on May 10, 2019 (the 6<sup>th</sup> amendment);
- Pursuant to the Resolution of the General Meeting of Shareholders ratified in the form of Approval in writing in May 2020;

#### **DECIDES**

- Article 1.** To promulgate together with this Decision the “**Internal Management Regulation of Bamboo Capital Joint Stock Company**” at the 1<sup>st</sup> amendment.
- Article 2.** This Decision takes effect from the date of signing.
- Article 3.** Members of the Board of Directors, Executive Board, Leaders of Divisions, Departments, and subsidiaries; Shareholders, officials and employees of Bamboo Capital Joint Stock Company shall implement this Decision.

**Recipient:**

- General Meeting of Shareholders;
- Archived: BOD’s Office.

**FOR AND ON BEHALF OF  
BOARD OF DIRECTORS  
CHAIRMAN**

(signed and sealed)

**Nguyen Ho Nam**



*Ho Chi Minh City, May 27<sup>th</sup>, 2020*

## **INTERNAL MANAGEMENT REGULATION OF BAMBOO CAPITAL JOINT STOCK COMPANY**

*(The 1<sup>st</sup> amendment)*

*(Promulgated enclosing with the Decision No. 23/2020/QĐ-HĐQT-BCG dated 27/05/2020  
of the Board of Directors of Bamboo Capital Joint Stock Company)*

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1. Scope of adjustment**

- This Regulation is based on the provisions of the Law on Enterprises, Securities Law and applies the best international practices of corporate governance in accordance with the conditions of Vietnam, in order to ensure sustainable development of the stock market and contribute to the healthy economy.
- This Regulation prescribes the basic principles of corporate governance to protect the rights and legitimate interests of shareholders, establish code of conducts and ethics of the members of the Board of Directors, Board of Management, Supervisory Board and Managers of the Company.
- This Regulation is also a basis for evaluating the corporate governance of Bamboo Capital Joint Stock Company.

#### **Article 2. Interpretation**

The terms and expressions below are construed as follows:

1. “**Related person**” is an individual or organization as defined in Clause 34, Article 6 of the Securities Law;
2. “**Non-executive members of the Board of Directors**” are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant and other managers appointed by the Board of Directors.
3. “**Independent member of the Board of Directors**” means a member of the Board of Directors satisfying the following conditions: (i) Having professional qualifications and experience in business management of the company and not necessarily being shareholder of the company. (ii) Not currently working for the company, its subsidiaries; Not being a person who used to work for the company or its subsidiaries for at least 03

previous years. (iii) Not being a person receiving salaries or remuneration from the company, except for allowances enjoyed by member of the Board of Directors as prescribed; (iv) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, children, adopted children, siblings are major shareholders of the company; being a manager of the company or its subsidiaries; (v) Not being a person who directly or indirectly owns at least 1% of the total voting shares of the company; (vi) Not being a member of the Board of Directors or the Supervisory Board of the company for at least the previous 05 years.

## **CHAPTER II**

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

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

1. Shareholders have full rights and obligations according to the provisions of the Law on Enterprises, relevant legal documents and the Company's charter, especially:
  - a. The right to freely transfer their shares that have been fully paid and recorded in the Company's shareholder book, unless otherwise restricted to transfer by the law, the Company's charter and the Resolutions of the General Meeting of Shareholders;
  - b. The right to be treated fairly. Each share of the same class gives its owner the same rights, obligations and interests. In case the company has preferential shares, the rights and obligations associated with the preferred shares must be fully disclosed to shareholders and approved by the General Meeting of Shareholders;
  - c. The right to be informed of periodic and extraordinary information about the company's activities;
  - d. The rights and responsibilities to participate in the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or exercise the right for voting remotely;
  - e. The priority to buy newly shares offered corresponding to the percentage of share ownership in the company.
2. Shareholders have the right to protect their legal rights. In case the resolution of the General Meeting of Shareholders, decision of the Board of Directors violates the law or the basic rights of shareholders in accordance with the law, the shareholders may request to cancel such decision in accordance with the order and procedures prescribed by law. In case decisions violate the law causing any damages to the company, the Board of Directors, Supervisory Board and Board of Management must compensate the company according to its responsibilities. The shareholders may claim from the company as prescribed by law.

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

1. Major shareholders must not take their advantages to harm the rights and interests of the company and other shareholders.

2. Major shareholders are obliged to disclose information according to the provisions of law.

### **Article 5. Company's Charter**

1. The Company's Charter must not be contrary to the provisions of the Law on Enterprises and other relevant legal documents.
2. The Company's Charter is designed and promulgated according to the sample Charter as prescribed by the Ministry of Finance.

### **Article 6. Annual and Extraordinary General Meeting of Shareholders**

1. The company develops and publishes on its website the order and procedures for convening and voting at the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises and related legal documents and the Company's charter, including the following main contents:
  - a. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders;
  - b. Notice of convening the General Meeting of Shareholders;
  - c. Method for registering to attend the General Meeting of Shareholders;
  - d. Method of voting;
  - e. Method of vote counting, for sensitive matters and if shareholders request, the company shall appoint an independent organization to collect and count votes;
  - f. Notify the results of vote counting;
  - g. Method of objecting the General Meeting of Shareholders' resolutions;
  - h. Make the minutes of the General Meeting of Shareholders;
  - i. Announce publically the General Meeting of Shareholders' resolutions;
  - j. Other problems.
2. The Company fully complies with the order and procedures for convening the General Meeting of Shareholders in accordance with the provisions of law, the Company's charter and internal regulations of the company. The Company shall disclose information about closing the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the closing date of the list. The company must not restrict the shareholders to attend the General Meeting of Shareholders, must create conditions for shareholders to authorize their proxies to participate in the General Meeting of Shareholders or vote by registered mail upon the shareholders' request. The company must guide the procedure of authorization and power of attorney according to regulations.
3. The Board of Directors or the convenor of the General Meeting of Shareholders shall arrange the agenda, locate the reasonable place and time to discuss and vote on each issue in the agenda of the General Meeting of Shareholders.
4. The Company must take its best efforts to apply modern technologies so that shareholders can participate in the General Meeting of Shareholders in the best way, including

instructions to shareholders on voting remotely or voting via online General Meeting of Shareholders.

5. Annually, the company holds the Annual General Meeting of Shareholders in accordance with the Law on Enterprises. The Annual General Meeting of Shareholders may not be held in the form of shareholders' approval in writing.
6. Within the Company's Charter or internal regulations, the Company stipulates the principles, contents, order and procedures for collecting shareholders' approval in writing in order to ratify resolutions of the General Meeting of Shareholders. In case of collecting written opinions, the company must ensure to send and disclose full documents and a reasonable time for shareholders to review the documents before sending voting cards like the case of holding General Meeting of Shareholders.
7. The Company must take its best efforts to apply modern technologies so that shareholders can participate in the General Meeting of Shareholders in the best way, including instructions to shareholders on voting remotely, e-voting or voting via the online General Meeting of Shareholders.

#### **Article 7. Report on the Board of Directors' operations at the Annual General Meeting of Shareholders**

Report on the Board of Directors' operations submitted to the Annual General Meeting of Shareholders shall consist of:

- Assessment of the Company's operations in the fiscal year;
- Operations, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors;
- Summary of meetings of the Board of Directors and decisions of the Board of Directors;
- Supervision results of the General Director;
- Supervision results of other managers;
- Future plans.

#### **Article 8. Report on the Board of Supervisors' operations at the Annual General Meeting of Shareholders**

Report on the Board of Supervisors' operations submitted to the Annual General Meeting of Shareholders shall consist of:

- Operations, remuneration and operating expenses of the Board of Supervisors and each member of the Board of Supervisors;
- Summary of meetings of the Board of Supervisors and decisions of the Board of Supervisors;
- Supervision results of the company's operations and finance;
- Supervision results of members of the Board of Directors, General Director and other managers;
- Report on evaluation of coordination between the Supervisory Board, the Board of Directors, the Board of Management and shareholders.

**CHAPTER III**  
**MEMBERS OF THE DIRECTORY BOARD AND BOARD OF DIRECTORS**

**Article 9. Self-nomination and nomination of members of the Board of Directors**

1. Information related to the candidates of the Board of Directors (in case the candidates have been previously identified) is disclosed at least ten (10) days before the convention of the General Meeting of Shareholders on the company's website so that shareholders may find out about these candidates before voting. Information on the Board of Directors' candidates shall include:
  - Full name, date of birth;
  - Qualification;
  - Working process;
  - Name of companies where candidates hold the position of member of the Board of Directors and other management titles;
  - Benefits related to the company (if any);
  - Other information (if any).
2. The candidates of the Board of Directors shall commit in writing on the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform their duties honestly if they are elected to the Board of Directors.
3. Shareholders holding voting shares for at least six (6) consecutive months up to the closure of the list of attending shareholders have the right to add the number of voting rights to nominate candidates to the Board of Directors. The nomination of candidates to the Board of Directors whose shareholders, after incorporating the number of voting rights, must comply with the provisions of law and the Company's charter.
4. In case the number of candidates to the Board of Directors via nomination or self-nomination is insufficient, the Board of Directors may nominate more candidates or organize the appointment according to the provisions of the Charter and internal regulations of the company. The candidates for the Board of Directors is clearly announced and approved by the General Meeting of Shareholders before voting.
5. The Company shall determine and specifically instruct the shareholders on voting to elect members to the Board of Directors by cumulative voting method.

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

1. Members of the Board of Directors are those not prohibited by law and the Company's charter from being members of the Board of Directors. Members of the Board of Directors may not be the Company's shareholders.

2. The Company needs to limit the number of members of the Board of Directors who hold concurrently the management functions in the executive apparatus of the company to ensure the independence of the Board of Directors.
3. The Chairman of the Board of Directors shall not hold concurrently the position of General Director unless otherwise approved at the Annual General Meeting of Shareholders.

#### **Article 11. Composition of the Board of Directors**

1. The number of members of the Board of Directors shall not be at least three (03) people and at most eleven (11) people. Structure of the Board of Directors must ensure the balance between members with knowledge and experience in law, finance and business activities of the company.
2. The structure of members of the Board of Directors must ensure the balance between members cum executive officers and the non-executive members, in which at least one-third (1/3) of the total number of members of the Board of Directors must be non-executive member of the Board of Directors.
3. The total number of independent members of the Board of Directors shall account for at least one third (1/3) of the total number of members of the Board of Directors. The minimum of independent members of the Board of Directors shall be determined by rounded down method.

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

Members of the Board of Directors shall have all rights as prescribed in the Law on Enterprises, related legal documents and the Company's charter, especially the right to be provided with information and documents on the financial situation, business activities of the company and its entities.

#### **Article 13. Responsibilities and obligations of members of the Board of Directors**

1. Members of the Board of Directors must fully comply with the responsibilities and obligations in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors shall perform their duties honestly and cautiously for the best benefits the shareholders and the company.
3. Members of the Board of Directors shall attend all meetings of the Board of Directors and provide clear opinions on the issues to be discussed.
4. Members of the Board of Directors shall disclose the company the remuneration they receive from subsidiaries, affiliates and other organizations to which they are representatives of the company's contributed capital.
5. Members of the Board of Directors and the related persons, when conducting transactions on the company's shares, must report to the State Securities Commission and disclose information about this transaction in accordance with the law.
6. The Company may buy liability insurance for members of the Board of Directors after approval of the General Meeting of Shareholders. This insurance does not include liability insurance of the Board of Directors' members related to violations of law and the Company's charter.

## **Article 14. Responsibilities and obligations of the Board of Directors**

1. The Board of Directors must comply fully with responsibilities and obligations in accordance with the Law on Enterprises and other relevant legal documents.
2. The Board of Directors shall bear full responsibility before the shareholders for the company's operations.
3. The Board of Directors is responsible for ensuring that the company's operations shall comply with the provisions of law, the Charter and internal regulations of the company, treats all shareholders equally and respects the interests of people with benefits related to the company.
4. The Board of Directors shall build regulations on order and procedures for nominating, standing for the post, electing, dismissing and removing members of the Board of Directors and order and procedures for organizing the Board of Directors' meetings mainly including:
  - a. Order and procedures for nominating, standing for the post, electing, dismissing and removing members of the Board of Directors:
    - Considering the qualifications for members of the Board of Directors;
    - Method of nominating people and standing for the position of member of the Board of Directors, shareholder or group of shareholders in accordance with the law and the Company's charter.
    - Method of electing members of the Board of Directors;
    - Cases of dismissal or removal of members of the Board of Directors;
    - Notice of election, dismissal and removal of members of the Board of Directors.
  - b. Order and procedures for organizing the Board of Directors' meetings:
    - Notify the Board of Directors' meetings (including agenda, time, location, related documents, and votes for members of the Board of Directors who cannot attend the meeting);
    - Conditions for organizing the Board of Directors' meetings;
    - Method of voting;
    - Method of passing the Board of Directors' resolutions;
    - Make minutes of the Board of Directors' meetings;
    - Approve resolutions of the Board of Directors.
5. The Board of Directors builds regulations on order and procedures for selecting, appointing and dismissing managers and the process and procedures for coordinating activities between the Board of Directors and the Supervisory Board and the General Director, mainly including:
  - a. Order and procedures for selecting, appointing and dismissing senior managers:
    - Qualifications for selecting senior managers;
    - Appoint the senior managers;



- Sign labor contracts with the senior managers;
  - Cases of dismissing the senior managers;
  - Notify the appointment and dismissal of the senior managers.
- b. Process and procedures for coordinating activities between the Board of Directors, and the Supervisory Board and the General Director:
- Procedures and order for convening, notifying the meeting invitation, recording of minutes, notifying the meeting results between the Board of Directors, and the Supervisory Board and the General Director;
  - Notify the Board of Directors' resolutions to the Supervisory Board and the General Director;
  - Cases in which the General Director and the Supervisory Board require to convene the Board of Directors' meeting and issues requiring the advices of the Board of Directors;
  - Report of the Board of Management to the Board of Directors for the implementation of duties and powers assigned;
  - Review the implementation of the Resolution and other authorized issues of the Board of Directors to the General Director;
  - Issues that the General Director must report, provide information and methods to notify the Board of Directors and the Supervisory Board;
  - Coordinate the control, administration and supervision activities between members of the Board of Directors, members of the Supervisory Board and the General Director according to the specific tasks of the above members.
6. The Board of Directors shall develop a mechanism for evaluating operations, rewards and discipline for members of the Board of Directors, General Director and other managers.
7. The Board of Directors shall report its operations at the General Meeting of Shareholders in accordance with Article 7 of this Regulation.

#### **Article 15. The Board of Directors' meetings**

1. The Board of Directors holds its meetings in accordance with the order stipulated in the Charter and Internal Management Regulations of the company. The organization of the Board of Directors' meeting, the agenda and related documents shall be notified in advance to the Board of Directors' members in accordance with the provisions of law and the Company's Charter.
2. The meeting minutes of the Board of Directors must be made in details and clearly. Secretary and members of the Board of Directors participating in the meeting must sign the meeting minutes. Meeting minutes of the Board of Directors must be kept in accordance with the law and the Company's Charter.

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

1. Remuneration of the Board of Directors is annually approved by the General Meeting of Shareholders and announced according to regulations.

2. In case member of the Board of Directors concurrently holds a position in the management apparatus of the company and its subsidiaries, the remuneration announced must include salaries, bonuses associated with the executive title and other remunerations.
3. Remuneration, other benefits and expenses paid by the company and allocated to each member of the Board of Directors are published in details in the Company's annual report.

## **CHAPTER IV**

### **MEMBERS OF SUPERVISORY BOARD AND THE BOARD OF SUPERVISORS**

#### **Article 17. Self-nomination and nomination of members of the Supervisory Board**

- Unless otherwise prescribed by the Company's charter, the nomination and self-nomination of member of the Supervisory Board shall be similar to the nomination and nomination of member of the Board of Directors as stipulated in Clauses 1, 2 and 3 and 5 Article 9 of this Regulation.
- In case the number of candidates to the Supervisory Board via nomination or self-nomination is insufficient, the current Supervisory Board may nominate more candidates or organize the appointment according to the provisions of the Company's Charter. Mechanism of the current Supervisory Board on appointment of candidates is clearly announced and approved by the General Meeting of Shareholders for approval before the election.

#### **Article 18. Membership of the Supervisory Board**

1. Members of the Supervisory Board are those not prohibited by law and the Company's charter from being members of the Supervisory Board. Members of the Supervisory Board must be qualified and experienced. Members of the Supervisory Board may not be shareholders of the company.
2. Member of the Supervisory Board may not be person in the accounting and finance department of the company and not a member or employee of an independent auditing company performing the audit of the company's financial statements.

#### **Article 19. Composition of the Supervisory Board**

1. The number of members of the Supervisory Board is not less than three (03) people or more than five (05) people. At least one member of the Supervisory Board is an accountant or auditor.
2. Supervisors must be auditors or accountants.
3. Head of the Supervisory Board must be a professional accountant or auditor and must work full-time at the company.

#### **Article 20. Right to access information of members of the Supervisory Board**

1. Members of the Supervisory Board may access all information and documents related to the Company's operations. Members of the Board of Directors, General Director and other

managers shall provide information upon the request of members of the Supervisory Board.

2. The Company shall build a mechanism to support the members of the Supervisory Board in performing their duties in effective manner according to the legal regulations and the Company's Charter.

### **Article 21. Responsibilities and obligations of the Supervisory Board**

1. The Supervisory Board shall bear responsibility before the shareholders of the company for its supervisory activities. The Supervisory Board shall supervise the financial situation of the company, the validity of the activities of members of the Board of Directors, the General Director, other managers, and the coordination in activities of the Supervisory Board and Board of Directors, General Director and shareholders and other duties in accordance with the law and the Company's charter to protect the legal benefits of the company and shareholders.
2. The Supervisory Board must meet at least two (02) times a year, the number of members attending the meeting must be at least two-thirds (2/3) of the members of the Supervisory Board. The meeting minutes of the Supervisory Board shall be made in details and clearly. Secretary and members of the Supervisory Board attending the meeting must sign the meeting minutes. Meeting minutes of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.
3. In the Supervisory Board's meetings, the Supervisory Board may request members of the Board of Directors, General Director, members of the internal auditor (if any) and independent auditors to attend and answer the issues that members of the Supervisory Board concern.
4. In case the Supervisory Board detects any violations to the law or the company's charter, violations of members of the Board of Directors, the General Director and other managers, the Supervisory Board must notify in writing to the Board of Directors within forty-eight (48) hours, requesting the violating person to stop such violation and take remedies. After the deadline of seven (07) days after the above-stated notification, if the violating person fails to stop such violation or take remedies, the Supervisory Board shall report directly to the State Securities Commission.
5. The Supervisory Board may select and request the General Meeting of Shareholders to approve the independent auditing firm to audit the financial statements of the company.
6. The Supervisory Board shall report at the General Meeting of Shareholders in accordance with Article 8 of this Regulation.

### **Article 22. Remuneration of the Supervisory Board**

Members of the Supervisory Board shall annually receive remuneration for their services. Remuneration for members of the Supervisory Board is approved by the General Meeting of Shareholders. The total remuneration, other benefits and expenses paid by the company to each member of the Supervisory Board are published in the company's annual report and to the shareholders.

**CHAPTER V**  
**PREVENTION FROM CONFLICT OF BENEFITS**

**Article 23. Responsibility to be honest and avoid conflicts of benefits of members of the Board of Directors, Supervisory Board, General Director and other Managers**

1. Members of the Board of Directors, members of the Supervisory Board, General Director, and other managers must disclose related benefits in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and persons related to these members may not use business opportunities that may bring about benefit to the company for personal purposes; not use the information obtained by taking advantage of their position for personal benefits or serving the benefits of another organization or individual.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged to notify the Board of Directors of transactions between the company, subsidiaries and entities controlled by the Company with such member and with related persons of such member according to the provisions of law. The Company must disclose information about the resolutions of the General Meeting of Shareholders or of the Board of Directors through the above-stated transactions within twenty four (24) hours on the company's website and report to the State Securities Commission.
4. The Company must not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers and persons related to such members, unless otherwise decided by the General Meeting of Shareholders.
5. Member of the Board of Directors may not vote on the transactions which he/ she or related person of such member participates in, including transactions in which material or non-material benefits of such member of the Board of Directors are not determined. Above-stated transactions must be disclosed in the Annual report of the Company.
6. Member of the Board of Directors, member of the Supervisory Board, General Director, other managers and related person of such member may not use information of the company without permitted to be disclosed or disclose to others to make related transactions.

**Article 24. Transactions with related persons**

1. In the transactions with related persons, the company shall sign the written contract in the spirit of equality and voluntariness. The Contract content must be clear, specific and disclose information to the shareholders upon request.
2. The Company applies necessary measures to prevent related persons from entering into the Company's operations and damaging the company's benefits by controlling the goods buying and selling channels of the Company or price manipulation.
3. The Company shall apply necessary measures to prevent shareholders and related persons from conducting transactions causing any losses of capital, assets or other resources of the

company. The Company must not provide loans or guarantees to its shareholders and related persons.

#### **Article 25. Assurance of the legal rights of the company's stakeholders**

1. The Company must respect the legal rights of the company's stakeholders, including banks, creditors, employees, consumers, suppliers, communities and others with interests related to the company.
2. The Company needs to actively cooperate with its stakeholders by:
  - a. Provide sufficient and necessary information to the banks and creditors for purpose of assessing the operations and finance of the Company and making decisions;
  - b. Encourage them to give their opinions on business and financial situation and important decisions related to their interests through direct contact with the Board of Directors, Supervisory Board and the General Director.
3. The Company shall comply with the regulations on labor, environment, and activities with responsibility to the community and society.

## **CHAPTER VI**

### **REPORT AND INFORMATION DISCLOSURE**

#### **Article 26. Information disclosure obligation**

1. The Company is obliged to disclose fully, accurately and promptly periodic and extraordinary information on the production, business, finance and corporate governance to the shareholders and the public. Information and manner of information disclosure shall be in compliance with the legal regulations and the Company's charter. In addition, the company shall fully, accurately and promptly disclose other information if it is likely to affect the securities prices and decisions of the shareholders and investors.
2. Disclosure is conducted by the methods ensuring that the shareholders and the public may access equitably. The wording of information disclosure must be clear, easy to understand and avoid misleading the shareholders and investors.

#### **Article 27. Disclosure of information on corporate governance**

1. The Company must disclose information on corporate governance at the Annual General Meeting of Shareholders and in the Annual Report of the Company in accordance with the law on securities and securities market.
2. The Company is obliged to periodically report every six (06) months and disclose information on the corporate governance in accordance with the law on securities and securities market.

#### **Article 28. Responsibilities for reporting and information disclosure of members of the Board of Directors, members of the Supervisory Board, General Director**

In addition to the responsibilities specified in Article 23 of this Regulation, members of the Board of Directors, members of the Supervisory Board and the General Director shall report and disclose information about transactions in the following cases:

1. Transactions between the company and entities in which the above-stated members are founding members or members of the Board of Directors or the General Director in the previous three (03) years.
2. Transactions between the company and entities in which the related persons of the above-stated members are members of the Board of Directors or the General Director or major shareholder.
3. Transactions may bring material or non-material benefits to the above-stated members.

## **CHAPTER VII**

### **SUPERVISION AND SETTLEMENT OF VIOLATIONS**

#### **Article 29. Supervision**

Related organizations and individuals are subject to the supervision on the corporate governance of the State Securities Commission and other authorities as provisions of law.

#### **Article 30. Settlement of violations**

Relevant organizations and individuals who violate or not comply to perform any provisions of this regulations, depending on the seriousness, shall be subject to the administrative sanction or investigated the penal liability in accordance with law.

**FOR AND ON BEHALF OF  
BOARD OF DIRECTORS  
CHAIRMAN**

(signed and sealed)

**Nguyen Ho Nam**